



# **Quest PharmaTech Inc.**

**Management's Discussion & Analysis**

**For the Six months ended July 31, 2023**

*(Expressed in Canadian Dollars, unless otherwise noted)*

September 21, 2023

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## **Management's Discussion & Analysis For the six months ended July 31, 2023**

This management discussion and analysis ("MD&A") of the results of the operations and financial position of Quest PharmaTech Inc. (the "Company" or "Quest Pharma") should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements and accompanying notes for the six months ended July 31, 2023, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") for financial statements issued by the International Accounting Standards Board. The Company reports its financial results in Canadian dollars and all references to \$ in this MD&A refer to the Canadian dollar.

The MD&A is intended to enable readers to gain an understanding of the Company's current results and financial position. To do so, we provide information and analysis comparing the results of unaudited condensed interim consolidated operations and financial position for the current period to those of the same period of the prior year and the comparable period, where applicable. We also provide analysis and commentary that we believe is required to assess the Company's future activities. Accordingly, certain sections of this report contain forward-looking statements based on current plans and expectations. These forward-looking statements are affected by the risks and uncertainties that are discussed in this document on future prospects. Readers are cautioned that actual results could vary.

## **Management's Responsibility**

The Company's management is responsible for the preparation and presentation of the unaudited condensed interim consolidated financial statements and the MD&A. This MD&A has been prepared in accordance with the requirements of securities regulators, including National Instrument 51-102 of the Canadian Securities Administrators. Additional information regarding the Company, including the latest Annual Information Form, is available on our website at [www.questpharmatech.com](http://www.questpharmatech.com) or through the SEDAR website at [www.sedar.com](http://www.sedar.com).

The information provided in this report, including the unaudited condensed interim consolidated financial statements, is the responsibility of management. In the preparation of these statements, estimates and judgements are sometimes necessary to make a determination of future value for certain assets or liabilities. Management believes such estimates and judgements have been based on careful assessments and have been properly reflected in the accompanying unaudited condensed interim consolidated financial statements. Management maintains a system of internal controls to provide reasonable assurances that the Company's assets are safeguarded and to facilitate the preparation of relevant and timely information.

## **Forward Looking Statements**

This MD&A contains "forward-looking statements" within the meaning of applicable securities laws, such as statements concerning anticipated future events, results, circumstances, performance or expectations that are not historical facts. They are based on certain factors and assumptions, including expected growth, results of operations, business prospects and opportunities. Use of words such as "anticipate", "plan", "continue", "estimate", "expect", "intend", "propose", "may", "will", "project", "should", "could", "would", "believe", "predict", "target", "aim", "pursue", "potential" and "objective" and the negative of these terms or other similar expressions may indicate a "forward-looking" statement. These statements are not guarantees of future performance and are subject to numerous risks and uncertainties, including those described in our publicly filed documents and in this MD&A under the heading "Risks and Uncertainties". Those risks and uncertainties include, but are not limited to, the ability to maintain profitability and manage growth, reliance on information systems and technology, reputational risk, regulatory risks, reliance on key professionals, the ability to successfully integrate acquisitions, trends in digital collectables, market compliance with current smart contract standards, general economic conditions and pandemics, natural disasters or other unanticipated events (including the novel coronavirus ("COVID-19") pandemic). Many of these risks and uncertainties can affect our actual results and could cause our actual results to differ materially from those expressed or implied in any forward-looking statement made by us or on our behalf. The forward-looking statements contained herein reflect management's current views, but the assessments and assumptions upon which they are based may prove to be incorrect. Although Management believes that its underlying assessments and assumptions are reasonable based on currently available information, given these risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results.

These statements are made as of the date of this MD&A and, except as required by applicable law, we undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. Additionally, we undertake no obligation to comment on analyses, expectations or statements made by third parties in respect of us, our financial or operating results or our securities. All figures are in Canadian dollars except share and per share data unless otherwise noted.

## **PART I – COMPANY AND HIGHLIGHTS**

### **Company**

Quest PharmaTech Inc. (the “Company”) is a publicly traded, Canadian based pharmaceutical company developing products to improve the quality of life. The Company is developing targeted cancer therapy with its lead product (MAb AR9.6), under development for a novel target (truncated O-glycans on MUC16) discovered at University of Nebraska Medical Center.

### **Date and Subject of Report**

The following is Management's Discussion and Analysis of the results of operations and financial position of Quest Pharma as at and for the six months ended July 31, 2023, and to the date of this MD&A.

This MD&A should be read in conjunction with the unaudited condensed interim consolidated financial statements for the six months ended July 31, 2023.

The Company reports its financial results in Canadian dollars and all references to \$ in this MD&A refer to the Canadian dollar. All financial information in this MD&A is derived from the Company's unaudited condensed interim consolidated financial statements for the six months ended July 31, 2023 and 2022 are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

### **Highlights for the Six Months Ended July 31, 2023**

In May 2023, the Company agreed in principle with OQP Bio Inc., to exchange the Company's OQP Bio bonds for 77.5 billion KRW (\$79,979,000) in cash and 64.6 billion KRW (\$66,700,000) in bonds of Canaria Bio M (K-OTC – 118970) (“CABM”). The cash is receivable in 3 tranches (immediately – 21.6 billion KRW (\$22,291,000), end of December 2023 – 25.9 billion KRW (\$26,728,600) and end of June 2024 – 30.0 billion KRW (\$30,959,800)). The CABM bonds will carry a feature that permits the Company to convert its CABM bonds into 20.5 million CABM shares and following a business restructuring, the CABM shares will be converted into 2.51 million shares of Canaria Bio (“CAB”), a KOSDAQ traded company (KOSDAQ trading symbol – 016790).

In September 2023, the Company announced that the agreement in principle with OQP Bio has been breached although is still considered to be legally valid. The breach was related to OQP Bio's failure to identify a third party in a timely manner to buy 50% of the OQP Bio bonds. The parties continue to negotiate in good faith and have commenced preliminary discussions to identify a buyer for the monetization of Quest's OQP Bio bonds.

Quest also announced that OncoQuest has commenced legal proceedings in Korea against OQP Bio / CABM seeking payment of approximately 18.8 billion KRW or USD\$14.5 million that remains unpaid in respect of the exercise of a put option by OncoQuest in connection with the sale of its immunotherapy technology assets to a predecessor to OQP Bio in April 2020.

In May 2023, the Company was granted a second US patent entitled ‘MUC16 monoclonal antibodies and uses thereof’ for its lead product candidate MAb AR9.6.

### **Products Under Development**

#### **MAb AR9.6**

Quest has identified and validated the tumor-targeting ability of a novel monoclonal antibody, AR9.6, that binds to MUC16 and blocks the activation of growth factor receptors and thereby inhibits phosphorylation of Akt, which leads to reduced cell proliferation, in vivo tumor growth and metastasis.

AR9.6, as a promising theragnostic agent, was established in animal models, leading to six manuscripts in peer reviewed journals and two patents.

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

## **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 OQP Bio in exchange for OQP Bio bonds and cash with a notional value of USD 308.4 million and a commitment to fund the Oregovomab Phase 3 Clinical Trial. Quest has a 42.52% 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 10.67% direct interest in OncoVent (23% indirect).

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

In September 2022, the Company sold its ownership interest in Bioceltran Co. Ltd. for proceeds of \$300,000. \$90,000 was paid on execution of the sale agreement and the remaining \$210,000 is payable within 12 months. As part of the transaction, the Company also terminated the exclusive license for the Photodynamic Therapy technology.

### **Events Subsequent to July 31, 2023**

The Company's management has evaluated subsequent events up to September 21, 2023, the date the condensed interim consolidated financial statements were issued and determined the following events to report:

In September 2023, the Company announced that the May 2023 agreement in principle with OQP Bio has been breached although is still considered to be legally valid. The breach was related to OQP Bio's failure to identify a third party in a timely manner to buy 50% of the OQP Bio bonds. The parties continue to negotiate in good faith and have commenced preliminary discussions to identify a buyer for the monetization of Quest's OQP Bio bonds.

Quest also announced that OncoQuest has commenced legal proceedings in Korea against OQP Bio / CABM seeking payment of approximately 18.8 billion KRW or USD\$14.5 million that remains unpaid in respect of the exercise of a put option by OncoQuest in connection with the sale of its immunotherapy technology assets to a predecessor to OQP Bio in April 2020.

## **PART II – REVIEW OF FINANCIAL RESULTS**

### **Overall Performance**

Net loss for the six months ended July 31, 2023 was \$14,987,692 or \$0.089 per share on a basic and fully diluted basis, as compared to net loss of \$1,662,238 or \$0.010 per share on a basic and fully diluted basis for the six months ended July 31, 2022. Research and development expenditures for the six months ended July 31, 2023 totaled \$423,899 while general and administrative expenses were \$382,845 for the same period. As of July 31, 2023, the Company had cash of \$101,459 (January 31, 2023 – cash of \$374,658).

### **Results of Operations**

Quest's net loss for the six months ended July 31, 2023 and 2022 includes significant non-cash items, including equity method income of \$361,902 and loss of \$1,274,506, respectively, recognized from Quest's investment in OncoQuest, and a fair value loss of \$14,708,564 and \$nil, respectively for Quest's investment in OQP Bio bonds. Net loss for the six months ended July 31, 2023 was \$14,987,692 as compared to net loss of \$1,662,238 for the six months ended July 31, 2022. After adjusting for non-cash items, cash flows used in operating activities for the six months ended July 31, 2023 were \$273,199 as compared to \$300,577 for the six months ended July 31, 2022.

### **Expenses**

The following table identifies the changes in general and administrative expense for the three and six months ended July 31, 2023, compared to the three and six months ended July 31, 2022.

<i>General &amp; administrative expenses</i>	2023			2022		
	3 months	3 months	Change	6 months	6 months	Change
	\$	\$	\$	\$	\$	\$
<i>Public company related costs</i>	20,467	7,614	12,853	22,183	16,600	5,583
<i>Consulting fees</i>	-	7,500	(7,500)	-	10,000	(10,000)
<i>Accounting/audit fees / legal fees</i>	(41,842)	20,577	(62,419)	29,700	20,577	9,123
<i>Other support costs</i>	196,047	108,447	87,600	206,639	138,020	68,619
<i>Salaries, wages &amp; benefits</i>	58,291	119,335	(61,044)	97,867	172,505	(74,638)
<i>Rent</i>	6,582	4,114	2,468	6,582	5,581	1,001
<i>Travel</i>	3,581	141	3,440	3,581	309	3,272
<i>Insurance</i>	15,030	6,338	8,692	15,030	12,676	2,354
<i>Depreciation</i>	834	3,195	(2,361)	1,263	12,504	(11,241)
	258,990	277,261	(18,271)	382,845	388,772	(5,927)

Overall, general and administrative costs have decreased slightly during the six months ended July 31, 2023, compared to the six months ended July 31, 2022, due primarily to decreases in salaries, wages and benefits, offset by increases in other support costs. Salaries, wages and benefits have decreased due to a greater allocation of staff resources towards R&D activities in 2023 compared to 2022. Other support costs include share compensation expenses which were \$176,000 in 2023.



The following table identifies the changes in research and development (R&D) expense for the three and six months ended July 31, 2023, compared to the three and six months ended July 31, 2022.

<b>Research &amp; development expenses</b>	<b>2023</b>		<b>2022</b>		<b>Change</b>	
	<b>3 months</b>	<b>3 months</b>	<b>3 months</b>	<b>3 months</b>	<b>6 months</b>	<b>6 months</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Salaries, wages & benefits	52,409	1,373	51,036	102,918	3,685	99,233
Legal costs for patents	-	994	(994)	5,196	9,541	(4,345)
Subcontract/Consulting	38,329	13,000	25,329	38,329	13,000	25,329
Rent	5,543	9,601	(4,058)	22,476	13,023	9,453
Depreciation	1,693	178	1,515	1,693	359	1,334
Other R&D costs	252,055	32,978	219,077	253,287	38,604	214,683
	350,029	58,124	291,905	423,899	78,212	345,687

R&D costs have increased during the six-month period ended July 31, 2023, compared to 2022 due to increases in other R&D costs and salaries, wages and benefits. Other R&D costs include share-based compensation expenses which were \$244,000 in 2023 compared to \$38,500 in 2022. Salaries, wages and benefits increased due to the allocation of staff resources towards the Company's research and development programs.

### **Summary of Quarterly Information**

	<b>Q2 2024</b>	<b>Q1 2024</b>	<b>Q4 2023</b>	<b>Q3 2023</b>	<b>Q2 2023</b>	<b>Q1 2023</b>	<b>Q4 2022</b>	<b>Q3 2022</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Revenue	-	-	-	-	-	-	-	-
Net income (loss)	(\$9,815,350)	(\$5,172,342)	(\$4,758,943)	(\$911,134)	(\$614,034)	(\$1,048,204)	(\$75,869,109)	(\$9,032,423)
Basic income (loss) per share (1)	(0.061)	(0.028)	(0.028)	(0.005)	(0.004)	(0.006)	(0.451)	(0.054)
Fully diluted income (loss) per share (1)	(0.061)	(0.028)	(0.028)	(0.005)	(0.004)	(0.006)	(0.451)	(0.054)

(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 six months ended July 31, 2023, the Company granted 5,250,000 (2022 – 1,700,000) share options, as per the Company's Share Option Plan. These options were granted to employees and non-employees at exercise prices ranging from \$0.08 to \$0.10, vesting immediately. In 2022, 1,700,000 options were granted to employees and non-employees at exercise prices ranging from \$0.09 to \$0.10, vesting immediately.

### **Capital Expenditures**

During the six months ended July 31, 2023, the Company spent \$nil on capital assets (2022 - \$nil).

## Outstanding Share Data

The Company has the following securities outstanding as at September 29, 2023:

Common shares issued and outstanding	169,129,247
Share options outstanding	19,705,000

Fully diluted common shares outstanding are 188,834,247 assuming the exercise of all share options.

## Contractual Obligations

In the normal course of operations, Quest has entered contracts providing for the following payments over the following fiscal years:

	Payments due by year				
	Total	Within 1 year	2 – 3 years	4 – 5 years	After 5 years
	\$	\$	\$	\$	\$
Operating leases	23,344	23,344	–	–	–
<b>Total contractual obligations</b>	<b>23,344</b>	<b>23,344</b>	<b>–</b>	<b>–</b>	<b>–</b>

## Investment in OncoQuest Inc. and OQP Bio Bonds

The Company owns 42.52% of the common shares of OncoQuest Inc. The Company accounts for this investment using the Equity Method of accounting.

OncoQuest recorded net income for the six months ended July 31, 2023 of USD 636,297. This gain resulted from foreign exchange and fair value changes during the period related to OncoQuest's foreign denominated receivables, investments and put option. Quest, with a 42.52% ownership interest in OncoQuest at July 31, 2023, recorded an Equity Method income of \$361,902.

The Company's equity investment in OncoQuest is as follows for the period ended July 31, 2023:

	Amount
	\$
<b>Balance – January 31, 2023</b>	<b>7,334,908</b>
Equity method income	<b>361,902</b>
<b>Balance – July 31, 2023</b>	<b>7,696,810</b>

## OncoQuest Summarized Financial Information

	July 31, 2023	January 31, 2023
	USD	USD
<b>Current assets</b>	20,276,317	7,784,120
<b>Non-current assets</b>	-	17,816,682
<b>Current liabilities</b>	7,631,247	13,592,029
<b>Non-current liabilities</b>	-	-

	July 31, 2023	July 31, 2022
	USD	USD
<b>Revenue</b>	-	-
<b>Net income (loss)</b>	636,297	(2,357,501)
<b>Other comprehensive income / (loss)</b>	-	-

Summarized financial information for Quest's other investment, OncoVent is not included because the information is not considered to be material at this time.

QQP Bio Bonds received as a dividend by Quest

	<b>Face value</b>	<b>Fair value</b>
	<b>KRW</b>	<b>\$</b>
<b>QQP Bio bonds</b>	129,090,021,194	61,679,545
<b>Balance – July 31, 2023</b>	129,090,021,194	61,679,545

In May 2023, the Company agreed in principle with OQP Bio Inc., to exchange the Company's OQP Bio Bonds for 77.5 billion KRW (\$79,979,000) in cash and 64.6 billion KRW (\$66,700,000) in bonds of Canaria Bio M ("CABM"). The estimated fair value of the OQP Bio Bonds was determined to be \$61.7 million at July 31, 2023, with the Company recording a fair value loss of \$14,708,564 for the six months ended July 31, 2023. The full amount of the bonds, \$61.7 million, are classified as long term due to the timing of receipt of the bond consideration. Since the Company has not yet received the first of three cash payments, the fair value of the OQP Bio Bonds has been reduced to \$61.7 Million to reflect the uncertainty of the timing of receipt of the first cash payment.

In September 2023, the Company announced that the May 2023 agreement in principle with OQP Bio has been breached although is still considered to be legally valid. The breach was related to OQP Bio's failure to identify a third party in a timely manner to buy 50% of the OQP Bio bonds. The parties continue to negotiate in good faith and have commenced preliminary discussions to identify a buyer for the monetization of Quest's OQP Bio bonds.

**PART III – FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES**

**Liquidity**

The Company's objective when managing its liquidity and capital structure is to generate sufficient cash to fund the Company's operating and growth requirements.

The following table provides an overview of the Company's liquidity status:

<b>As at</b>	<b>July 31, 2023</b>	<b>January 31, 2023</b>
Cash	101,459	374,658
Current assets	325,646	621,502
Current liabilities	1,034,463	1,106,406
Working capital deficit	(708,817)	(484,904)

**Going concern**

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 cash outflows from operations since its inception.

The Company has reported a net loss of \$14,987,692 for the six months ended July 31, 2023 (2022 Net Loss - \$1,662,238) and a shareholders' equity of \$68,683,813 (January 31, 2023 – shareholders' equity of \$83,251,505). The Company has cash reserves of \$101,459 at July 31, 2023 (January 31, 2023 - \$374,658) and as at July 31, 2023 had a working capital deficiency of \$708,817 (January 31, 2023 – working capital deficiency \$484,904).

In addition, in March 2021, trading in the shares of OQP Korea was suspended on the KOSDAQ exchange which impacts the ability of OncoQuest to monetize the OQP Korea share, and bond consideration received by OncoQuest under the ATA, to pay for the costs of the ATA transaction including Canadian income tax and to distribute any ATA net proceeds to its shareholders, including Quest.

Accordingly, there is a material uncertainty that may cast significant doubt regarding the Company's ability to continue as a going concern. During May 2023, the Company agreed in principle with OQP Bio Inc., to exchange the Company's OQP Bio bonds for 77.5 billion KRW (\$79,979,000) in cash and 64.6 billion KRW (\$66,700,000) in bonds of CABM. Refer to above for additional details.

These condensed interim consolidated financial statements do not include any adjustments to the classification and amounts of assets and liabilities that may be required should the Company be unable to continue as a going concern. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. These conditions indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern. Although the Company has been successful at raising funds in the past through the issuance of securities and obtaining loans, it is uncertain whether it will be successful in doing so in the future or at terms that are acceptable to the Company.

## **Capital Resources**

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 approval for its products.

At July 31, 2023, cash was \$101,459, as compared to cash of \$374,658 at January 31, 2023.

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 first quarter of fiscal 2025. The Company will seek additional capital through the sale of non-core assets, further equity financing, licensing arrangements involving its core technologies and strategic partnerships.

## **Cash Flow Information**

The following table provides an overview of the Company's cash flows for the current and comparable period ended:

<b>Six months ended</b>	<b>July 31, 2023</b>	<b>July 31, 2022</b>
	\$	\$
Net cash provided by (used in)		
Operating activities	(273,199)	(300,577)
Investing activities	-	(13,998)
Financing activities	-	569,000
<b>Change in cash</b>	<b>(273,199)</b>	<b>254,425</b>

### **Operating Activities**

The Company used \$273,199 of cash in operating activities during the six months ended July 31, 2023, compared to \$300,577 used during the six months ended July 31, 2022. The Company used less cash in operations due to the Company's ongoing cost reduction measures.

### **Investing Activities**

The Company used \$nil of cash in investing activities during the six months ended July 31, 2023, compared to \$13,998 used during the six months ended July 31, 2022. The activity in 2022 relates to the Company's lease of office space and lab.

### **Financing Activities**

The Company used and received \$200,000 through financing activities during the six months ended July 31, 2023, compared to \$569,000 generated during the six months ended July 31, 2022. This was primarily due to repayment and receipt of short-term loans compared to \$500,000 received in the comparative period.

## **Financial Position**

The following table sets forth selected information regarding the Company's financial position:

<b>As at</b>	<b>July 31, 2023</b>	<b>January 31, 2023</b>
	\$	\$
Cash	101,459	374,658
Other receivable	219,380	221,311
Prepaid expenses	4,807	25,533
Property and equipment	-	2,972
Prepaid expenses – noncurrent	16,275	10,420
Investment in OncoQuest	7,696,810	7,334,908
Investment in OQP Bio Bonds	61,679,545	76,388,109
Accounts payable and accrued liabilities	34,463	106,400
Short term loan	1,000,000	1,000,000
Shareholders' equity	68,683,813	83,251,505

### **Cash**

As of July 31, 2023, the Company had cash of \$101,459 compared to \$374,658 as of January 31, 2023. The changes in cash are discussed above in the summary of cash flow activities. See above "Cash Flow Information"

### **Other receivable**

The majority of the balance (\$210,000) relates to cash receivable from the sale of ownership interest in Bioceltran. In September, 2022, the Company sold its ownership interest in Bioceltran for proceeds of \$300,000. \$90,000 cash was paid on execution of the sale agreement and the remaining \$210,000 is receivable within 12 months. As part of the transaction, the Company also terminated the exclusive license for the Photodynamic Therapy technology.

### **Prepaid expenses and deposits**

The balance is made up of prepayments for insurance and a security deposit for lease property.

### **Property and equipment**

During the period ended July 31, 2023, the Company purchased \$nil of property and equipment offset by depreciation recorded for the period was \$2,972 leading to a decrease in net book value.

### **Investments**

See above "Investment in OncoQuest Inc. and OQP Bio Bonds" in Part II for detailed information

### **Trade payables and accrued liabilities**

This balance includes liabilities incurred in a regular course of business. The balance has decreased due to the timing difference of recognition and settlement of regular payables.

### **Short term loan**

Effective during the year ended January 31, 2021, the Company entered in a loan agreement with OncoQuest Inc where the Company will receive a short term, unsecured and 2% interest bearing debt and will be repayable within 12 months. The funding is for drug development and operational purposes.

### **Shareholders' equity**

Shareholders' equity largely decreased due to the net loss of \$14,987,692.

## **Transactions with Related Parties**

See "*Part V – Accounting Policies, Estimates and Internal Controls – Related party transactions*".

## **PART IV – RISKS**

The Company is subject to many risks which are outlined below:

- Going concern uncertainty - The Company's 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'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 and conduct clinical trials and receive regulatory approvals for its products, and upon the ability and timing for OncoQuest to monetize the consideration received in the transaction with OQP Korea and distribute any net proceeds to shareholders, including to Quest.
- 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 a 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.
- In March 2021, the trading in the shares of OQP Korea was suspended on the KOSDAQ Exchange due to a denial of an audit opinion related to OQP Korea's December 31, 2020 annual financial statements. Although OncoQuest management continue to work diligently with OQP Korea management to resolve these issues as quickly as possible, it remains uncertain at this time as to whether regulatory approval will ultimately be received or the timing of any such approval. OncoQuest's ability to monetize the consideration received in the transaction with OQP Korea will be dependent upon OQP Korea's ability to fund the repayment of any bonds that become due or that could be redeemed and a liquid trading market being available for any shares of OQP Korea that are received as consideration or issued upon conversion of the bonds held. Monetization of some of the consideration will be necessary for OncoQuest to fund Canadian income tax obligations resulting from the transaction.

- The determination of fair value for Quest's investment in OncoQuest and in the OQP Bio bonds in future periods will depend on management estimates and reasoned judgements for such values looking at appropriate evidence that is available at the time. OncoQuest and OQP Bio are privately held companies with no public trading history. Readers are cautioned that from one reporting period to the next, the change in value for the Company's investments and any resultant fluctuation in earnings per share for Quest may be significant.
- As a result of the spread of the COVID-19 coronavirus, economic uncertainties have arisen which may impact operating activities and will depend on future developments, including the duration and spread of the outbreak, related travel advisories and restrictions, the recovery times of the disrupted supply chains, the consequential staff shortages, and production delays, or the uncertainty with respect to the accessibility of additional liquidity or capital markets, all of which are highly uncertain and cannot be predicted. There was no perceived impact for the Company for the six months ended July 31, 2023. The potential future impact is unknown at this time.



## **PART V – ACCOUNTING POLICIES, ESTIMATES, AND INTERNAL CONTROLS**

### **Significant Accounting Policies**

The Company has prepared the accompanying unaudited condensed interim consolidated financial statements in accordance with International Financial Reporting Standards (“IFRS”). Significant accounting policies are described in Note 4 of the Company’s unaudited condensed interim consolidated financial statements as at and for the six months ended July 31, 2023.

The preparation of unaudited condensed interim consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the unaudited condensed interim consolidated financial statements and the reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates.

### **Accounting pronouncements adopted**

The following new standards, amendments and interpretations have been issued are effective for the fiscal year ending January 31, 2024, and, accordingly, have been applied in preparing these condensed interim consolidated financial statements.

#### **Definition of Accounting Estimates – Amendments to IAS 8**

In February 2021, the IASB issued amendments to IAS 8, in which it introduces a definition of ‘accounting estimates’. The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. Also, they clarify how entities use measurement techniques and inputs to develop accounting estimates.

The amendments are effective for annual reporting periods beginning on or after January 1, 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted as long as this fact is disclosed.

The adoption of these amendments did not have a material impact on the Company’s condensed interim consolidated financial statements.

#### **IAS 12: Amendment to IAS 12, Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction**

In May 2021, the IASB issued targeted amendments to IAS 12 – Income Taxes to specify how companies should account for deferred tax on transactions such as leases and decommissioning obligations. In specified circumstances, companies are exempt from recognizing deferred tax when they recognize assets or liabilities for the first time. Previously, there had been some uncertainty about whether the exemption applied to transactions such as leases and decommissioning obligations transactions for which companies recognize both an asset and a liability.

The amendments clarify that the exemption does not apply and that companies are required to recognize deferred tax on such transactions. The aim of the amendments is to reduce diversity in the reporting of deferred tax on leases and decommissioning obligations. The amendments are effective for annual reporting periods beginning on or after January 1, 2023, with early application permitted. The adoption of these amendments did not have a material impact on the Company’s condensed interim consolidated financial statements.

#### **Disclosure of Accounting Policies – Amendments to IAS 1 and IFRS Practice Statement 2**

On February 12, 2021, the IASB issued Disclosure Initiative – Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2 Making Materiality Judgements). The amendments help companies provide useful accounting policy disclosures. The amendments are effective for annual periods beginning on or after January 1, 2023. The adoption of these amendments did not have a material impact on the Company’s condensed interim consolidated financial statements.

## **Accounting pronouncements not yet effective**

The following new standards, amendments and interpretations have been issued but are not effective for the fiscal year ending January 31, 2024 and, accordingly, have not been applied in preparing these condensed interim consolidated financial statements.

### Amendments to IAS 1: Classification of Liabilities as Current or Non-current

On January 23, 2020, the IASB issued Classification of Liabilities as Current or Non-current (Amendments to IAS 1). The amendments address inconsistencies with how entities classify current and non-current liabilities. The amendments serve to address whether debt and other liabilities with an uncertain settlement date should be classified as current or non-current in the Balance Sheets. The amendments are effective on January 1, 2024. The Company intends to adopt the amendments in its condensed interim consolidated financial statements or the annual period beginning January 1, 2024. The Company is currently assessing the impact of the amendment.

### Amendments to IAS 1: Non-current Liabilities with Covenants

In October 2022, the IASB issued Non-current Liabilities with Covenants (Amendments to IAS 1). The amendments improve the information an entity provides when its right to defer settlement of a liability for at least twelve months is subject to compliance with covenants. The amendments are effective for annual periods beginning on or after January 1, 2024. The Company intends to adopt these amendments in its Condensed interim consolidated financial statements for the annual period beginning January 1, 2024. The Company is currently assessing the impact of the amendment.

## **Accounting Estimates and Judgments**

In the application of the Company's accounting policies, management is required to make judgments, estimates, and assumptions that affect the carrying amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the unaudited condensed interim consolidated financial statements, and the reported amounts of revenues and expenses for the periods presented. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant, the results of which form the basis of the valuation of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimate is revised if the revision affects only that year or in the year of the revision and future years if the revision affects both current and future years.

### **Judgments**

Judgment is used in situations when there is a choice and/or assessment required by management. The following are critical judgments apart from those involving estimates that management has made in the process of applying the Company's accounting policies and that have a significant effect on the amounts recognized in the unaudited condensed interim consolidated financial statements.

### **Going concern**

Determining if the Company has the ability to continue as a going concern is dependent on its ability to secure debt and equity financing, and to achieve profitable operations. Certain judgements were made when determining if and when the Company will secure debt and equity financing and achieve profitable operations.

### **Indicators of impairment**

The Company assesses the impairment of its assets in accordance with International Accounting Standards ("IAS") 36. Management of the Company applies judgment throughout the fiscal year in assessing whether any events, facts, or circumstances are potential indicators of impairment.

### **Estimates**

Critical accounting estimates are those that require management to make assumptions about matters that are highly uncertain at the time the estimate or assumption is made. Critical accounting estimates are also those that could potentially have a material impact on the Company's financial results where a different estimate or assumption is used. The significant areas of estimation uncertainty are:

## Investments

The fair value of investments that are not traded in an active market is determined using valuation techniques. The Company uses its judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

The directors have determined that they do not control any of the Company's investments, primarily as in all cases the Company's interest in the equity of these companies are less than 50% and the Company is not exposed, and has no right, to variable returns from these companies.

## Useful life of property and equipment

The estimated useful lives and depreciation methods are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

## Related Party Transactions

### Key management personnel compensation

Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company defines key management personnel as being the directors and key officers.

The compensation awarded to key management personnel is as follows:

	Three months ended	Three months ended	Six months ended	Six months ended
	July 31, 2023	July 31, 2022	July 31, 2023	July 31, 2022
	\$	\$	\$	\$
Management fees	325,250	228,250	406,500	300,667
<b>Total compensation</b>	<b>325,250</b>	<b>228,250</b>	<b>406,500</b>	<b>300,667</b>

### Cost Recovery - Executive Services Agreement

In July 2020, the Company entered into an Executive Services Agreement with OncoQuest whereby the Company's officers render executive services to OncoQuest for a fee of \$10,000 per month. In July 2023, this fee was increased to \$15,000 per month. The Company received \$160,000 under this arrangement during the six months ended July 31, 2023, including advance payment amounts for the remainder of the year.

### Short term loan

Effective during the year ended January 31, 2021, the Company entered in a loan agreement with OncoQuest Inc where the Company will receive a short term, unsecured and 2% interest bearing debt and will be repayable within 12 months. The funding is for drug development and operational purposes. The Company recorded interest expense of \$8,667 for the six months ended July 31, 2023 (2022 - \$8,575). The accrued loan interest is included in accounts payable and accrued liabilities on the statement of financial position. The table below shows the movement of the principal and accrued interest balance:

	Principal balance	Accrued interest balance
	\$	\$
<b>Balance – January 31, 2023</b>	1,000,000	25,370
Principal balance repayment	(200,000)	-
Principal balance loan	200,000	-
Interest expense	-	8,667
<b>Balance – July 31, 2023</b>	<b>1,000,000</b>	<b>34,037</b>

## Capital Management

The Company's objective and policies for managing capital are to safeguard its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The Company manages its capital structure and makes changes based on economic conditions, risks that impact the operations and future significant capital investment

opportunities. In order to maintain or adjust its capital structure, the Company may issue new equity instruments or raise additional debt financing.

The Company is exposed to a variety of financial risks by virtue of its activities: market risk, interest rate risk, liquidity risk and foreign currency risk. The Board of Directors has overall responsibility for the determination of the Company's capital and risk management objectives and policies while retaining ultimate responsibility for them. The Company's overall capital and risk management program has not changed throughout the period. It focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on financial performance. Risk management is carried out by the finance department under policies approved by the Board of Directors. The finance department identifies and evaluates financial risks in close cooperation with management.

### **Financial Instruments and Financial Risk Management**

When measuring the fair value of a financial asset and a financial liability, the Company uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs in the valuation techniques as follows:

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The following table illustrates the classification of the Company's financial instruments within the fair value hierarchy:

<b>As of July 31, 2023</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
	\$	\$	\$	\$
Investment in OQP Bio bonds	-	-	61,679,545	61,679,545
Investment in OncoQuest	-	-	7,696,810	7,696,810
	-	-	<b>69,376,355</b>	<b>69,376,355</b>

<b>As of January 31, 2023</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
	\$	\$	\$	\$
Investment in OQP Bio bonds	-	-	76,388,109	76,388,109
Investment in OncoQuest	-	-	7,334,908	7,334,908
	-	-	<b>83,723,017</b>	<b>83,723,017</b>

Investment valuations are affected by various factors including financial position, results from operations and foreseeable future cash flows from operations of investees. Investees have limited history of operations and there is no certainty that their strategic objectives and goals will be achieved, and there is no guarantee that shareholders' value will increase or be sustained even if these strategic objectives and goals are achieved. Management recognizes and monitors the performance of investees and makes appropriate adjustments to the assumptions and valuation model, if necessary. Investment valuations are susceptible to high volatilities and actual fair values may significantly differ from management's estimates.

For the cash component of the bond exchange arrangement, management calculated the net present value of the 3 future expected cash flows using an 11% discount rate. For the bond component, management assumed the bonds would be converted into 2.51 million shares of Canaria Bio and applied a discount rate of 3.42%. The bonds were further reduced by a 25% discount rate. The cash and bond components were also discounted using a 30% entity level risk assessment rate. The Company used the closing price of Canaria Bio shares on July 31, 2023 – KRW 6,310 in its fair value calculations for the OQP Bio bonds. As a result, the estimated fair value of the OQP Bio bonds at July 31, 2023 was determined to be \$61.7 million, with all of the bonds classified as long term due to the timing of receipt of the bond consideration.

### **Investments and risk management**

The Company considers its investment to be at Level 3, as the fair value techniques used the lowest level of input which was unobservable. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Change in assumptions could significantly affect the estimates.

Investment valuations are affected by various factors including financial position, results from operations and foreseeable future cash flows from operations of investees. Investees have limited history of operations and there is no certainty that their strategic objectives and goals will be achieved, and there is no guarantee that shareholders' value will increase or be sustained even if these strategic objectives and goals are achieved. Management recognizes and monitors performance of investees and makes appropriate adjustments to the assumptions and valuation model, if necessary. The investments valuations are susceptible to high volatilities and actual fair values may significantly differ from management's estimates.

Refer to Note 3 of the financial statements for the year ended January 31, 2023, under financial instruments for the summary of the classification of the Company's financial instruments under IFRS 9.

### **Capital and risk management**

The Company's objective and policies for managing capital are to safeguard its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The Company manages its capital structure and makes changes based on economic conditions, risks that impact the operations and future significant capital investment opportunities. In order to maintain or adjust its capital structure, the Company may issue new equity instruments or raise additional debt financing.

The Company is exposed to a variety of financial risks by virtue of its activities: market risk, interest rate risk, liquidity risk, and foreign currency risk. The Board of Directors has overall responsibility for the determination of the Company's capital and risk management objectives and policies while retaining ultimate responsibility for them. The Company's overall capital and risk management program has not changed throughout the period. It focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on financial performance. The finance department identifies and evaluates financial risks in close cooperation with management.

### **Credit risk**

Financial instruments that subject the Company to credit risk consist primarily of cash, long-term investments, and accounts receivable. To minimize its exposure to credit risk, 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, including for accounts receivable amounts, is not considered to be significant.

### **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. The Company is not exposed to market interest rate risk.

## Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company generally relies on external financing or key management to provide sufficient liquidity to meet budgeted operating requirements. The following tables set forth details of the payment profile of financial liabilities based on their undiscounted cash flows:

<b>July 31, 2023</b>	<b>Total carrying amount</b>	<b>Contractual cash flows</b>	<b>Less than 1 year</b>	<b>1 to 5 years</b>	<b>More than 5 years</b>
	\$	\$	\$	\$	\$
Trade payables and accrued liabilities	34,463	34,463	34,463	-	-
Short term loan	1,000,000	1,000,000	1,000,000	-	-
<b>Total</b>	<b>1,034,463</b>	<b>1,034,463</b>	<b>1,034,463</b>	<b>-</b>	<b>-</b>

<b>January 31, 2023</b>	<b>Total carrying amount</b>	<b>Contractual cash flows</b>	<b>Less than 1 year</b>	<b>1 to 5 years</b>	<b>More than 5 years</b>
	\$	\$	\$	\$	\$
Trade payables and accrued liabilities	106,406	106,406	106,406	-	-
Short term loan	1,000,000	1,000,000	1,000,000	-	-
<b>Total</b>	<b>1,106,406</b>	<b>1,106,406</b>	<b>1,106,406</b>	<b>-</b>	<b>-</b>

Taking into consideration the Company's current cash position, volatile equity markets, global uncertainty in the capital markets and increasing cost pressures, the Company is actively seeking new financing opportunities in accordance with its capital risk management strategy.

## Foreign currency risk

Foreign currency risk is defined as the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company maintains financial instruments and enters transactions denominated in foreign currencies, which exposes the Company to fluctuating balances and cash flows due to various fluctuations in foreign exchange rates.

The table below indicates the foreign currencies to which the Company has significant exposure in Canadian dollar terms:

	<b>July 31, 2023</b>	<b>January 31, 2023</b>
	\$	\$
Cash	501	2,787
Investment in OQP Bio bonds	61,679,545	76,388,109
<b>Net monetary assets</b>	<b>61,680,046</b>	<b>76,390,896</b>

## **Management's Report on Disclosure Controls and Procedures and Internal Control over Financial Reporting**

Management is responsible for establishing and maintaining adequate disclosure controls and procedures ("DC&P") and internal controls over financial reporting ("ICFR"), as those terms are defined in National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings, for the Company. The DC&P provide reasonable assurance that material information relating to the Company is made known to the Chief Executive Officer and the Chief Financial Officer of the Company. The ICFR have been designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with IFRS.

No changes were made in the Company' design of internal controls over financial reporting during the six months ended July 31, 2023, that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting. The Company is still in the early days of establishing a system of internal controls.

Due to inherent limitations in all controls systems, a control system can provide only reasonable, not absolute assurance, that the objective of the control system is met and may not prevent or detect misstatements or instances of fraud. Management's estimates may be incorrect, or assumptions about future events may be incorrect, resulting in varying results. Additionally, controls may be circumvented by the unauthorized acts of individuals, by collusion of two or more people or by Management override.