# **IMMUNALL SCIENCE INC.**

# Condensed Interim Financial Statements For the Three Months Ended March 31, 2016

(Expressed in Canadian Dollars) (Unaudited)

#### NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, continuous disclosure obligations, if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor. The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Chartered Professional Accountants for a review of interim financial statements by an entity's auditor.

The accompanying unaudited condensed interim financial statements of Immunall Science Inc. for the three months ended March 31, 2016 have been prepared by the management of the Company and approved by the Company's Audit Committee and the Company's Board of Directors.

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

#### IMMUNALL SCIENCE INC.

March 31, 2016

#### MANAGEMENT'S RESPONSIBILITY FOR

#### **UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS**

The accompanying unaudited interim financial statements of Immunall Science Inc. (the "Company") are the responsibility of management.

The unaudited condensed interim financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to the unaudited interim financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the financial position date. In the opinion of management, the unaudited condensed interim financial statements have been prepared within acceptable limits of materiality and are in accordance with International Accounting Standard 34 Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards appropriate in the circumstances.

Management has established processes, which are in place to provide it sufficient knowledge to support management representations that it has exercised reasonable diligence that (i) the unaudited condensed interim financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of, and for the periods presented by, the unaudited condensed interim financial statements and (ii) the unaudited condensed interim financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the unaudited condensed interim financial statements.

The Board of Directors is responsible for reviewing and approving the unaudited condensed interim financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the unaudited condensed interim financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the unaudited condensed interim financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

(Unaudited – Expressed in Canadian Dollars)

		March 31, 2016		December 31, 2015		
Assets						
Current assets:						
Cash		1,644	\$	1,721		
GST receivable		5,802		4,481		
Prepaid expenses		-		2,375		
		7,446		14,495		
Non-Current Assets:						
Deposits		5,918		5,918		
Property and equipment		2,578		2,844		
	\$	15,942	\$	17,339		
Liabilities and Equity						
Liabilities and Equity Current liabilities:						
Accounts payable and accrued liabilities (notes 4						
and 7)	\$	153,755	\$	129,871		
Interest payable (note 5)	Ψ	100,700	Ψ	120,071		
Loan payable (note 5)		63,720		51,805		
Total Liabilities	\$	217,475	\$	181,676		
Shareholders' Deficiency						
Share capital (note 6)		747,769		747,769		
Reserves	422,248			422,248		
Deficit	(1,371,550)		(	1,334,354)		
		(201,533)		(164,337)		
	\$	15,942	\$	17,339		

Nature of Operations and Going Concern (note 1) Commitments (note 8)

Approved by the Board of Director on May 30, 2016:

<u>"Stephane Maher"</u>	<u>"Bret Smith"</u>
Director	Director

# **Condensed Interim Statements of Operations and Comprehensive Loss**

(Unaudited – Expressed in Canadian Dollars)

# For the three months ended

	March 31,	March 31,		
	2016	2015		
EXPENSES				
Amortization	267	\$ -		
Accounting & professional fees	9,950	-		
Corporate listing and filing fees	7,820	1,500		
Consulting	9,270	-		
Interest and bank charges	1,622	-		
Office (note 8)	911	45		
Rent (note 8)	7,050	-		
Storage	-	-		
Travel	306	-		
TOTAL LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD	(37,196)	\$ (1,545)		
	, ,	, , ,		
Loss per share				
- Basic and diluted	\$ (0.00)	\$ (0.00)		
Weighted average number of common shares outstanding	22 425 702	22 425 702		
outstanding	33,435,762	33,435,762		

Immunall Science Inc.

Statement 3

# Condensed Interim Statements of Changes in Shareholders' Deficiency

(Unaudited – Expressed in Canadian Dollars)

	Number of common shares	Shar	e capital	Re	eserve	Deficit	Total
Balance at December 31, 2014	33,435,762	\$	747,769	\$	422,248	\$ (1,250,198)	\$ (80,181)
Loss for the period	-		-		-	(1,545)	<b>(</b> 1,545 <b>)</b>
Balance at March 31, 2015	33,435,762	\$	747,769	\$	422,248	\$ (1,251,743)	\$ (81,726)
Balance at December 31, 2015	33,435,762	\$	747,769	\$	422,248	\$ (1,334,354)	\$ (164,337)
Loss for the period	-		-		-	(37,196)	(37,196)
Balance at March 31, 2016	33,435,762	\$	747,769	\$	422,248	\$ (1,371,550)	\$ (201,533)

# **Condensed Interim Statements of Cash Flows**

(Unaudited - Expressed in Canadian Dollars)

	For the three m	For the three months ended			
	March 31,	March 31,			
	2016	2015			
Cash provided by (used in):					
Operating Activities:					
Net loss for the period	\$ (37,196)	\$ (1,545)			
Adjustments for items not affecting cash:					
Amortization	267	-			
	(36,930)	(1,545)			
Net changes in non-cash working capital items:					
GST receivables	(1,321)	-			
Prepaid expenses	2,375	-			
Deposits	- 22.004	(4.5.4)			
Accounts payable and accrued liabilities Interest payable	23,884	(154)			
Cash used in Operating Activities	(11,992)	(1,699)			
Investing Activities:					
Payment for the office renovation	-	<u>-</u>			
Cash used in Investing Activities		_			
Financing Activities:					
Funds acquired from the loan agreement	11,915				
Cash provided by Financing Activities	11.915	-			
Change in cash	(77)	(1,699)			
Cash, beginning of the period	1,721	1,699			
Cash (Overdraft), end of the period	\$ 1,644	\$ -			

#### **Notes to the Condensed Interim Financial Statements**

For the nine months ended March 31, 2016

(Unaudited - Expressed in Canadian dollars)

#### 1. Nature of Operations and Going Concern

Immunall Science Inc. (the "Company") was incorporated under the *Business Corporations Act* (Alberta) on November 22, 2005. The Company was a research company engaged in the business of developing and commercialising technology related to the growth and extraction of active ingredients from American Ginseng. During 2014, the Company ceased its ginseng operations and is currently inactive (note 2(a)).

The address and principal place of business of the Company is #2 – 9079 Shaughnessy Street, Vancouver BC, V6P 6R9.

The Company is listed on the Canadian Securities Exchange ("CNSX") under the symbol "GNS". On May 8, 2015, the CNSX suspended the Company's shares from trading on the CNSX as a result of a cease trade order issued by the British Columbia Securities Commission ("BCSC") due to the Company's failure to file its audited financial statements for the year ended December 31, 2014, as required under Part 4 of National Instrument 51-102 Continuous Disclosure Obligations ("NI 51-102"), and a Form 51-102F1 Management's Discussion and Analysis ("MDA") for the year ended December 31, 2014, as required under Part 5 of NI 51-102, within the mandatory timeline. The Company has complied with all the requirements subsequent to the December 31, 2015, year end and the cease trade order has been lifted.

These unaudited condensed interim financial statements have been prepared on the basis of accounting principles applicable to a going concern, which presumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business in the foreseeable future. Should the Company be unable to continue as a going concern, it may be unable to realize the carrying value of its assets and to meet its liabilities as they become due. The Company is in the development stage and there is a material uncertainty that may cast significant doubt on the ability of the Company to continue as a going concern. As of March 31, 2016, the Company has earned no recent revenues from operations, had a net loss of \$37,196 (2015 - \$1,545), and has a deficit of \$1,371,550 (December 31, 2015 - \$1,334,354). During the year ended December 31, 2015, the Company entered into a credit agreement with a third party, however the debt was not repaid on the maturity date of January 31, 2016. The creditor has not demanded repayment of the debt as of April 20, 2016. Accounts payable includes \$45,000 owing to previous management that will not be repaid until sufficient cash flow is available. Management is currently investigating a range of strategic options available with a view to generating income sufficient to pay its liabilities and ongoing operating expenses, and maximizing shareholder value. The Company may be required to obtain additional debt or equity financing or curtail spending in the future to fund operations and settle obligations.

These statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate. If the going concern assumption were not appropriate for these unaudited interim condensed financial statements, then adjustments, which could be material, would be necessary to the carrying values of assets and liabilities and the reported expenses and the statement of financial position classifications used.

#### **Notes to the Condensed Interim Financial Statements**

# For the nine months ended March 31, 2016

(Unaudited - Expressed in Canadian dollars)

#### 2. Basis of Preparation

#### Statement of Compliance

These unaudited condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). These financial statements comply with the International Accounting Standard 34, Interim Financial Reporting ("IAS 34").

# Basis of presentation

This condensed interim financial report does not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that this financial report be read in conjunction with the annual financial statements of the Company for the year ended December 31, 2015. However, this condensed interim financial report provides selected significant disclosures that are required in the annual financial statements under IFRS.

These unaudited condensed interim financial statements follow the same accounting policies and methods of application as the annual audited financial statements for the year ended December 31, 2015, with the exception of the following new accounting standards and amendments which the Company adopted and are effective for the Company's interim and annual financial statements commencing January 1, 2015.

Effective January 1, 2015, the following standards were adopted but did not have a material impact on the financial statements.

- IFRS 7: Amended to require additional disclosures on transition from IAS 39 and IFRS 9, effective for annual periods beginning on or after January 1, 2015.
- Amendments to IAS 36: Amends Impairment of Assets to reduce the circumstances in which the recoverable amount of assets or cash-generating units is required to be disclosed, clarify the disclosures required, and to introduce an explicit requirement to disclose the discount rate used in determining impairment.

#### **Notes to the Condensed Interim Financial Statements**

# For the nine months ended March 31, 2016

(Unaudited - Expressed in Canadian dollars)

#### 2. Basis of Preparation (continued)

New standards and interpretations not yet adopted

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for future accounting periods. The following have not yet been adopted by the Company and are being evaluated to determine their impact.

IFRS 9, "Financial Instruments"

IFRS 9, "Financial Instruments" provides a comprehensive new standard for accounting for all aspects of financial instruments. It includes a logical model for classification and measurement, a single, forward-looking 'expected-loss' impairment model and a substantially reformed approach to hedge accounting. The new standard is effective for years beginning on or after January 1, 2018. The Company has not determined the impact of the new standard on its financial statements.

• IFRS 15, "Revenue from Contracts with Customers"

IFRS 15, "Revenue from Contracts with Customers" provides a comprehensive new standard for recognition, measurement and disclosure of revenue from contracts with customers, excluding contracts within the scope of the standards on leases, insurance contracts and financial instruments. It specifies how and when to recognize revenue as well as requiring entities to provide more informative and relevant disclosure. The new standard is effective for years beginning on or after January 1, 2018. The Company has not determined the impact of the new standard on its financial statements.

• IFRS 16, "Leases"

The IASB has developed a new standard, IFRS 16 "Leases", which supersedes IAS 17 "Leases". The IASB worked jointly with the FASB on this project. IFRS 16 sets out principles for the recognition, measurement, presentation and disclosure of leases for both copies to a contract, i.e. the customer ('lessee') and the supplier ('lessor'). Lessee accounting will change substantially under this new standard while there is little change for the lessor. IFRS 16 eliminates the classification of leases as either operating leases or financing leases and, instead, introduces a single lessee accounting model. A lessee will be required to recognize assets and liabilities for all leases with a term of more than 12 months (unless the underlying asset is of low value) and will be required to present depreciation of leases assets separately from interest on lease liabilities in the income statement. A lessor will continue to classify its leases as operating leases or financing leases, and to account for those two types of leases separately. The new standard is effective for years beginning on or after January 1, 2019. The Company has not determined the impact of the new standard on its financial statements.

#### **Notes to the Condensed Interim Financial Statements**

# For the nine months ended March 31, 2016

(Unaudited - Expressed in Canadian dollars)

# 3. Summary of Significant Accounting Policies

These unaudited condensed interim financial statements follow the same accounting policies and methods of application as the annual audited financial statements for the year ended December 31, 2015.

### 4. Accounts payable and accrued liabilities

	ch 31, 016	Dec	cember 31, 2015
Trade payables Interest payable (note 5) Other payables and accrued liabilities	\$ 5,979 3,492 84,284	\$	50,377 2,197 77,297
	\$ 53,755	\$	83,684

# 5. Loan payable

On July 8, 2015, the Company entered into an agreement with a third party to advance funds to the Company for a maximum amount of \$100,000 to cover operating costs. The loan bears interest at 10% per annum, compounded monthly. All amounts are repayable on demand on or before January 31, 2016. During the three months ended March 31, 2016, \$63,720 was advanced to the Company and interest of \$2,197 was accrued on the balance owing and is included in accounts payable and accrued liabilities. The Company did not make the required principal and interest payment on January 31, 2016, and as a result is in breach of the loan agreement. The lender has not demanded payment as of May 30, 2016.

# 6. Share capital

#### (a) Authorized

Unlimited number of common shares 20,000,000 preferred shares, issuable in one or more series 20,000,000 redeemable preferred shares, issuable in one or more series

#### (b) Issued

	Number	Sta	ted value
Common shares issued:			
March 31, 2016 and December 31, 2015	33,435,762	\$	747,769

#### **Notes to the Condensed Interim Financial Statements**

# For the nine months ended March 31, 2016

(Unaudited - Expressed in Canadian dollars)

# 6. Share capital (continued)

# (c) Stock options

The Company has a stock option plan pursuant to which the Board of the Company may grant options to purchase common shares to the officers, directors and employees of the Company or affiliated companies and to consultants retained by the Company.

The aggregate number of common shares reserved for issuance under the stock option plan is set at a maximum of 10% of the total number of shares outstanding at the time the options are granted. Furthermore, the aggregate number of shares issuable to one individual may not exceed 5% of the total number of issued and outstanding common shares of the Company. The exercise price of all options issued under the stock option plan may not be less than the closing market price on the last business day prior to the date the option was granted.

No options were granted or outstanding during the three months ended March 31, 2016 and the year ended December 31, 2015.

# (c) Loss per share

Loss per share is calculated based on the basic and diluted weighted average number of common shares outstanding during the three months ended March 31, 2016 of 33,435,762 (2015 - 33,435,762).

#### 7. Related party transactions

#### (a) Related Parties

The Company's related parties consist of its Chief Operating Officer ("COO") and Chief Financial Officer ("CFO"). The nature of the Company's relationships with its related parties is as follows:

	Nature of Relationship
Chief Operating Officer	Management
Chief Financial Officer	Management

The Company did not incur fees and expenses in the normal course of operations in connection with its former COO and CFO during the three months ended March 31, 2016. However, \$45,000 in accounts payable (December 31, 2015 - \$45,000) remains outstanding relating to consulting fees charged by corporations owned by management and directors in prior periods.

Amounts included in accounts payable and accrued liabilities are due under normal credit terms.

#### **Notes to the Condensed Interim Financial Statements**

# For the nine months ended March 31, 2016

(Unaudited - Expressed in Canadian dollars)

#### 7. Related party transactions (continued)

# (b) Compensation on Key Management Personnel

The Company has not paid any compensation to executives, directors or employees during the three months ended March 31, 2016 and 2015.

#### 8. Commitments

# (a) Licensing and Royalty

The Company has a licensing and royalty memorandum of understanding with the initial developer of the technology that is being utilized exclusively by the Company for the production of products from ginseng roots. As part of the memorandum of understanding, the Company is required to pay a royalty of 5% of the invoiced cost of each production run incurred by the Company.

# (b) Office Lease

On August 27, 2015, the Company signed the lease agreement with Rocky Mountain Property Management Company ("Rocky Mountain") for the office lease in Vancouver, BC that started on September 1, 2015 and ends on August 31, 2018. The term of the lease is 36 months with two-year option for approximately 2,000 rentable square feet as well as the permitted uses of the storage. For the rental period of two years, the Company is required to pay the annual basic rent and the water / sewer costs.

The Company is expected to make the following minimum lease payments:

	imum Lease ts, excluding
For the year ended	GST
December 31, 2016	33,096
December 31, 2017	33,096
December 31, 2018	22,064
Total minimum lease payments	\$ 99,288

#### **Notes to the Condensed Interim Financial Statements**

# For the nine months ended March 31, 2016

(Unaudited - Expressed in Canadian dollars)

# 9. Financial instruments and risk management

# 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 polices to ensure that any exposure to risk are in compliance with the Company's business objectives and risk tolerance levels. While the Board has the overall responsibility for the Company's risk management framework, the Company's management has the responsibility to administer and monitor these risks.

#### Fair values of financial instruments

The fair value of the Company's cash, deposits and accounts payable and accrued liabilities approximate their carrying value due to immediate or short-term maturity of these financial instruments.

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.
- 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.

#### **Notes to the Condensed Interim Financial Statements**

#### For the nine months ended March 31, 2016

(Unaudited - Expressed in Canadian dollars)

# 9. Financial instruments and risk management (continued)

#### Financial instrument risk exposure

The Company's financial instruments expose the Company to certain financial risks, including credit risk, liquidity risk, interest rate risk, foreign currency risk and other price risk.

#### Credit risk

Credit risk is the risk of financial loss to the Company if any counterparty fails to discharge its obligations.

Credit risk exists in cash, which is mitigated by the Company holding its cash in major Canadian banking financial institutions and deposits which is held by the property manager of the leased premises.

#### 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 the statements of financial position consist of accounts payable and accrued liabilities, which includes \$45,000 due to related parties (note 7) that is not expected to be repaid in the next year. The Company obtained additional financing in the current year through a third party credit facility to manage liquidity risk (note 5). The Company entered into a lease agreement for an office that requires monthly payments (note 8(b)) 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.

#### Capital risk management

The Company's objectives in managing its capital is 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' deficiency. 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 spending, issue new shares, sell assets or incur debt.

There have been no changes to the Company's capital management policy during the three months ended March 31, 2015, and year ended December 31, 2015, and the Company is not subject to externally imposed capital requirements at March 31, 2016 and December 31, 2015.