CBD MED RESEARCH CORP.
(formerly Exchequer Resource Corp.)

Condensed Interim Financial Statements

Nine months ended September 30, 2015

As expressed in Canadian dollars

[Unaudited – prepared by Management]

CBD MED RESEARCH CORP.
(formerly Exchequer Resource Corp.)

#810 – 675 West Hastings Street, Vancouver, B.C., V6B 1N2
Telephone (604) 802-7551

NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3), if an auditor has not performed a review of the condensed interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these condensed financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

"Kenneth C. Phillippe"

Kenneth C. Phillippe

Chief Financial Officer

CBD MED RESEARCH CORP.
(formerly Exchequer Resource Corp.)

Condensed Interim Statements of Financial Position
As expressed in Canadian dollars
[Unaudited – prepared by management]

	September 30 2015	December 31 2014
	$	$
ASSETS		
Current assets		
Cash and cash equivalents	20,127	57,350
Goods and services tax receivable	2,784	2,383
Prepaid expenses	-	6,000
Total current assets	22,911	65,733
Investment and advances (Note 3)	13,950	-
Computer equipment, net (Note 4)	2,431	-
Total assets	38,437	65,733
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	27,650	4,774
Loans payable (Note 4)	189,719	167,280
Total current liabilities	217,369	172,054
SHAREHOLDERS' EQUITY (DEFICIENCY)		
Share capital	8,914,285	8,801,962
Reserves	158,161	147,828
Share subscriptions received in advance	27,000	68,200
Deficit	(9,278,378)	(9,124,311)
Total shareholders' equity (deficiency)	(178,932)	(106,321)
Total liabilities and shareholders' equity	38,437	65,733

On behalf of the Board:

"GARY F ZAK"
Director

"KENNETH C PHILLIPPE"
Director

The accompanying notes are an integral part of these condensed financial statements

CBD MED RESEARCH CORP.
(formerly Exchequer Resource Corp.)

Condensed Interim Statements of Cash Flows
As expressed in Canadian dollars
[Unaudited – prepared by management]

	Three months ended September 30		Nine months ended September 30	
	2015	2014	2015	2014
		$	$	$
General and Administrative Expenses				
Administration	2,250	1,500	6,750	1,500
Advisory board fees	-	-	23,000	-
Amortization	211	-	632	-
Consulting fees	-	-	3,000	-
Filing and transfer agent fees	1,787	7,012	8,688	16,742
Interest	7,561	7,569	22,438	13,381
Management	9,000	9,000	27,000	18,000
Office and miscellaneous	356	2,033	3,003	2,263
Professional fees	10,466	8,456	38,786	37,914
Travel and promotion	1,388	4,568	20,770	7,071
Net loss and comprehensive loss for the period	(33,020)	(40,138)	(154,067)	(96,871)
Basic and diluted loss per share	(0.01)	(0.01)	(0.03)	(0.02)
**Weighted average number of common shares - ** Basic and diluted	4,868,331	2,801,665	4,618,514	2,801,665

The accompanying notes are an integral part of these condensed financial statements

CBD MED RESEARCH CORP.
(formerly Exchequer Resource Corp.)

Condensed Interim Statements of Cash Flows
As expressed in Canadian dollars
[Unaudited – prepared by management]

	Nine months ended September 30	
	2015	2014
	$	$
Cash flows from (used in)		
Operating activities		
Loss for the period	(154,067)	(96,871)
Less: Items not involving cash:		
Amortization	632	-
Interest assignment of debt to a related party (Note 8)	-	3,.662
Changes in non-cash working capital:		
Goods and services tax receivable	(401)	714
Prepaid expenses	6,000	-
Accounts payable	45,315	(1,384)
	(102,521)	(93,879)
Investing activities		
Investment and advances	(13,095)	-
Purchase of computer equipment	(3,063)	-
	(16,158)	-
Financing activities		
Issuance of short term debt	-	150,000
Share subscriptions received in advance	27,000	-
Issuance of common shares for cash, net of share issuance costs	54,456	-
	81,456	150,000
Increase (decrease) in cash and cash equivalents	(37,223)	56,121
Cash and cash equivalents, beginning of period	57,350	2,236
Cash and cash equivalents, end of period	20,127	58,357

The accompanying notes are an integral part of these condensed financial statements

CBD MED RESEARCH CORP.
(formerly Exchequer Resource Corp.)

Condensed Interim Statement of Changes in Equity
As expressed in Canadian dollars
[Unaudited – prepared by management]

	Common shares			Reserves			
	Number	Amount	Share subscription	Equity Settled Employee Benefits	Warrants	Deficit	Total
		$	$	$	$	$	$
Balance, December 31, 2013	2,801,665	8,801,962	-	105,880	12,500	(8,995,846)	(75,504)
Forgiveness of amount due to a related party (Note 8)	-	-	-	29,448	-	-	29,448
Net loss and comprehensive loss	-	-	-	-	-	(96,871)	(96,871)
Balance, September 30, 2014	2,801,665	8,801,962	-	135,328	12,500	(9,092,717)	(142,927)
Share subscriptions received in advance (Note 7)	-	-	68,200	-	-	-	68,200
Net loss and comprehensive loss	-	-	-	-	-	(31,594)	(31,594)
Balance, December 31, 2014	2,801,665	8,801,962	68,200	135,328	12,500	(9,124,311)	(106,321)
Shares issued for cash pursuant to private placement							
- at a price of $0.06 per unit	2,066,666	124,000	(68,200)	-	-	-	55,800
- attributable to warrants	-	(10,333)	-		10,333	-	-
- cash commissions paid	-	(1,344)	-	-	-	-	(1,344)
Share subscriptions received n advance (Note 11)	--	-	27,000	-		-	27,000
Net loss and comprehensive loss	-	-	-		-	(154,067)	(154,067)
Balance, September 30, 2015	4,868,331	8,914,285	27,000	135,328	22,.833	(9,278,378)	(178,932)

The accompanying notes are an integral part of these condensed financial statements

As expressed in Canadian dollars

1. Nature and Continuance of Operations

The Company was in the development stage relating to exploration and development of petroleum, natural gas and mineral properties and had not generated any revenues from its planned operations. The deficit has been accumulated during these development stages. On October 24, 2002, the Company continued from Alberta to British Columbia. During the year and on September 18, 2009 the Company was granted the exclusive right to negotiate for the acquisition of a business which is in the process of completing a new environment for broadcasting digital video content over the internet using Internet Protocol. The exclusive right takes effect following a due diligence period of up to six months, and consequently during the fiscal year ended December 31, 2009 the Company expanded its scope of operations to the research and development of technologies related to broadcasting digital video content over the internet using Internet Protocol. On December 31, 2010, management terminated any and all agreements and/or contract with regard to this project. On June 25, 2014 the Company received shareholder approval for the consolidation of its shares on the basis of 1 new share for each 10 old shares. On July 18, 2014 the Company's shares commenced trading on a 1:10 basis on the TSX Venture Exchange under the name of CBD Med Research Corp. The total issued and outstanding share capital post-consolidation is 2,801,665 common shares. The Company is currently looking for new projects.

The head office and principal address of the Company is located at #810 – 675 West Hastings Street, Vancouver, B.C., V6B 1N2

These condensed financial statements have been prepared using accounting principles applicable to a going concern which assumes the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The recoverability of capitalized costs is uncertain and dependent upon projects achieving commercial production or sale. The ability of the Company to carry out its business objectives dependent on the Company's ability to receive continued financial support from related parties, to obtain public equity financing, or to generate profitable operations in the future.

	September 30 2015	**December 31 2014**
Deficit	$ (9,278,378)	$ (9,124,311)
Working capital (deficiency)	$ (194,458)	$ (106,321)

There can be no assurance that a viable business opportunity that can be adequately financed will be identified and available to the Company. Additional equity and/or debt financing is subject to the global financial markets and prevailing economic conditions, which have recently been volatile and distressed. These factors will likely make it more challenging to obtain financing for the Company going forward. These matters and conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as going concern.

2. Significant Accounting Policies

Statement of Compliance

These condensed interim financial statements are unaudited and have been prepared in accordance with International Accounting Standard 34 – *Interim Financial Reporting*, using accounting policies consistent with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) and interpretations of the International Reporting Interpretations Committee (IFRIC). They do not include all of the information required for full annual financial statements.

The preparation of condensed interim financial statements in conformity with IAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, revenue and expenses. Actual results may differ from these estimates.

The financial statements were approved by the Board of Directors of the Company on November 10, 2015.

Basis of Presentation

These condensed interim financial statements have been prepared on a historical cost basis except for certain financial instruments which are measured at their fair value as explained in the accounting policies set out below. In addition, these interim financial statements have been prepared using the accrual basis of accounting except cash flow information.

Cash and cash equivalents

Cash equivalents include money market instruments that are readily convertible to cash and have maturities at the date of purchase of less than ninety days. There were no cash equivalents as at September 30, 2015 and December 31, 2014.

Property and equipment

Property and equipment are recorded at cost less accumulated depreciation and impairment losses. Equipment is depreciated to write off the cost of assets to operations using declining balance method over their estimated useful life at the following annual rates:

Computer Equipment - 55%

Impairment of non-financial assets

The Company reviews and evaluates its property, including exploration and evaluation assets, property and equipment for indications of impairment when events or changes in circumstances indicate that the related carrying amount may not be recoverable or at least at the end of each reporting period. The asset’s recoverable amount is estimated if an indication of impairment exists.

2. Significant Accounting Policies (cont'd…)

Impairment of non-financial assets (cont'd…)

Impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. The cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or groups of assets. Future cash flows are estimated based on expected future production, commodity prices, operating costs and capital costs.

The recoverable amount is the greater of the asset's fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessment of the time value of money and the risks specific to the asset.

Impairment losses reducing the carrying value to the recoverable amount are recognized in profit and loss.

An impairment loss is reversed if there is an indication that there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognized.

Financial Instruments

<u>Financial assets</u>

The Company's financial instruments consist of cash and cash equivalents, accounts payable and accrued liabilities. Cash and cash equivalents is classified as fair value through profit or loss and recorded at fair value. Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost. The fair value of cash and cash equivalents, accounts payable and accrued liabilities are equal to their carrying value due to their short-term maturity.

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss – This category comprises derivatives, or assets acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of operations and comprehensive loss.

2. Significant Accounting Policies (cont'd…)

Financial Instruments (cont'd…)

Loans and receivables – These assets are non-derivative financial assets with fixed or determinable payment that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Held-to-maturity investments – These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the statement of operations and comprehensive loss.

Available-for-sale – Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in the income statement.

All financial assets, except those at fair value through profit or loss, are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is objective evidence that a financial asset or a group of financial assets is impaired. Different criteria are applied for each category of financial assets described above to determine impairment.

<u>Financial liabilities</u>

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss – This category comprises derivatives or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of operations and comprehensive loss.

*Other financial liabilitie*s – This category includes notes payable, amounts due to related parties and accounts payables and accrued liabilities, all of which are recognized at amortized cost.

2. Significant Accounting Policies (cont'd…)

Financial Instruments (cont'd…)

Impairment of financial assets

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the investments have been impacted.

For all financial assets objective evidence of impairment could include:
a) significant financial difficulty of the issuer or counterparty; or
b) default or delinquency in interest or principal payments; or
c) it becoming probable that the borrower will enter bankruptcy or financial re-organization.

For certain categories of financial assets, such as receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. The carrying amount of financial assets is reduced by the impairment loss directly for all financial assets with the exception of receivables, where the carrying amount is reduced through the use of an allowance account. When a receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the financial assets at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

Foreign Currencies

The presentation currency and the functional currency of the Company is the Canadian dollar.

Transactions in currencies other than the functional currency are recorded at the rates of exchange prevailing on the date of the relevant transactions. At each financial position reporting date, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at the date of the statement of financial position. Translation gains and losses are included in income or expense of the period in which they occur. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Share Based Payments

The Company has a stock option plan whereby it is authorized to grant stock options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of issued and outstanding shares of the Company.

2. Significant Accounting Policies (cont'd…)

Share Based Payments (cont'd...)

The Company's Stock Option Plan allows directors, officers and consultants to acquire shares of the Company in exchange for the options exercised. The fair value is measured at grant date and each tranche is recognized on a straight line basis over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

Where the terms of a stock option is modified, the minimum expense recognized is the expense as if the terms had not been modified. An additional expense is recognized for any modification which increases the total fair value of the stock-based compensation arrangement, or is otherwise beneficial to the employee as measured at the date of modification over the remaining vesting period.

Loss per Share

Basic loss per share is calculated using the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share is calculated giving effect to the potential dilution that would occur if securities or other contracts to issue common shares were exercised or converted to common shares using the treasury method. The treasury method assumes that proceeds received from the exercise of stock options and warrants are used to repurchase common shares at the prevailing market rate. Diluted loss per share is equal to the basic loss per share as the outstanding options and warrants are anti-dilutive.

Critical Accounting Estimate, Judgments and Assumptions

When preparing the financial statements, management undertakes a number of judgments, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses. The actual results are likely to differ from the judgments, estimates and assumptions made by management, and will seldom equal the estimated results. Information about the significant judgments, estimates and assumptions that have the most significant effect on the recognition and measurement of assets, liabilities, income and expenses are discussed below.

Share-based payments
The estimation of share-based payment costs requires the selection of an appropriate valuation model and consideration as to the inputs necessary for the valuation model chosen. The Company has made estimates as to the volatility of its own shares, the probable life of share options and warrants granted and the time of exercise of those share options and warrants. The model used by the Company is the Black-Scholes option pricing model.

2. Significant Accounting Policies (cont'd…)

Critical Accounting Estimate, Judgments and Assumptions (cont'd...)

Deferred tax liabilities and assets
Deferred tax liabilities and assets are measured at tax rates expected in the period during which the asset is realized or the liability is settled, based on tax rates (and tax laws) that are enacted or substantively enacted at the end of the reporting period of the financial information. The measurement of liabilities and deferred tax assets reflects the tax consequences that result from the manner in which the Company expects, at the end of the reporting period of the financial information, to recover or settle the carrying amount of its assets and liabilities.

Measurement of financial instruments at fair value
The Company measures certain of its financial instruments at fair value. The determination of such fair value is based on the most readily available market data. When no readily available data is available, management is required to estimate the fair value of the instrument using various inputs that are either, directly or indirectly observable, or not based on observable market data.

Significant areas of critical judgments in applying accounting policies that have the most significant effect on the amount recognized in the statements of financial position are:

Going concern
Management has applied judgments in the assessment of the Company's ability to continue as a going concern when preparing its financial statements for the nine months ended September 30, 2015 and for the fiscal years ended December 31, 2014 and 2013. Management prepares the financial statements on a going concern basis unless management either intends to liquidate the entity or to cease trading, or has no realistic alternative but to do so. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period. Management considered a wide range of factors relating to current and expected profitability, debt repayment schedules and potential sources of replacement financing. As a result of the assessment, management concluded there are significant doubt as to the ability of the Company to meet its obligations as they fall due and, accordingly, the ultimate appropriateness of the use of accounting principles applicable to a going concern.

Income taxes

Income tax on the profit or loss for the periods presented comprises current and deferred income tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Deferred taxes are recorded using the asset and liability method. Under the asset and liability method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled.

2. Significant Accounting Policies (cont'd…)

Income taxes (cont'd…)

The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that the substantive enactment or enactment occurs. Deferred tax assets are recognized only to the extent it is probable that future taxable profits will be available against which the asset can be utilized.

Segment information

The Company currently conducts substantially all of its operations in Canada in one business segment.

Comprehensive income/loss

Comprehensive income/loss is the change in the Company's shareholders' equity that results from transactions and other events from other than the Company's shareholders and includes items that would not normally be included in net earnings, such as unrealized gains and losses on available-for-sale investments. Certain gains and losses are presented in other "comprehensive income" until it is considered appropriate to recognize into net earnings.

Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control, related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties

New accounting standards and interpretations adopted as of January 1, 2015

IAS 16 Property, plant and equipment and IAS 38 Intangible assets
The amendments to IAS 16 and IAS 38, issued in December 2013, clarify how an entity calculates the gross carrying amount and accumulated depreciation when a revaluation is performed. The adoption of this amendment does not have a material impact on the Company's financial statements.

IAS 24 Related party disclosures
The amendments to IAS 24, issued in December 2013, clarify that a management entity, or any member of a group of which it is a part, that provides key management services to a reporting entity, or its parent, is a related party of the reporting entity. The amendments also require an entity to disclose amounts incurred for key management personnel services provided by a separate management entity. This replaces the more detailed disclosure by category required for other key management personnel compensation. The adoption of this amendment does not have a material impact on the Company's financial statements.

3. Investment and advances

During the nine months ended September 30, 2015 the Company paid $10,000 USD ($13,095 CDN) upon signing a Letter of Intent with Medipacs Inc., based in San Diego, California. Medipacs has developed technology configured into a small (hand-size) infusion pump that can be easily attached to animals and humans to deliver precise pain medication of both standard and large molecule liquids.

The Company will acquire the exclusive sales and distribution rights to the Medipacs, Mini-Infuser CRI pump for:
A.. Veterinary and animal health care applications
B. The Company will acquire the Canadian exclusive sales and distribution rights to the Mini-Infuser PRN pump in development for Human pain relief applications.
1. The Company shall be responsible to market the device in Canada by way of distribution agreements and direct sales.
2. The Company to represent Medipacs on an exclusive basis for the Middle East countries to develop business fits, license agreements and product distribution. (The Company and Medipacs to share and negotiate industry compensation agreements based on success)

The Company will issue to Medipacs up to 19% of its common shares on closing (estimated 2,700,000 common shares). The Company to have the right to invest up to $500,000 (USD) within a preferred note and or equity of Medipacs.

The first $100,000 of note equity investment as a firm commitment is as follows:
1. $10,000 (USD) - on signing (paid)($13,095 Cdn)
2. $15,000 (USD) - on signing of the definitive agreement
3. $75,000 (USD) - on receipt of stock exchange acceptance, 100K total.

Post closing and for up to 120 days, the Company shall have the rights to invest up to an additional $400,000 USD

The Company and Medipacs shall agree on a mutually agreeable unit transfer price and profit split of the Veterinary and Human infusion pump sales in Canada

Within 6 months, the Company will finance and manage a minimum of one:
a. Pre-market trial research study at prominent veterinary institutions, for the Vet mini-infusion device on closing. Expenditure cap of $50,000.00 CDN.
b. Within 12 months, the Company will finance and manage a minimum of one pre-market clinical trial test for human pain applications at a high profile medical institution, expenditure cap of $50,000.00 CDN

As expressed in Canadian dollars

4. Computer equipment

Cost		
December 31, 2014		-
Additions		3,063
September 30, 2015	$	3,063

Accumulated amortization		
December 31, 2014	$	-
Additions		632
September 30, 2015	$	632

Carrying amount		
December 31, 2014	$	-
September 30, 2015	$	2,431

5. Loans payable

During the fiscal year ended December 31, 2014 the Company received an aggregate total of $150,000 as short term loans payable, bearing interest at 20% per annum and due on demand. These loans were converted into convertible loans on February 5, 2015, where the convertible loans are due by February 4, 2016. The holders of the convertible loans can convert into shares on or before February 4, 2016 at a price of $0.05 per share. During the nine months ended September 30, 2015 the Company recorded interest in the amount of $22,438 (2014: $9,719). As at September 30, 2015 $39,719 (December 31, 2014, $17,280) of interest has been cumulatively accrued with respect to these loans.

6. Commitments

On April 1, 2014, the Company entered into a contract for service agreement with the Company's Chief Executive Officer to provide management services for $3,000 per month. See Note 8.

7. Share Capital

a. Authorized:

Unlimited number of common shares with no par value.

b. Issued and outstanding:

During the fiscal year ended December 31, 2014 there are no share transactions. On June 25, 2014 the Company received shareholder approval for the consolidation of its shares on the basis of 1 new share for each 10 old shares. On July 18, 2014 the Company's shares commenced trading on a 1:10 basis on the TSX Venture Exchange under the name of CBD Med Research Corp. The total issued and outstanding share capital post-consolidation was 2,801,665 common shares.

During the nine months ended September 30, 2015 the Company completed the partial closing of $124,000 of a private placement and issued 2,066,666 units, with each unit being comprised of one common share and one share purchase warrant, at a price of $0.06 per unit. Each warrant is exercisable on or before February 3, 2016 at a price of $0.08 per share. The shares and any warrants that may be exercised are restricted from trading until June 5, 2015. $68,200 of the funds raised had been received pursuant to share subscriptions received in advance as of December 31, 2014.

As of September 30, 2015 an additional $27,000 of funds was received pursuant to share subscriptions received in advance of a second tranche of the private placement.

Also see subsequent event Note 11.

c. Warrants

2,066,666 warrants were issued during the nine months ended September 30, 2015 and remain outstanding. See Note 7b. As at December 31, 2014 there were no warrants issued and outstanding. Also see subsequent event Note 11.

d. Stock Options

The Company has a stock option plan whereby it is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common shares of the Company.

As at September 30, 2015 and December 31, 2014, there were no stock options granted or outstanding.

8. Related Party Transactions

During the nine months ended September 30, 2015, the Company entered into the following transactions with related parties:

a) Paid or accrued management fees of $27,000 (2014: $18,000) to a Director and the Chief Executive Officer of the Company. Included within accounts payables as at September 30, 2015 was $15,873 (December 31, 2014: $3,614) owed to the CEO for management fees, related sales taxes and other expenditures incurred on behalf of the Company.

b) During the nine months ended September 30, 2015, the Company paid or accrued $6,750 (2014: $1,500) administrative service fee to CEO's spouse.

c) During the nine months ended September 30, 2015 the Company paid or accrued professional fees of $12,500 (2014: $12,000) to the Company's Chief Financial Officer for providing accounting services. Included within accounts payables as at September 30, 2015 was $3,675 (December 31, 2014: $Nil) owed to the CFO for professional fees and related sales taxes incurred on behalf of the Company.

d) During the nine months ended September 30, 2015 the Company accrued interest expense in the amount of $11,593 (2014: $5,188) payable to directors and officers. Included in loans payable is $20,688 (December 31, 2014: $9,095) of interest accrued with respect to an aggregate total of $77,500 of convertible loans payable to directors and officers (Note 4).

On February 25, 2014, the former CEO signed a release, whereby he release, remise and forever discharged the amount of $29,448 to him, in consideration of $1 paid by the Company.

These transactions are in the normal course of operations and have been valued in these financial statements at the exchange amount, which is the amount of consideration established and agreed to by the related party.

9. Financial Instruments

The Company's financial instruments are exposed to certain financial risks, including currency risk, credit risk, liquidity risk and commodity price risk.

Credit risk
Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Company believes it has no significant credit risk.

Liquidity risk
The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2015, the Company had a cash and cash equivalents balance of $20,127 (December 31, 2014 - $57,350) to settle current liabilities of $217,369 (December 31, 2014 - $172,054). All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

9. Financial Instruments (cont'd...)

Market risk
Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

(a) Interest rate risk

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The interest rate risk on bank deposits is insignificant as the deposits are short term. The Company is not exposed to interest rate risk in respect of its loan payable which is subject to a fixed rate of interest.

(b) Foreign currency risk

As at September 30, 2015, the Company's expenditures are in Canadian dollars, any future equity raised is expected to be predominantly in Canadian dollars. The Company believes it has no significant foreign exchange rate risk.

The Company does not hold balances in foreign currencies which would give rise to exposure to foreign exchange risk.

Fair value hierarchy
The Company applied the following fair value hierarchy which prioritizes the inputs used in the valuation methodologies in measuring fair value into three levels:

The three levels are defined as follows:

- Level 1 – inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 – inputs to valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3 – inputs to the valuation methodology are unobservable and significant to the fair value measurement.

As at September 30, 2015 and December 31, 2014, cash and cash equivalents is assessed to be Level 1 instruments.

10. Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its resource properties and to maintain flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. In the management of capital, the Company includes the components of shareholders' equity as well as cash and cash equivalents.

The Company manages the capital structure and makes adjustments to it in light of changes in the economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents. As at September 30, 2015 and December 31, 2014, the Company has obtained an amount of $150,000 through debt financing and has received share subscriptions totalling $27,000 (December 31, 2014 - $68,200). See subsequent event Note 11.

The Company is dependent on the capital markets as its sole source of operating capital and the Company's capital resources are largely determined by the strength of the junior resource markets and by the status of the Company's projects in relation to these markets, and its ability to compete for investor support of its projects.

11. Subsequent event

The Company has announced a financing of up to $500,000 by way of a private placement. The first tranche of $124,000 was completed in the nine months ended September 30, 2015. The Company will issue up to a further 6,266,667 units at a price of $0.06 per unit. Each unit is comprised of one share and one share purchase warrant that entitles the holder to acquire one additional common share at a price of $0.08 per share within one year. As at September 30, 2015, $27,000 of funds have been received pursuant to share subscriptions received in advance. Subsequent to September 30, 2015 an additional $30,000 of share subscriptions were received in advance.