

# CHROMEDX CORP. (FORMERLY MONARCH ENERGY LIMITED) CONSOLIDATED FINANCIAL STATEMENTS

# FOR THE YEARS ENDED SEPTEMBER 30, 2014 AND DECEMBER 31, 2013

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# **Independent Auditors' Report**

To the Shareholders of ChroMedX Corp.:

We have audited the consolidated statement of financial position of ChroMedX Corp. as at September 30, 2014 and, the consolidated statements of operations and comprehensive income, changes in shareholders' equity, and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

## Management's Responsibility for Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or misstatement.

## Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform an audit to obtain reasonable assurance whether the consolidated financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or misstatement. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

We believe that the audit evidence obtained is sufficient and appropriate to provide a basis for our audit opinion.

## **Opinion**

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at September 30, 2014and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

## Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which describes the material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern.





## Other matter

The financial statements as at December 31, 2013 and for the period then ended, were reported on by other auditors who expressed an opinion without reservation on those statements in their report dated March 5, 2014.

January 28, 2015 Toronto, Ontario MNP LLP
Chartered Professional Accountants
Licensed Public Accountants



## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT

(Expressed in Canadian dollars)

	5	September 30, 2014		
ASSETS				
Current				
Cash and cash equivalents	\$	323,231	\$	11,537
Amounts receivable Prepaid expenses		315 79,694		1
HST receivable		38,414		53
		441,654		11,591
Reclamation bonds (Note 6)		61,175		-
Patents (Note 5)		1,439,535		-
Due from related party (Note 8)		5,000		16,000
	\$	1,947,364	\$	27,591
LIABILITIES				
Current		440.450		
Accounts payable and accrued liabilities	\$	119,172	\$	-
Due to related parties (Note 8)		13,365		_
		132,537		-
Provision for well abandonment costs (Note 6)		28,854		-
		161,391		-
SHAREHOLDERS' EQUITY (DEFICIENCY)				
Capital stock (Note 7(a))		3,068,036		1
Issuable capital stock (Note 7(a))		-		28,000
Warrant reserve (Note 7(c))		173,720		-
Contributed surplus Deficit		197,765		- (410)
Denen		(1,653,548)		(410)
		1,785,973		27,591
	\$	1,947,364	\$	27,591

# NATURE OPERATIONS AND GOING CONCERN, (Note 1) SUBSEQUENT EVENTS, (Note 13)

## Approved on behalf of the board:

<u>''Wayne Maddever''</u>	President and Director
"Gerard Edwards"	Director

# CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPRÉHENSIVE INCOME (LOSS) FOR THE YEAR ENDED

(Expressed in Canadian dollars)

	Septe	mber 30, 2014	Dec	ember 31, 2013
Expenses				
Management fees (Note 8)	\$	125,800	\$	-
Consulting fees (Note 8)		321,942		-
Office, general and administrative		107,014		_
Professional fees		50,477		410
Patent amortization expense		75,765		-
Share- based compensation (Note 7(b)) Transfer agent and filing fees		197,765		-
Reverse takeover listing expense (Note 4)		28,358 746,017		<u>-</u>
Net comprehensive loss for the year	\$	1,653,138	\$	410
Loss per share				
Basic and fully diluted (Note 12)		0.13		4.10
Weighted average number of common shares outstanding, basic and diluted		12,915,919		100

The accompanying notes are an integral part of these consolidated financial statements.

# CONSOLIDATED STÀTEMENTS OF CHANGES IN SHAREHOLDÉRS' EQUITY (DEFICIENCY) FOR THE YEAR ENDED SEPTEMBER 30, 2014

(Expressed in Canadian dollars)

	Capital Stock Number of		Issuable Capital stock Number		,	Warrants Contribute		ontributed						
	shares		Amount	of shares	A	Amount		reserve		Surplus	De	ficit		Total
December 3, 2013 RTO transaction (Note 4)	100	\$	1 -	1,400,000	\$	28,000	\$	-		-	\$	(410)	\$	28,001 (410)
Balance, December 31, 2013	100	\$	1	1,400,000	\$	28,000	\$	-	\$	-	\$	(410)	\$	27,591
Balance, January 1, 2014	100	\$	1	1,400,000	\$	28,000	\$	-	\$	-	\$	(410)	\$	27,591
Shares issued for cash - seed shares (Note 7(a)(ii),(iii)) Shares issued for cash, net of	4,500,000		90,000	(1,400,000)		(28,000)		-		-		-		62,000
issuance costs (Note 7(a)(iv)(vi)) Shares issued for patent (Note	11,320,000		1,122,000	-		-		-		-		-		1,122,000
7(a)(v)) Fair value on warrants (Note	15,000,000		1,515,300	-		-		-		-		-		1,515,300
7(c))	-		(173,720)	-		-		173,720		-		-		-
RTO transaction (Note 4) Share- based compensation	5,092,593		514,455	-		-		-		-		-		514,455
(Note 7(b)) Net loss for the year	-		- -	- -		-		-		197,765 -	(1,6	- 53,138)	(1	197,765 1,653,138)
Balance, September 30, 2014	35,912,693	\$	3,068,036	-	\$	-	\$	173,720	\$	197,765	\$ (1,6	53,548)	\$	1,785,973

The accompanying notes are an integral part of these consolidated financial statements.

# CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEAR ENDED SEPTEMBER 30, 2014

(Expressed in Canadian dollars)

	September 30, D	ecember 31,
	2014	2013
Cash flows from operating activities		
Net loss for the year	\$ (1,653,138)	(410)
Adjustments not effecting cash:		
Patent amortization	75,765	-
RTO transaction costs	700,391	-
Share-based compensation	197,765	-
Changes in non-cash working capital		
Amounts receivable	(315)	-
HST receivable	(38,361)	(53
Prepaid expense	(79,694)	-
Accounts payable and accrued liabilities	(86,115)	-
Cash flows used in operating activities	(883,702)	(463
Cash flows from investing activities		
Increase in reclamation bonds	(12,969)	-
Repayment (advances) of amounts due from related party	11,000	(16,000
Cash flows used in investing activities	(1,969)	(16,000
Cash flows from financing activities		
Issuance of common shares	1,184,000	-
Shares to be issued		28,000
Amounts loaned from related party	13,365	-
Cash flows provided by financing activities	1,197,365	28,000
Net increase in cash and cash equivalents	311,694	11,537
Cash and cash equivalents, beginning of year	11,537	-
Cash and cash equivalents, end of year	\$ 323,231 \$	11,537

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED SEPTEMBER 30, 2014

(Expressed in Canadian dollars)

#### 1. NATURE OF OPERATIONS AND GOING CONCERN

ChroMedX Corp. ("the Company") (formerly Monarch Energy Limited, "Monarch") was incorporated in British Columbia and is engaged in the business of research, development and manufacturing of in vitro diagnostics and point-of-care technologies. The principal business address of the Company is 65 Queen Street West Suite 520, Toronto, Ontario, M5H 2M5.

The current market conditions and volatility increase the uncertainty of the Company's ability to continue as a going concern given the need to both curtail expenditures and to raise additional funds. The Company is experiencing, and has experienced, negative operating cash flows and has working capital of \$309,117 as at September 30, 2014. The Company will continue to search for new or alternate sources of financing but anticipates that the current market conditions may impact the ability to source such funds. These material uncertainties cast significant doubt on the Company's ability to continue as a going concern.

There can be no assurance that the Company will be able to continue to raise funds in which case the Company may be unable to meet its obligations. Should the Company be unable to realize on its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded on the consolidated statement of financial position.

On June 30, 2014, the Company entered into a share exchange agreement with ChroMedX Ltd. ("ChroMedX") pursuant to which the Company has acquired from the ChroMedX shareholders all of the issued and outstanding shares of ChroMedX in exchange for an equal number of common shares in the capital of the Company (the "Acquisition"). ChroMedX will be the registered holder of certain patents and patents pending in the biomedical technology field. Upon completion of the Acquisition, ChroMedX became a wholly-owned subsidiary of the Company, and Monarch Energy Limited changed its name to ChroMedX Corp. The Acquisition was accounted for as a reverse acquisition (refer to note 4).

#### 2. BASIS OF PRESENTATION

### Statement of Compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The consolidated financial statements of the Company for the period ended September 30, 2014 were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on January 28, 2015.

## Change in Year End

In conjunction with the reverse takeover transaction, the Company changed its year-end from December 31 to September 30. Accordingly the comparatives presented are from the date of incorporation (December 3, 2013) to December 31, 2013. The current year presented is for the period January 1, 2014 to September 30, 2014.

#### **Principles of Consolidation**

These consolidated consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, ChroMedX Ltd. All significant intercompany balances and transactions have been eliminated on consolidation.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED SEPTEMBER 30, 2014

(Expressed in Canadian dollars)

#### **Basis of Measurement**

These consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

## **Functional and Presentation Currency**

The consolidated financial statements are presented in Canadian dollars, which is also the Company's functional currency.

#### Use of Estimates and Judgement

The preparation of these consolidated financial statements in conformity with IFRS requires that management make estimates and assumptions about future events that affect the amounts reported in the consolidated financial statements and related notes to the consolidated financial statements. Actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

### (i) Critical accounting estimates

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year and are, but are not limited to, the following:

#### Share-based compensation

The fair value of stock options issued are subject to the limitation of the Black-Scholes option pricing model that incorporates market data and involves uncertainty in estimates used by management in the assumptions. Because the Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices, changes in subjective input assumptions can materially affect the fair value estimate.

## Asset retirement obligation

Management has exercised their judgment in determining the costs to suspend and eventually abandon a well currently under ownership. In order to setup a provision, management had to also determine their best estimate of what the most appropriate pre tax discount rate would be; one that reflects current market assessments of the time value of money and the risks specific to the abandonment costs. The asset retirement obligation relates to the operations of Monarch prior to the reverse acquisition.

#### (ii) Critical accounting judgments

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements are, but are not limited to, the following:

## Determination of functional currency

In accordance with IAS 21, The Effects of Changes in Foreign Exchange Rates, management has determined that the functional currency of the Company is the Canadian dollar.

## Evaluation of going concern

The preparation of the financial statements requires management to make judgments regarding the going concern of the Company as previously discussed in Note 1.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED SEPTEMBER 30, 2014

(Expressed in Canadian dollars)

#### 3. SIGNIFICANT ACCOUNTING POLICIES

The accounting polices set out below have been applied consistently to all periods presented in these consolidated financial statements.

### Impairment

At each financial position reporting date the carrying amounts of the Company's long lived assets are reviewed to determine whether there is any indication that those assets are impaired at a cash generating unit level. If any such indication exists, the recoverable amount of the cash generating unit is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use, which is the present value of future cash flows expected to be derived. If the recoverable amount is estimated to be less than its carrying amount, the carrying amount is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the period.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

## Property and Equipment

Equipment is carried at cost, less accumulated depreciation and accumulated impairment losses.

The cost of an item of equipment consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located. Depreciation is provided at rates calculated to write off the cost of equipment, less its estimated residual value, using the declining balance method. The Company currently does not have any property and equipment that has been capitalized.

## Intangible assets

The Company's intangible assets consist of patents. The Company records intangible assets at fair value at the date of acquisition. An intangible asset is capitalized when the economic benefit associated with an asset is probable and when the cost can be measured reliably. Intangible assets are carried at cost less accumulated depreciation and impairment losses. Cost consists of expenditures directly attributable to the acquisition of the assets. Intangible assets with finite lives are tested amortized over the related benefit period. Those with indefinite lives are not amortized and are tested for impairment on an annual basis. The Company's intangible assets consist of patents that are amortized over a 5 year period.

#### Research and Development costs

Costs associated with the development of the Company's products are capitalized where the following criteria are met:

- the technical feasibility of completing the intangible asset so it will be available for use or sale;
- its intention to complete and its ability to use or sell the asset;
- how the asset will generate future economic benefits;
- the availability of resources to complete the asset; and
- the ability to measure reliably of the expenditure during development.

No expenditures relating to research and development have been capitalized to date.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED SEPTEMBER 30, 2014

(Expressed in Canadian dollars)

### **Share-based Payment**

The Company accounts for share-based payment using the fair value method. Under this method, compensation expense is measured at fair value on the date of grant using the Black-Scholes option pricing model, and is recognized as an expense or capitalized, depending on the nature of the grant, with a corresponding increase in equity, over the period that the employees earn the options. The amount recognized as an expense is adjusted to reflect the number of share options expected to vest. The Black-Scholes option pricing model requires the input of subjective assumptions, including the expected term of the option and stock price volatility.

For transactions with employees and others providing similar services, the Company measures the fair value of the services received by reference to the fair value of the equity instruments granted. For transactions with parties other than employees, the Company measures the goods or services received, and the corresponding increase in equity, directly, at the fair value of the goods or services received, unless that fair value cannot be estimated reliably. When the Company cannot estimate reliably the fair value of the goods or services received, it measures their value, and the corresponding increase in equity, indirectly, by reference to the fair value of the equity instruments granted.

## Foreign Currency Translation

The Company's functional and presentation currency is the Canadian dollar. Foreign currency transactions are initially recorded in the functional currency at the transaction date exchange rate. At closing date, monetary assets and liabilities denominated in a foreign currency are translated into the functional currency at the closing date exchange rate, and non monetary assets and liabilities at the historical rates. Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous financial statements are recognized in profit or loss..

## **Financial Instruments**

All financial instruments are initially recognized at fair value on the statement of financial position. The Company has classified each financial instrument into one of the following categories: (1) financial assets or liabilities at fair value through profit or loss ("FVTPL"), (2) loans and receivables, (3) financial assets available-for-sale, (4) financial assets held-to maturity, and (5) other financial liabilities. Subsequent measurement of financial instruments is based on their classification.

Financial assets and liabilities at FVTPL are subsequently measured at fair value with changes in those fair values recognized in net earnings. Financial assets "available-for-sale" are subsequently measured at fair value with changes in fair value recognized in other comprehensive income (loss), net of tax.

Financial assets "held-to-maturity", "loans and receivables", and "other financial liabilities" are subsequently measured at amortized cost using the effective interest method. The Company's financial assets and liabilities are recorded and measured as follows:

Asset or Liability	Category	Measurement
Cash and cash equivalents	FVTPL	Fair value
Amounts receivable	Loans and receivables	Amortized cost
Due from related party	Loans and receivables	Amortized cost
Reclamation bonds	Held to maturity	Amortized cost
Accounts payable and accrued liabilities	Other liabilities	Amortized cost
Due to related parties	Other liabilities	Amortized cost

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED SEPTEMBER 30, 2014

(Expressed in Canadian dollars)

The Company classifies the fair value of financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument.

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 – Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs, including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the marketplace.

Level 3 – Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

Cash and cash equivalents are measured at fair value using Level 1 inputs.

## **Revenue Recognition**

Interest revenue is recognized when it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably. Interest revenue is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

## Cash and Cash Equivalents

Cash and cash equivalents consists of highly liquid investments that are readily convertible to known amounts of cash subject to significant risk of changes in value. As at September 30, 2014 and December 31, 2013, the Company has no cash equivalents on hand.

#### **Income Taxes**

Income tax on profit or loss for the year comprises of current and deferred tax. Current tax is the expected tax paid or payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax paid or payable in respect of previous years.

Deferred tax is recorded using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realized. The effect on deferred income tax assets and liabilities of a change in income tax rates is recognized in the period that includes the date of the enactment or substantive enactment of the change. Deferred tax assets and liabilities are presented separately except where there is a right of set off within fiscal jurisdictions.

### Basic and Diluted Income (Loss) per Share

Basic income (loss) per share has been calculated using the weighted average number of common shares outstanding during the year.

Diluted income (loss) per share has been calculated using the weighted average number of common shares that would have been outstanding during the respective period had all of the stock options and warrants outstanding at year end having a dilutive effect been converted into shares at the beginning of the year and the proceeds used to repurchase the Company's common shares at the average market price for the year. If these computations prove to be anti-dilutive, diluted income (loss) per share is the same as basic income (loss) per share.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED SEPTEMBER 30, 2014

(Expressed in Canadian dollars)

### Comprehensive Income (Loss)

Comprehensive income (loss) consists of net income (loss) and other comprehensive income (loss) and represents the change in shareholders' equity which results from transactions and events from sources other than the Company's shareholders. For the years presented, comprehensive income (loss) is the same as net income (loss).

### **Future Accounting Pronouncements**

Standards issued but not yet effective up to the date of issuance of these financial statements are listed below. This list is of standards and interpretations issued that the Company reasonably expects to be applicable at a future date. The Company intends to adopt those standards when they become effective.

IFRS 9, Financial Instruments, ("IFRS 9") was issued by the IASB in October 2010 and will replace IAS 39, Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after August 1, 2018.

IFRS 15, revenue from contracts and customers ("IFRS 15") was issued by the IASB on May 28, 2014, and will replace IAS 18, revenue, IAS 11, construction contracts, and related interpretations on revenue. IFRS 15 sets out the requirements for recognizing revenue that apply to all contracts with customers, except for contracts that are within the scope of the standards on leases, insurance contracts and financial instruments. IFRS 15 uses a control based approach to recognize revenue which is a change from the risk and reward approach under the current standard. Companies can elect to use either a full or modified retrospective approach when adopting this standard and it is effective for annual periods beginning on or after January 1, 2017.

## 4. REVERSE TAKE OVER

On June 30, 2014, the Company completed a transaction which resulted in the acquisition of ChroMedX, a company incorporated under the laws of Ontario on December 3, 2013. As the former ChroMedX shareholders ended up owing the majority of the Company upon completion of the transaction, the transaction was deemed to be a reverse takeover.

The share capital of Monarch and ChroMedX was as follows immediately prior to the transaction:

			related to the	
	Monarch	ChroMedX	RTO	Combined
Common shares	101,851,860	9,675,100	(96,759,267)	14,767,693
Dollars	\$ 19,466,341	\$ 607,501	\$ (18,951,887) \$	1,121,955
Shares issued for patent transfer	-	15,000,000	-	15,000,000
Dollars	\$ - :	\$ 1,515,300	\$ - \$	1,515,300

In accordance with IFRS 3, Business Combination, the substance of the transaction is a reverse takeover of a nonoperating company. The transaction does not constitute a business combination as the Company does not meet the definition of a business under the standard. As a result, the transaction is accounted for as an acquisition of a stock exchange listing with ChroMedX being identified as the acquirer and the equity consideration being measured at fair value.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED SEPTEMBER 30, 2014

(Expressed in Canadian dollars)

The cost of the transaction was calculated as follows:

5,092,593 common shares acquired (1:20 consolidation)	\$ 514,455
Other net liabilities assumed	185,936
Transaction costs	 45,626
	\$ 746,017

#### 5. PATENTS

The following is a summary of patents as at September 30, 2014:

Balance, December 31, 2013	\$ -
Additions	1,515,300
Amortization	75,765
Balance, September 31, 2014	\$ 1,439,535

This asset relates to a patent option which was granted by InvidX Corp ("InvidX") to the Company to acquire all rights, title and interest in and to the Patents, exercisable on or before 2 years following the date of the Option Agreement dated June 16 2014. In consideration of the option granted, the Company issued 15,000,000 common shares in the capital of the Company as of June 16 2014. The Company may exercise the option during the 2 year period for a purchase of \$1,500,000, such purchase price to be satisfied either by a cash payment or through the issuance of common shares of the Company at a minimum price of 20% discount to the 10-day volume weight average trading price of the Company's common shares immediately preceding the exercise of the option.

At the time of the acquisition of the option, InvidX was a shareholder in ChromedX Ltd. and was operating as ChromedX Inc. Subsequent to the reverse takeover (note 4), ChromedX Inc. changed its name to InvidX Corp. InvidX is controlled by an officer of the Company.

On December 9, 2014, the Company exercised the option and in consideration, issued 5,474,452 common shares.

#### 6. RECLAMATION BONDS AND ASSET RETIREMENT OBLIGATION

The Company holds reclamation bonds with the Alberta Energy Regulator as required by section 1.100(2) of the Oil and Gas Conservation Regulations and Directive 006: License Liability Rating Program and License Transfer Process. The reclamation bonds are held for the purposes of the future well abandonment (note 6), related to the business of the Company prior to the reverse takeover transaction (note 4).

A provision to close and abandon a gas well using a discount rate of 5%. Management expects to abandon the well within 10 years. The face value of the costs is \$47,000.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED SEPTEMBER 30, 2014

(Expressed in Canadian dollars)

#### 7. CAPITAL STOCK

#### (a) Common shares

#### Authorized

The authorized capital stock of the Company consists of an unlimited number of common shares.

- (i) During the period, the Company consolidated its common shares on a 1:20 basis.
- (ii) In April 2014, the Company completed a private placement of 3,000,000 shares at a price of \$0.02 per share for aggregate proceeds of \$60,000.
- (iii) In April 2014, the Company completed a second tranche private placement of 1,500,000 units at a price of \$0.02 per unit for aggregate proceeds of \$30,000. Each unit consist of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder thereof to acquire one common share at a price of \$0.15 per a common share for a period of 18 months from the date the Company lists on a recognized Canadian Stock Exchange.
- (iv) In June 2014, the Company completed a third tranche private placement of 5,175,000 units at a price of \$0.10 per unit for aggregate proceeds of \$517,500. Each unit consist of one common share of the Company and one half common share purchase warrant with each warrant entitles the holder thereof to acquire one common share at a price of \$0.15 per a common share for a period of 12 months from the date the Company lists on a recognized Canadian Stock Exchange and one half common share purchase warrant with each warrant entitles the holder thereof to acquire one common share at a price of \$0.25 per a common share for a period of 24 months from the date the Company lists on a recognized Canadian Stock Exchange.
- (v) In June 2014, the Company issued 15,000,000 shares for Patents and Patents pending relating to the technology.
- (vi) In September 2014, the Company completed a private placement of 6,145,000 units at a price of \$0.10 per unit for aggregate proceeds of \$614,500. Each unit consist of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder thereof to acquire one common share at a price of \$0.25 per a common share for a period of 18 months from the date of issuance. In connection with this financing, the Company paid cash commissions of \$10,000 and issued 100,000 broker warrants where each broker warrant entitles the holder to acquire one additional common share at a price of \$0.10 for a period of 18 months from the date of issuance.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED SEPTEMBER 30, 2014

(Expressed in Canadian dollars)

## (b) Stock option plan and share-based compensation

The Company has a stock option plan under which it is authorized to grant options to directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common shares of the Company. Under the plan, the exercise price of each option equals the market price, minimum price, or a discounted price of the Company's shares as calculated on the date of grant. The options can be granted for a maximum term of 5 years. Options vest 20% immediately upon granting and vest at 20% every three months.

The following table summarizes information concerning the Company's stock options outstanding as at September 30, 2014:

	Number of Options	Black-Scholes Value	Weighted Average Exercise Price
Outstanding and exercisable - September 30, 2012 and September 30, 2013	5,000,000	\$ -	\$ 0.10
Cancelled (i)	(5,000,000)	-	0.10
Granted	2,950,000	341,418	0.10
Outstanding as at September 30, 2014	2,950,000	\$ 341,418	\$ 0.10

<sup>(</sup>i) 5,000,000 stock options were cancelled pursuant to the terms of the transaction with ChroMedX (note 4).

The following common share purchase options are outstanding at September 30, 2014:

	Number of		Weighted Average		Number of
	options	Exercise	remaining life		options
Date of Grant	outstanding	Price	(years)	Expiry Date	exercisable
July 10, 2014	2,950,000	\$ 0.10	4.80	July 10, 2019	590,000

The fair value of options granted during the year ended September 30, 2014 was estimated at the date of grant using a Black Sholes Option Pricing Model with the following assumptions:

	September 30, 2014	December 31, 2013	
Risk-free interest rate	1.45 %	Nil	
Expected life of options	5 years	Nil	
Annualized volatility	80%	Nil	
Dividend rate	Nil	Nil	
Forfeiture rate	0%	Nil	

In the Consolidated Statement of Operations, the Company recorded stock-based compensation expense of \$197,765 for the year ended September 30, 2014 (December 31, 2013 - \$Nil).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED SEPTEMBER 30, 2014

(Expressed in Canadian dollars)

## (c) Warrants

The following table summarizes warrants that have been issued, exercised or have expired during the period ended September 30, 2014:

	Number of			Weighted Average	
	Warrants	Black-Scholes Value		Exercise Price	
Balance, beginning	-	\$	-	\$ -	
	=		-	=	
Issued	12,920,000		173,720	0.22	
Balance, September 30, 2014	12,920,000	\$	173,720	\$ 0.22	

The fair value of warrants issued in the period ended September 30, 2014 of \$173,720 (December 31, 2013 - \$nil) has been estimated using the Black-Scholes pricing model and this value has been disclosed as a separate component of shareholders' equity.

The assumptions used for the valuation of warrants are as follows:

	2014
Risk-free interest rate	1.07% - 1.14%
Time to maturity	1-2 years
Estimated volatility in the market price of the common shares	80%
Dividend yield	NIL

At September 30, 2014, the following warrants were outstanding. The warrants entitle the holders to purchase the stated number of common shares at the exercise price on or before the expiry date:

Warrants	Exercise Price	Fair Value	Expiry date
1,500,000	\$ 0.15	\$ 544	January 7, 2016
2,587,500	\$ 0.15	\$ 22,127	July 7, 2015
2,587,500	\$ 0.25	\$ 23,190	July 7, 2016
1,770,000	\$ 0.25	\$ 26,641	March 5, 2016
4,375,000	\$ 0.25	\$ 91,905	March 22, 2016
100,000	\$ 0.10	\$ 9,313.00	March 22, 2016
12,920,000		\$ 173,720	

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED SEPTEMBER 30, 2014

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#### 8. RELATED PARTY TRANSACTIONS

Related parties and related party transactions impacting the accompanying financial statements are summarized below and include transactions with the following individuals or entities:

The Company purchased a patent option from InvidX Corp, a company controlled by an officer of the Company, on June 16, 2014 and exercised the option on December 9, 2014 (note 5).

As at September 30, 2014, the Company had \$5,000 due from officers and directors of the Company and \$13,365 due to officers and directors of the Company. In addition, the Company paid \$239,100 management fees to directors.

Key management personnel:

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 has determined that key management personnel consist of executive and non executive members of the Company's Board of Directors and corporate officers.

Remuneration attributed to key management personnel can be summarized as follows:

	September 30,	December 31,	
	2014	2013	
Share-based compensation (note 7(b)).	\$ 197,765	\$ -	
Short-term benefits*	\$ 236,100	\$ -	

<sup>\*</sup>includes base salaries pursuant to contractual employment, or consultancy arrangements. These have been recorded in consulting fees and management fees.

#### 9. INCOME TAXES

A reconciliation of current income taxes at statutory rates with the reported taxes is as follows:

	September 30,		December 31,	
		2014		2013
Net Income (loss) before taxes	\$	(1,653,138)	\$	(410)
Combined Canadian federal and provincial tax rate		26.5%		25.4%
Expected income tax (recovery) at statutory tax rates	\$	(438,082)	\$	(104)
Permanent Difference		245,108		-
Change in Valuation Allowance		192,974		104
Total tax	\$	-	\$	-

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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(Expressed in Canadian dollars)

Significant components of deductible and taxable temporary differences, unused tax losses and unused tax credits that have not been included on the statement of financial position are as follows:

	 2014	Expiry dates
Exploration & evaluation assets	\$ 2,608,354	No expiry
Cumulative eligible capital	31,824	No expiry
Retirement obligation	28,854	No expiry
Non-capital losses	666,912	2034
	\$ 3,335,944	

Deferred taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities. Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the group can utilize the benefits therefrom.

### 10. FINANCIAL RISK FACTORS

The Company manages its exposure to a number of different financial risks arising from its operations as well as its use of financial instruments including market risks (commodity prices, foreign currency exchange rate and interest rate), credit risk and liquidity risk through its risk management strategy. The objective of the strategy is to support the delivery of the Company's financial targets while protecting its future financial security and flexibility.

Financial risks are primarily managed and monitored through operating and financing activities and, if required, through the use of derivative financial instruments. The financial risks are evaluated regularly with due consideration to changes in the key economic indicators and up-to-date market information.

The Company's financial instruments consist of cash and cash equivalents, amounts receivable, due from related party, reclamation bonds, accounts payable and accrued liabilities, and amounts due to related parties. The fair value of the Company's receivables, due from related party, accounts payable and accrued liabilities, and amounts due to related parties approximate their carrying value, due to their short-term maturities or ability of prompt liquidation. The Company's cash and cash equivalents are recorded at fair value, under the fair value hierarchy, based on level one quoted prices in active markets for identical assets or liabilities. The Company's other financial instrument, being reclamation bonds, are measured at amortized cost.

The Company is exposed in varying degrees to a variety of financial instrument related risks.

#### Market Risk

Market risk is the risk or uncertainty arising from possible market price movements and their impact on the future performance of the business. These market risks are evaluated by monitoring changes in key economic indicators and market information on an on-going basis.

#### a) Interest Rate Risk

The Company has cash balances, and is not at a significant risk to fluctuating interest rates. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. As of September 30, 2014, the Company did not have any investments in investment-grade short-term deposit certificates.

#### b) Foreign currency risk

As at September 30, 2014, the Company's expenditures are predominantly in Canadian dollars, and any future equity raised is expected to be predominantly in Canadian dollars.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED SEPTEMBER 30, 2014

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## Liquidity Risk

Liquidity risk encompasses the risk that a company cannot meet its financial obligations in full. The Company's main sources of liquidity is derived from its common stock issuances. These funds are primarily used to finance working capital, operating expenses, capital expenditures, and acquisitions.

The Company manages its liquidity risk by regularly monitoring its cash flows from operating activities and holding adequate amounts of cash and cash equivalents.

As at September 30, 2014, the Company held cash of \$323,231 to settle current liabilities of \$132,537. The Company expects to fund these liabilities through the issuance of capital stock over the coming year.

### Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments that potentially subject the Company to credit risk consist of cash and cash equivalents. The Company has reduced its credit risk by investing its cash equivalents with a Canadian chartered bank.

#### 11. CAPITAL MANAGEMENT

The Company defines capital management in the manner it manages its capital stock. As at September 30, 2014 the Company's capital stock was \$3,068,036.

There were no changes in the Company's approach to capital management during the period ended September 30, 2014 and the Company is not subject to any externally imposed capital requirements.

The Company's objectives when managing capital are:

- a) To safeguard the Company's financial capacity and liquidity for future earnings in order to continue to provide an appropriate return to shareholders and other stakeholders;
- b) To maintain a flexible capital structure which optimizes the cost of capital at an acceptable risk; and
- c) To enable the Company to maximize growth by meeting its capital expenditure budget, to expand its budget to accelerate projects, and to take advantage of acquisition opportunities.

The Company's capital structure includes components of shareholders' equity.

The Company regularly monitors and reviews the amount of capital in proportion to risk and future development and exploration opportunities. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new debt or equity or similar instruments, reduce debt levels from, or make adjustments to, its capital expenditure program.

#### 12. BASIC AND DILUTED LOSS PER SHARE

Basic loss per share has been calculated by dividing the net loss per the financial statements by the weighted average number of shares outstanding during the year. The fully diluted loss per share would be calculated using a common share balance increased by the number of common shares that could be issued on the exercise of outstanding warrants and options of the Company. As the Company is in a loss position for the period ended September 30, 2014, this would be anti-dilutive.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 13. SUBSEQUENT EVENTS

Subsequent to year end, on October 6, 2014, the Company issued 600,000 incentive options to officers, directors, consultants and employees. The options have a strike price of \$0.18 and expire October 6, 2017.

Subsequent to year end, on November 28, 2014, the Company issued an additional 550,000 incentive options to officers, directors, consultants and employees. The options have a strike price of \$0.345 and expire November 28, 2019.