

**Immunall Science Inc.**  
(the “Corporation”, “Company”, or “Immunall”)  
**Management Discussion and Analysis**  
**For the third quarter ended**  
**September 30, 2013**

The Management Discussion and Analysis (MD&A) of the Company’s financial statements for the third quarter ended September 30, 2013 is intended to help the reader to understand the Company’s business performance and its relationship to the Immunall plan for growth. The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and Interpretations of the International Financial Reporting Interpretations Committee. All amounts are expressed in Canadian dollars. The information contained in this management’s discussion and analysis report reflects all material events occurring up to November 14, 2013 on which date it was approved by the Board of Directors.

The MD&A should be read in conjunction with the audited financial statements and notes for the year ended December 31, 2012. These financial statements are prepared in accordance with generally accepted accounting principles in Canada. These accounting principles require us to make certain estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses, and related disclosure of contingent assets and liabilities. This MD&A may contain management estimates of future trends and results. These estimates are not a guarantee of future performance since actual results may vary based on situations and factors that are not within management’s control. Management believes that the estimates and assumptions upon which it relies are reasonable based on information available at the time that these estimates and assumptions have been made. These estimates and assumptions have been discussed with the board of directors of Immunall Science Inc. and have not been reviewed by our auditors Collins Barrow Calgary LLP. Actual results may differ under different assumptions and conditions.

Management is responsible for the preparation and integrity of these financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible to make certain that all information disclosed externally is reliable.

The Board of Directors of Immunall Science Inc. is committed to following the recommended corporate governance guidelines for public companies to ensure transparency and accountability to its shareholders. The Board's audit committee has complete access to review the Company's financial statements results, and to discuss and review any and all matters concerning finance, operations, internal control matters and the MD&A. The Audit Committee is free to meet with the Company's independent auditors at any time.

### **Forward Looking Statements**

Management's discussion and analysis contain certain forward-looking statements that are subject to risks and uncertainties that may cause actual results or events to differ materially from the results or events predicted in this discussion. In addition to the risk outlined in the Risk Management section at the end of the discussion, factors which could cause actual results or events to differ include, but are not limited to: the impact of competition; the possible impact of increased regulation of natural products, consumer confidence and spending levels; general economic conditions; the cost and availability of capital and product development. No assurance can be given that the results, performance or achievement expressed in, or implied by, forward-looking statements within this disclosure will occur, or if they do, that any benefits may be derived from them.

### **Vision and Strategy**

Immunall endeavors to become a leader in the Natural Health product sector focusing on products to strengthen the immune system. Its first product is ginsē™, a proprietary extract of North American ginseng. In February of 2010, the Company received from Health Canada a formal Natural Product Number (NPN), enabling the product to be sold in Canada as a natural product.

## **Results of Operations**

### **Revenue**

The Company generated revenue of \$nil for the third quarter ended September 30, 2013 and \$nil revenue for September 30, 2012.

### **Operating Expenses**

Operating expenses for the third quarter were \$3,585 (2012 \$17,302). The most significant component of these operating expenses is the cost for the Corporation's audit and filing fees.

### **Liquidity and Capital Resources**

#### **September 30, 2013 and December 31, 2012**

Cash on hand \$8,774 (2012 - \$34,490)

Working capital \$9,977 (2012 - \$28,234)

Total Assets \$55,649 (2012 - \$83,465)

Total Liabilities \$45,040 (2012 - \$54,408)

Loss per share basic and diluted: \$.000 (2012 - \$.000)

The Company has no off-balance sheet arrangements.

#### **Results of Operations for the third quarter ended September 30, 2013**

The third quarter ended September 30, 2013 had no product sales. Nevertheless, Immunall's activities continue to be focused on the search for and assessment of potential distributorship opportunities. To date, the Company has sold modest amounts of product to a distributor in the Balkans, a distributor who has been selling product in smaller EU nations, and to a potential distributor in Taiwan and Viet Nam. These sales are modest in size as each distributor is entering into early phases of marketing which precludes a modest order base as the product becomes introduced and accepted in the various marketplaces. No assurances whatsoever are offered to the reader as to the ultimate receipt, amount or timing of future orders.

## CASH FLOWS

Operating activities accounted for a \$1,912 cash outflow during the quarter ending September 30, 2013, (2012 – cash inflow \$7,047). Cash used for operations was mainly dedicated to paying the Company's requisite compliance costs including audit fees.

The Company received \$nil cash (2012 - \$nil) from financing activities.

### Related Party Transactions:

The Company's related parties are Michael Frank Phillet Professional Corporation, related by common director and Craig D. McLennan Professional Corporation, related by common director. In the third quarter of 2013 the Company had no transactions with these related parties.

Accounts payable and accrued liabilities:

	<u>2013</u>	<u>2012</u>
Craig D. McLennan Professional Corporation	\$22,500	\$22,500
Michael Frank Phillet Professional Corporation	<u>22,500</u>	<u>22,500</u>
	<u>\$45,000</u>	<u>\$45,000</u>

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 parties.

## QUARTERLY OPERATING RESULTS

	<b>2013</b>	<b>2013</b>	<b>2013</b>	<b>2012</b>
	<b>Q3</b>	<b>Q2</b>	<b>Q1</b>	<b>Q4</b>
Net (loss) for the period	\$(3,585)	\$(12,913)	\$(1,951)	\$(10,454)
Per basic and diluted share	\$(.000)	\$(.000)	\$(.000)	\$(.000)

	<b>2012</b>	<b>2012</b>	<b>2012</b>	<b>2011</b>
	<b>Q3</b>	<b>Q2</b>	<b>Q1</b>	<b>Q4</b>
Net (loss) for the period	\$(17,302)	\$(20,172)	\$(1,023)	\$65,656
Per basic and diluted share	\$(.001)	\$(.001)	\$(.000)	\$.001

## SELECTED ANNUAL FINANCIAL INFORMATION

	<b>2012</b>	<b>2011</b>	<b>2010</b>
Revenue for the year	\$ (nil)	\$103,545	\$39,500
Net income (loss) for the year	(48,951)	61,713	(16,511)
Net income (loss) Per basic and diluted share	(.001)	.001	(.000)
Total assets	83,465	140,714	79,594
Long term debt	Nil	Nil	Nil

The 2010 year was the first year of introduction of Immunall's immune boosting product, ginsē™, into the Balkans, located in East Europe. The fiscal year 2011 showed the results of initial public purchases of the product as sales more than doubled. The 2012 fiscal year and the three quarters in 2013 also had no sales, as the Balkans distributor still had raw materials on hand.

The major factor that contributes to any yearly variation in revenue is due to the relatively unknown status of the Immunall product, ginsē™ in the eyes of the public. The product is a new product and while Management has belief in the efficacy of ginsē™ as a very effective immune system stimulant, it will take some years of usage by the public to have its reputation spread.

### **Significant Accounting Estimates**

The amounts recorded for inventory are based on management's best estimate of the net realizable value. Allowances are made against obsolete or damaged inventories and charged to cost of sales. The reversal of any write-down of inventory arising from an increase in net realizable value is recognized as a reduction in cost of sales in the period in which the reversal occurred.

The Company performs ongoing credit evaluations of its customers and grants credit based upon a review of historical collection experience, current aging status, financial condition of the customer and anticipated industry conditions. Customer payments are regularly monitored and a provision for doubtful accounts is established based upon specific situations and overall industry conditions. Deferred income taxes are based on estimates as to the timing of the reversal of temporary differences, tax rates currently substantively enacted and the determination of the valuation allowance. The valuation allowance is based on estimates of the probability of the Company utilizing certain tax pools and losses in future periods.

### **FUTURE ACCOUNTING PRONOUNCEMENTS**

The following accounting pronouncements have been released but have not yet been adopted by the Company:

IFRS 9, "Financial Instruments" is the first phase in an ongoing project to replace IAS 39. IFRS 9, which is to be applied retrospectively, is effective for annual periods beginning on or after January 1, 2015, with earlier application permitted.

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. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. The standard also adds guidance on the classification and measurement of financial liabilities. Management has not yet determined the potential impact the adoption of IFRS 9 will have on the Company's financial statements. IFRS 10 requires an entity to consolidate an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Under existing IFRS, consolidation is required when an entity has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. IFRS 10 replaces SIC-12, "Consolidation—Special Purpose Entities" and parts of IAS 27, "Consolidated and Separate Financial Statements" ("IAS 27"). This standard is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted. No significant impact to the Company's financial statements is anticipated upon implementation of the new standard.

IFRS 11 requires a venturer to classify its interest in a joint arrangement as a joint venture or joint operation. Joint ventures will be accounted for using the equity method of accounting whereas, for a joint operation, the venturer will recognize its share of the assets, liabilities, revenues and expenses of the joint operation. Under existing IFRS, entities have the choice to proportionately consolidate or equity account for interests in joint ventures. IFRS 11 supersedes IAS 31, "Interests in Joint Ventures", and SIC-13, "Jointly Controlled Entities—Non-monetary Contributions by Venturers". This standard is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted. No significant impact to the Company's financial statements is anticipated upon implementation of the new standard.

IFRS 12 establishes disclosure requirements for interests in other entities, such as joint arrangements, equity accounted investments, special purpose vehicles and off balance sheet vehicles. The standard carries forward existing disclosures and also introduces significant additional disclosure requirements that address the nature of, and risks associated with, an entity's interests in other entities. This standard is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted. No significant impact to the Company's

financial statements is anticipated upon implementation of the new standard.

IFRS 13 is a comprehensive standard for fair value measurement and disclosure requirements for use across all IFRS standards. The new standard clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants, at the measurement date. It also establishes disclosures about fair value measurement. Under existing IFRS, guidance on measuring and disclosing fair value is dispersed among the specific standards requiring fair value measurements and in many cases does not reflect a clear measurement basis or consistent disclosures. This standard is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted. Management has not yet determined the potential impact the adoption of IFRS 13 will have on the Company's financial statements.

#### Amendments to Other Standards

In addition to the issuance of new standards as detailed above, there have also been amendments to existing standards, including IAS 1, "Presentation of Financial Statements" ("IAS 1"), IAS 19, "Employee Benefits" ("IAS 19"), IAS 27, "Consolidated and Separate Financial Statements", IAS 28, "Investments in Associates and Joint Ventures" ("IAS 28"), IFRS 7, "Financial Instruments: Disclosures" ("IFRS 7") and IAS 32 "Financial Instruments: Presentation" ("IAS 32").

The amendments to IAS 1 will require that entities group items presented in other comprehensive income ("OCI") based on an assessment of whether such items may or may not be reclassified to earnings at a subsequent date. Amendments to IAS 1 are applicable to annual periods beginning on or after July 1, 2012, with early adoption permitted.

Amendments to IAS 19 eliminate an entity's option to defer the recognition of certain gains and losses related to post employment benefits and require remeasurement of associated assets and liabilities in OCI. Amendments to IAS 19 are applicable on a modified retrospective basis to annual periods beginning on or after January 1, 2013, with early adoption permitted.

The amended IAS 27 addresses accounting for subsidiaries, jointly controlled entities and associates in non-consolidated financial statements. IAS 28 has been amended to include joint ventures in its scope and to address the changes in IFRS 10 through 13 as outlined above. Amendments to IAS 27 and IAS 28 are applicable to annual periods beginning on or after January 1, 2013, with early adoption permitted.

Amendments to IFRS 7 require the disclosure of information that will enable users of an entity's financial statements to evaluate the effect, or potential effect, of offsetting financial assets and financial liabilities, to the entity's financial position. Amendments to IFRS 7 are applicable to annual periods beginning on or after January 1, 2013, with retrospective application required.

The amendments to IAS 32 clarify the criteria that should be considered in determining whether an entity has a legally enforceable right of set off in respect of its financial instruments. Amendments to IAS 32 are applicable to annual periods beginning on or after January 1, 2014, with retrospective application required. Early adoption is permitted.

Management has not yet determined the potential impact the amendments will have on the Company's financial statements.

## **OUTSTANDING SHARE DATA**

The following securities of the Corporation were issued and outstanding at December 31, 2012, and December 31, 2011.

<b>Security</b>	<b># Issued and Outstanding</b>
Common voting shares	<b>42,265,842</b>

Historically, the Company has financed its operations through the issuance of common shares and shareholder loans . In the future, there is no certainty that the Company will have sufficient cash balances generated by operations. Also the Company has no credit facility arrangement with any lending institution. Consequently, there might not be sufficient funds available to meet foreseeable requirements for business growth, working capital, and capital expenditures. The Company's working capital and capital expenditure requirements will depend upon numerous factors including the success of current

negotiations and the resultant new product introductions and the results, if any, of efforts to attract business opportunities into the Immunall corporate entity. In the future, the Company may require additional capital to fund operations, research and development, and strategic initiatives. The Company has no contractual obligations or off-balance sheet financing.

Share capital and stock based compensation: In 2008, the stock option plan was amended to allow for different individuals to have different lengths of time to exercise options they had been granted. Under the previous plan all options were for five years. Under the revision the length of term for exercising the options is at the discretion of the Directors within the parameters of Securities regulations.

## **General**

The Company will continue to generate financing when required through the issuance of private placements or debentures as may be considered necessary by management. There can be no assurance that any of these methods will be successful in the future. The ability of the Company to raise funds from the issuance of additional share capital or from the exercise of future share options will depend upon the strength of the equity markets, which are always uncertain, and on the market's demand for Ginsē™, the Company's lead product.

## **Contractual Obligations**

During the 2007 year, the Company entered into a licensing and royalty memorandum of understanding with the initial developer of the technology that is being utilized exclusively by the Company for production of products from ginseng roots. Consideration paid by the Company to obtain the exclusive licensing for this technology includes the transfer of all patents previously held by the Company, a cash payment of \$10,000, and a royalty of 5% of the invoiced cost of each production run incurred by the Company.

## **Liquidity and Capital Resources**

Total cash on hand as at September 30, 2013 was \$8,774 (2012 - \$34,490). The company has no credit facilities in place with any banking institution. Management is cautioning the reader of this MD&A, that

there may not be sufficient cash on hand to sustain activities in the future, without sales revenue or the ability to raise additional cash in these current economic times.

## **Operating Risks and Risk Management**

Expectations about the Company's financial achievements could have a significant effect on the trading price of the Company's shares. Except for historical information, certain matters discussed in this report are by their nature forward-looking statements that involve risk and uncertainties, which may cause actual results to differ materially from the statements made.

## **Financial Risks and Risk Management**

### a) Risk management overview

The Company's activities expose it to a variety of financial risks including credit risk and liquidity risk. This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout these financial statements. The Company employs risk management strategies and policies to ensure that any exposure to risk are in compliance with the Company's business objectives and risk tolerance levels. While the Board of Directors has the overall responsibility for the Company's risk management framework, the Company's management has the responsibility to administer and monitor these risks.

### (b) Fair values of financial instruments

The fair value of the Company's cash, accounts receivable, goods and service tax recoverable and accounts payable and accrued liabilities approximate their carrying value due to immediate or short-term maturity of these financial instruments. Currently, the Company is not involved in any hedging activities.

Financial instruments recorded at fair value on the statements of financial position are classified using a fair value hierarchy that reflects

the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - reflects valuation based on quoted prices observed in active markets for identical assets or liabilities.

Level 2- reflects valuation techniques based on inputs that are quoted prices of similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; inputs other than quoted prices used in a valuation model that are observable for that instrument; and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3- reflects valuation techniques with significant unobservable market inputs.

A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value. The financial instrument in the Company's financial statements measured at Level 1 fair value is cash.

(c) Credit risk Credit risk is the risk of financial loss to the Company if any counterparty fails to discharge its obligations. Credit risk also exists in cash and cash equivalents, which is mitigated by the Company holding its cash and cash equivalents in major Canadian banking financial institutions. The objective of managing credit risk is to prevent losses in financial assets and it is the Company's experience that the credit worthiness of its accounts receivable is adequate.

The carrying amount of accounts receivable is reduced through the use of a bad debt account and the amount of the loss is recognized in the income statement within operating expenses. When a receivable balance is considered uncollectible, it is written off against the allowance for accounts receivable. Subsequent recoveries of amounts previously written off are credited to the bad debt account. No receivable balances were written-off in the fiscal years 2012 and 2011.

(d) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities as they become due. The financial liabilities on its balance sheet consist of accounts

payable and accrued liabilities, which includes \$45,000 due to related parties that is not expected to be repaid within one year.

Management closely monitors cash flow requirements to ensure that it has sufficient cash on demand to meet operational and financial obligations as they become due.

(e) Capital risk management

The Company's objectives in managing its capital are to safeguard the Company's assets to be able to continue as a going concern, and to sustain future development of the business. Management defines capital as the Company's shareholders' equity. The Company manages its capital structure and makes adjustments to it according to economic market conditions. Management monitors the Company's ongoing capital requirements against unrestricted net working capital and assesses expected capital requirements for the fiscal period. In order to maintain or adjust the capital structure, the Company may adjust capital spending, issue new shares, sell assets or incur debt.

There have been no changes to the Company's capital disclosure policy during the year ended December 31, 2012 and 2011 and the Company is not subject to externally imposed capital requirements at December 31, 2012 and 2011.

Foreign exchange:

The Company is not currently exposed to market risk related to changes in foreign currency. Should it become exposed to this risk, it could adversely affect the value of the Company's current assets and liabilities as well as impact revenues and profitability. The Company's expenditures on goods and services are primarily in Canadian dollars. The company has not entered into any forward currency contracts or other financial derivatives as of September 30, 2013 to hedge foreign exchange risk and therefore is not subject to foreign currency transaction and translation gains and losses.

Interest rate risk:

The Company currently has no exposure to interest rate risks as it does not have any debt subject to interest rate fluctuations.

#### Other risk factors:

The Company has a history of net losses. As at September 30, 2013, the Company has an accumulated deficit of \$1,159,408 and (2012-\$1,140,960). There is no assurance that the Company will grow and be profitable.

#### Life Sciences Industry Risk:

The company will carry on business in the life sciences sector. This industry involves a considerable degree of risk, regardless of the amount of knowledge, experience and expertise possessed by Management.

**Trading Market and Volatility:** General market conditions can have an impact on the market price of a company's shares. It can happen that share prices of publicly traded companies can demonstrate extreme price fluctuations that may not be related to the operations of the companies themselves. Thus, there can be no assurance that an active public market will develop or be sustained for the common shares of this company.

#### Product Liability Issues:

In the health sector, the Company faces an inherent business risk of exposure to product liability and other claims in the event that adverse results arise from the use of its product.

#### Government Regulations:

The activity of the Company is subject to regulation by government authorities, particularly Health Canada. Achievement of the Company's objectives is in direct relationship with its compliance with regulatory requirements enacted by Health Canada regarding the manufacture and sale of its products. The Company cannot predict what requirements a regulatory body may expect in the future, or the extent of testing and documentation that may be required in other countries. Any delays in obtaining or failure to obtain regulatory approvals would serve to delay the development of those markets and would therefore negatively affect the Company's financial condition.

#### Risk Inherent in Research and Development Activities:

Activities in the health sector involve risk because the achievement of satisfactory research results depends on factors beyond the control of the Company. These factors could include the discovery of toxicities or lack of efficacy which could render the product unsuitable for public use, preliminary testing results may not be substantiated in larger test populations, manufacturing costs or other related factors may make the production of the product impractical and proprietary rights of third parties or competing products or technologies may impact sales. Consequently, there can be no assurance that the Company will be successful in bringing its products to market.

#### Market Acceptance and Reliance on Distributors to Market Products:

There can be no assurance that the Company's products will gain market share. The extent of public acceptance will depend on factors such as, availability of competitive products, cost of the products, and the efficacy of the products. The success of the Company's marketing strategy will depend upon the strategic alliances and distributorship arrangements the Company develops and the ability of its distributors to market the product effectively. There can be no assurance that the Company will be successful in this regard.

#### Competition:

Within the nutraceutical industry, competitors may have developed similar products using alternate methods of production. There can be no assurance that the Company will achieve a strong competitive advantage over other industry participants.

#### Raw Material Supply:

The Company uses naturally grown substances as its raw material. Should a situation arise whereupon the company cannot secure a reliable source of raw material at any given time, there can be no assurance that the Company will be able to supply finished products to its distributors and that situation would negatively impact revenue. Intellectual Property and Licenses: The Company may initiate proceedings to defend its intellectual property or defend itself from claims from competing companies. Such activities could entail significant costs and the diversion of Company resources and could

negatively affect the Company's ability to produce its finished product.

## **Outlook**

Management is actively searching for international distributors interested in our proprietary product, ginsē™.

## **FORWARD-LOOKING STATEMENTS**

This document contains forward-looking statements which reflect the Company's current expectations regarding future events. These forward-looking statements involve risks and uncertainties. Actual results may differ materially from those projected and depend on a number of factors, including but not limited to uncertainties in the regulatory process, difficulty of predicting demand for products, the impact of competitive products, the availability of adequate supplies of raw materials, the protection of intellectual property and fluctuations in operating results. The reader is cautioned not to rely on these forward-looking statements.

Additional information on the Company is found on the SEDAR website at: [www.sedar.com](http://www.sedar.com).

Frank Phillet CEO  
Immunall Science Inc.  
November 14, 2013