Condensed Consolidated Interim Financial Statements
Three months ended April 30, 2022 and 2021
(Expressed in Canadian dollars)
(Unaudited)

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

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), 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 accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

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

Condensed Consolidated Interim Statements of Financial Position (Expressed in Canadian dollars) (Unaudited)

(Unaudited)	April 30, 2022 \$	January 31, 2022 \$
Assets		
Current assets Cash Amounts receivable Prepaids and other current assets	14,404 19,710 311,462	173,513 324,993 644,422
Total current assets	345,576	1,142,928
Non-current assets Equipment, net (Note 5)	13,826	18,435
Total assets	359,402	1,161,363
Liabilities and Deficit		
Current liabilities		
Accounts payable and accrued liabilities Due to related parties (Note 15) Income tax payable Financial guarantee liability (Note 16(c)) Convertible debenture (Note 7) Loans payable (Note 8) Warrant liabilities (Note 10(a))	4,798,465 326,378 - 385,280 254,278 40,000	3,341,261 144,867 160,006 218,780 237,880 40,000 353
Total current liabilities	5,804,401	4,143,147
Non-current liabilities Financial guarantee liability (Note 16(c)) Loans payable (Note 8)	721,836 35,972	864,515 34,559
Total liabilities	6,562,209	5,042,221
Deficit Common shares (Note 9) Reserves (Note 12) Accumulated other comprehensive income Accumulated deficit	75,416,921 24,042,518 247,184 (106,159,179)	75,384,509 23,655,647 249,466 (103,170,480)
Deficit attributable to owners Non-controlling interests (Note 13)	(6,452,556) 249,749	(3,880,858)
Total deficit	(6,202,807)	(3,880,858)
Total liabilities and deficit	359,402	1,161,363

Nature of operations and going concern (Note 1), commitments and contingencies (Note 16) and events after the reporting date (Note 21)

Approved on behalf of the Board of Directors

<u>"Ahmad Doroudian"</u> Director <u>"Ralph Anthony Pullen"</u> Director

(The accompanying notes are an integral part of these condensed consolidated interim financial statements)

Condensed Consolidated Interim Statements of Comprehensive Loss (Expressed in Canadian dollars) (Unaudited)

(Orlauditeu)	Three Mont	
	April 30,	April 30,
	2022	2021
	\$	\$
Expenses		
Consulting fees	220,323	243,097
Depreciation (Note 5)	4,609	4,609
Foreign exchange loss	31,929	83,926
General and administrative	77,356	111,491
Professional fees	194,785	167,110
Promotion and marketing	54,977	164,220
Research and development	1,915,321	1,327,242
Wages, salaries and employment expenses	554,160	353,483
Total expenses	3,053,460	2,455,178
Loss from operations	(3,053,460)	(2,455,178)
Other income (expenses)		
Accretion expense (Notes 7 and 8)	(17,811)	(1,293)
Change in financial guarantee liability (Note 16(c))	(23,821)	· -
Change in unrealized gains/losses on warrant liabilities (Note 10(a))	353	84,045
Interest expense	(1,670)	(19,810)
Other	_	(51,277)
Settlements, net (Notes 15 and 16(c))	107,710	_
Total other income (expenses)	64,761	11,665
Net loss for the year	(2,988,699)	(2,443,513)
Other comprehensive income (loss)		
Foreign currency translation adjustment of foreign operations	2,282	83,785
Net comprehensive loss for the year	(2,986,417)	(2,359,729)
Net loss per share, basic and diluted	(0.04)	(0.04)
Weighted average shares outstanding, basic and diluted	85,320,460	54,580,534

Condensed Consolidated Interim Statements of Changes in Deficit (Expressed in Canadian dollars) (Unaudited)

(Orlaudited)	Commor Shares		Common Shares	Reserves	Accumulated Other Comprehensive Income - Foreign Currency Translation		Total	Non- controlling	Total
	snares #	Amount \$	Issuable \$	\$	**************************************	Deficit \$	10tai \$	Interests \$	Deficit \$
Balance - January 31, 2021	51,445,842	63,670,860	_	22,618,544	109,647	(91,011,306)	(4,612,255)	_	(4,612,255)
Common shares issued for services (Note 9(b)) Common shares issued for settlement of accounts	2,500	2,675	-	(2,675)	_	_	-		-
payable and accrued liabilities (Note 9(b))	23,724	40,331	_	_	_	_	40,331	_	40,331
Common shares issued for cash (Note 9(c)) Common shares issued and cash paid as share	1,779,833	2,491,766	_	_	-	_	2,491,766	_	2,491,766
issue costs (Note 9(c))  Common shares issued on exercise of special	210,771	(30,477)	-	_	-	-	(30,477)	_	(30,477)
warrants (Note 9(d))	6,372,298	2,794,868	_	(2,794,868)	_	_	_	_	_
Issue costs of special warrants (Note 9(d))	_	(572,565)	_	572,565	_	_	_	-	_
Subscriptions received (Note 9(e))	_	_	500,120	_	_	_	500,120	_	500,120
Issue costs (Note 9(f))	_	(77,195)	_	_	_	_	(77,195)	_	(77,195)
Share-based payments (Notes 10 and 12) Foreign currency translation adjustment of foreign	-	_	-	214,679		_	214,679	-	214,679
operations	_	_	_	_	83,785	_	83,785	_	83,785
Net loss				_		(2,443,513)	(2,443,513)		(2,443,513)
Balance - April 30, 2021	59,834,968	68,320,263	500,120	20,608,245	193,432	(93,454,819)	(3,832,759)	_	(3,832,759)
Balance – January 31, 2022	85,241,238	75,384,509	_	23,655,647	249,466	(103,170,480)	(3,880,858)	_	(3,880,858)
Common shares issued for services (Note 9(a))	155,000	32,412	_	(2,675)	_	_	29,737	_	29,737
Subscriptions received (Note 13)		_	_	_	_	_	_	249,749	249,749
Share-based payments (Note 12) Foreign currency translation adjustment of foreign	-	-	-	389,546		-	389,546	_	389,546
operations	_	_	_	_	(2,282)	_	(2,282)	_	(2,282)
Net loss	_	_	_	_		(2,988,699)	(2,988,699)	_	(2,988,699)
Balance – April 30, 2022	85,396,238	75,416,921	_	24,042,518	247,184	(106,159,179)	(6,452,556)	249,749	(6,202,807)

Condensed Consolidated Interim Statements of Cash Flows (Expressed in Canadian dollars) (Unaudited)

(Onaudited)	Three Months Ended April 30, April 30	
	2022	April 30, 2021
	\$	\$
Operating activities		
Net loss	(2,988,699)	(2,443,513)
Adjustments to reconcile net loss to net cash used in operating activities:		
Accretion	17,811	1,293
Change in financial guarantee liability	23,821	_
Change in unrealized gains/losses on warrant liabilities	(353)	(84,045)
Common shares issued for services	29,737	_
Depreciation	4,609	4,609
Foreign exchange loss (gain)	31,929	(83,926)
Other – premium on loans payable	_	(50,949)
Share-based payments	389,546	214,679
Changes in working capital accounts:		
Amounts receivable	313,397	387,518
Prepaids and other current assets	332,959	(341,379)
Accounts payable and accrued liabilities	1,421,539	(390,216)
Due to related parties	181,512	(77,182)
Income tax payable	(160,006)	_
Net cash used in operating activities	(402,198)	(2,863,111)
Financing activities		
Proceeds from issuance of common shares, net	_	2,461,289
Proceeds from loans payable	_	120,000
Proceeds from subscriptions received (Note 13)	249,749	500,120
Shelf prospectus transaction costs	_	(77,195)
Net cash provided by financing activities	249,749	3,004,214
Effects of exchange rate changes on cash	(6,660)	(21,069)
Net change in cash	(159,109)	120,034
Cash – beginning of period	173,513	154,722
Cash – end of period	14,404	274,756

Supplemental cash flow disclosures (Note 14)

Notes to the Condensed Consolidated Interim Financial Statements For the Three Months Ended April 30, 2022 and 2021 (Expressed in Canadian dollars) (Unaudited)

# 1. Nature of Operations and Going Concern

BetterLife Pharma Inc. (the "Company") was incorporated in British Columbia under the Business Corporations Act on June 10, 2002 whose common shares are publicly traded on the Canadian Securities Exchange under the symbol "BETR". The Company is a biopharmaceutical company engaged in the development and commercialization of patented, differentiated and premium quality pharmaceuticals.

These condensed consolidated interim financial statements have been prepared on the going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. Accordingly, no adjustments to the carrying value of the assets and liabilities have been made in these condensed consolidated interim financial statements should the Company no longer be able to continue as a going concern. Any such adjustments could be material. As at April 30, 2022, the Company has not earned any revenue and has an accumulated deficit of \$106,159,179. The continued operations of the Company are dependent on its ability to generate future cash flows through additional financing or commercialization, which have been impacted as a result of the global outbreak of coronavirus ("COVID-19"), weakening of capital markets and global economic impact from the Russia-Ukraine war. Management intends to continue to pursue additional financing through issuances of equity. There is no assurance that additional funding will be available on a timely basis or on terms acceptable to the Company. These events or conditions indicate that a material uncertainty exists that casts substantial doubt on the Company's ability to continue as a going concern.

The head office and principal address of the Company is located at 1275 West 6<sup>th</sup> Avenue, #300, Vancouver, BC, Canada, V6H 1A6.

## 2. Significant Accounting Policies

#### (a) Basis of Compliance

These condensed consolidated 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 IFRS Interpretations Committee.

These condensed consolidated interim financial statements are unaudited and have been prepared in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting, using accounting policies which are consistent with IFRS as issued by the IASB. They do not include all of the information required for full annual consolidated financial statements in compliance with IAS 1, Presentation of Financial Statements.

These condensed consolidated interim financial statements follow the same accounting policies and methods of application as the most recent annual audited consolidated financial statements for the year ended January 31, 2022 and should be read in conjunction with those audited consolidated financial statements. These condensed consolidated interim financial statements were approved by the Board of Directors and authorized for issue on June 28, 2022.

#### (b) Basis of Measurement and Presentation

These condensed consolidated interim financial statements have been prepared on a historical cost basis, except for share-based payment transactions and certain financial instruments which are measured at fair value, and are presented in Canadian dollars.

Notes to the Condensed Consolidated Interim Financial Statements For the Three Months Ended April 30, 2022 and 2021 (Expressed in Canadian dollars) (Unaudited)

# 2. Significant Accounting Policies (continued)

#### (c) Basis of Consolidation

The condensed consolidated interim financial statements incorporate the financial statements of the Company and entities controlled by the Company. Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

Subsidiaries are fully consolidated from the date on which the Company obtains control, and continue to be consolidated until the date that such control ceases. The financial statements of the subsidiaries are prepared for the same period as the parent company, using consistent accounting policies. The Company has consolidated the assets, liabilities, revenues and expenses of its subsidiaries after the elimination of inter-company transactions and balances.

The consolidating entities include:

	% of ownership	Jurisdiction
BetterLife Pharma Inc.	Parent	Canada
MedMelior Inc.	100%	Canada
Blife Therapeutics Inc.	100%	Canada
Altum S1M US Corp.	100% <sup>(1)</sup>	U.S.A.
BetterLife Pharma US Inc.	100%	U.S.A.
Thrudermic, LLC	100%	U.S.A.
BetterLife Europe Pharmaceuticals AG (divested December		
2021) (Note 4)	100%	Lichtenstein
Solmic AG (divested December 2021) (Note 4)	100% <sup>(2)</sup>	Switzerland
Altum Pharma (Australia) Pty Ltd.	100% <sup>(1)</sup>	Australia
Altum Pharmaceuticals (HK) Limited	100% <sup>(1)</sup>	Hong Kong

- (1) Fully-owned subsidiaries of MedMelior Inc.
- (2) Fully-owned subsidiary of BetterLife Europe Pharmaceuticals AG

#### (d) Use of Estimates and Judgments

The preparation of the condensed consolidated interim financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates are based on management's best knowledge of current events and actions that the Company may undertake in the future. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

For critical judgments used by management, refer to the Company's most recent annual audited consolidated financial statements for the year ended January 31, 2022.

Notes to the Condensed Consolidated Interim Financial Statements For the Three Months Ended April 30, 2022 and 2021 (Expressed in Canadian dollars) (Unaudited)

# 2. Significant Accounting Policies (continued)

## (e) Foreign Currency

The Company's presentation currency is the Canadian dollar. The functional currency of the parent entity, BetterLife Pharma Inc., and its subsidiaries, MedMelior Inc. and Blife Therapeutics Inc., is the Canadian dollar. The functional currency of the U.S. subsidiaries, Altum S1M US Corp., BetterLife Pharma US Inc. and Thrudermic, LLC, is the U.S. dollar. The functional currency of the European subsidiaries, BetterLife Europe Pharmaceuticals AG and Solmic AG, is Swiss Francs. The functional currency of the Hong Kong subsidiary, Altum Pharmaceuticals (HK) Limited, is the Hong Kong dollar. The functional currency of the Australian subsidiary, Altum Pharma (Australia) Pty Ltd., is the Australian dollar.

## Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of the Company and its subsidiaries at the exchange rate in effect at the transaction date. Monetary assets and liabilities denominated in other than the functional currency are translated at the exchange rates in effect at the financial position date. The resulting exchange gains and losses are recognized in the condensed consolidated interim statements of comprehensive loss. Nonmonetary assets and liabilities denominated in other than the functional currency that are measured at fair value are translated to the functional currency at the exchange rate at the date that the fair value is determined. Non-monetary items that are measured in terms of historical cost in other than the functional currency are translated using the exchange rate at the date of transaction.

## Foreign operations

For consolidation purposes, the assets and liabilities of foreign operations are translated to the presentation currency using the exchange rate prevailing at the financial position date. The income and expenses of foreign operations are translated to the presentation currency using the average rates of exchange during the period. All resulting exchange differences are recorded as other comprehensive income (loss) and accumulated in a separate component of equity or deficit, described as foreign currency translation adjustment.

#### (f) Comprehensive Income (Loss)

Comprehensive income or loss is the change in net assets arising from transactions and other events and circumstances from non-owner sources. Financial assets that are measured at fair value through other comprehensive income will have revaluation gains and losses included in other comprehensive income or loss until the asset is removed from the condensed consolidated interim statement of financial position. Certain gains and losses on the translation of amounts between the functional and presentation currency of the Company are included in other comprehensive income or loss.

# (g) Income (Loss) Per Share

The Company presents the basic and diluted earnings or loss per share data for its common shares, calculated by dividing the earnings or loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the year. Diluted earnings or loss per share is determined by adjusting the earnings or loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all dilutive potential common shares.

Notes to the Condensed Consolidated Interim Financial Statements For the Three Months Ended April 30, 2022 and 2021 (Expressed in Canadian dollars) (Unaudited)

# 3. New Accounting Pronouncements

The following new accounting standards and interpretations will be adopted by the Company subsequent to April 30, 2022.

# (a) IAS 1 – Presentation of Financial Statements

IAS 1 has been revised to (i) clarify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period and align the wording in all affected paragraphs to refer to the "right" to defer settlement by at least twelve months and make explicit that only rights in place "at the end of the reporting period" should affect the classification of a liability; (ii) clarify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability; and (iii) make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services. The amendments are effective for annual reporting periods beginning on or after January 1, 2023 and are to be applied retrospectively. Earlier application is permitted.

IAS 1 has also been amended to help preparers in deciding which accounting policies to disclose in their financial statements. The amendments are to be applied prospectively and are effective for annual periods beginning on or after January 1, 2023. Earlier application is permitted. The Company does not expect the revisions to have a material impact on its consolidated financial statements.

## (b) IAS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

IAS 8 has been amended to introduce the definition of an accounting estimate and include other amendments to help entities distinguish changes in accounting estimates from changes in accounting policies. The amendments are effective for annual periods beginning on or after January 1, 2023 and changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted. The Company does not expect the amendment to have a material impact on its consolidated financial statements.

The following new accounting standards and interpretations were adopted by the Company at February 1, 2022.

#### (c) IAS 16 – Property, Plant and Equipment ("IAS 16")

IAS 16 has been amended to prohibit a company from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, a company will recognize such sales proceeds and related cost in profit or loss. The amendments are effective for annual periods beginning on or after January 1, 2022. The amendment did not have a material impact on the Company's condensed consolidated interim financial statements.

# (d) IAS 37 – Provisions, Contingent Liabilities and Contingent Assets ("IAS 37")

IAS 37 has been amended to clarify that for the purpose of assessing whether a contract is onerous, the cost of fulfilling the contract includes both the incremental costs of fulfilling that contract and an allocation of other costs that relate directly to fulfilling contracts. The amendments are effective for annual periods beginning on or after January 1, 2022. The amendment did not have a material impact on the Company's condensed consolidated interim financial statements.

Notes to the Condensed Consolidated Interim Financial Statements For the Three Months Ended April 30, 2022 and 2021 (Expressed in Canadian dollars) (Unaudited)

#### 4. Sale of Assets

On December 17, 2021, the Company signed a share contract with an unrelated third party (the "BetterLife Europe Purchaser") for the sale of 100% of the issued and outstanding common shares of BetterLife Europe Pharmaceuticals AG ("BetterLife Europe"). Pursuant to the sale of BetterLife Europe, the Company's Solmic patents, having a carrying amount of \$nil, and Solmic AG, fully-owned subsidiary of BetterLife Europe, were transferred to the BetterLife Europe Purchaser and the Company is no longer pursuing commercialization of cannabis products in Europe. Consideration of the sale was \$246,041 (€170,000).

The Company evaluated the disposal of BetterLife Europe in accordance with IFRS 5, Non-current Assets Held for Sale and Discontinued Operations, and determined that it did not meet the definition of discontinued operations as it did not represent a separate major line of business.

## 5. Equipment

Cost	Equipment \$
Balance, April 30, 2022, January 31, 2022 and January 31, 2021	44,553
Accumulated Depreciation	
Balance, January 31, 2021 Depreciation	7,682 18,436
Balance, January 31, 2022 Depreciation	26,118 4,609
Balance, April 30, 2021	30,727
Net book value, April 30, 2022	13,826
Net book value, January 31, 2022	18,435

# 6. Intangible Assets

- (a) BETR-001: BETR-001 is a nontoxic second-generation Lysergic Acid Diethylamide ("LSD") derivative molecule that mimics the projected therapeutic potential of LSD in the treatment of disorders such as severe depression, substance dependencies, post-traumatic stress disorder, and migraines.
- (b) BETR-002: BETR-002 is a formulation of a derivative of dihydrohonokiol, a known anti-anxiety compound, with potential for treatment of benzodiazepine dependency, anxiety and spasticity.
- (c) MM-001: MM-001 is a topical Interferon α2b ("IFNα2b") product for the treatment of Human Papiloma Virus ("HPV") infection that can cause cervical cancer. In 2017, MedMelior entered into a patent license agreement with Altum-Avro Pharma Partnership ("AAPP") to license the development of the technology involving the formation of biphasic lipid vesicles for use as a vehicle for administration of a biologically active material ("BiPhasix™ Technology"). The BiPhasix™ Technology is a novel encapsulation and delivery platform technology. BiPhasix-encapsulated interferon IFNα2b for use in treatment of HPV-cervical dysplasia. Consideration of the patent license agreement included:

Notes to the Condensed Consolidated Interim Financial Statements For the Three Months Ended April 30, 2022 and 2021 (Expressed in Canadian dollars) (Unaudited)

## **6. Intangible Assets** (continued)

- Five percent (5%) of the inventory of any and all product produced by MedMelior to be paid in kind to AAPP.
- Milestone payments:
  - \$3 million upon initiation of the first Phase 3 trial in any global territory except for eastern European territories,
  - \$5 million upon first submission of New Drug Application or similar for approval in any global territory except for eastern European territories, and
  - \$10 million upon first commercial sale in any global territory except for eastern European territories.
- Royalties:
  - o 8% on annual net sales up to \$50 million,
  - o 10% on annual net sales on the next \$25 million, and
  - 12.5% on annual net sales above \$75 million.
- 30% of any upfront payments that MedMelior receives from a third person in respect of development, licensing, manufacturing or distribution rights.
- (d) MM-003: MM-003 is a patent pending IFN $\alpha$ 2b inhalation formulation for the treatment of viral infections. The MM-003 program is in pre-clinical stage of development.
- (e) AP-002: AP-002 is an oral gallium-based novel small molecule. The finished drug product is an enteric protected tablet for oral administration.

#### 7. Convertible Debenture

	Convertible Debenture \$
Balance, January 31, 2021	500,000
Repayment	(250,000)
Debt modification	(56,264)
Accretion and interest	44,144
Balance, January 31, 2022	237,880
Accretion and interest	16,398
Balance, April 30, 2022	254,278

On September 4, 2020, the Company issued an unsecured convertible debenture with a non-related party for \$500,000. The debenture bears interest at 8% per annum, had an original maturity date of December 3, 2020 and is convertible into common shares at a conversion price equal to \$1.15 per common share. On April 1, 2021, the maturity date was amended to May 3, 2022. On June 3, 2021, \$250,000 of the note was repaid. The effective interest rate for the remaining terms of the convertible debenture had been determined as 12% per annum.

Notes to the Condensed Consolidated Interim Financial Statements For the Three Months Ended April 30, 2022 and 2021 (Expressed in Canadian dollars) (Unaudited)

# 8. Loans Payable

•	Loans Payable \$	Current \$	Long-term \$
Balance, January 31, 2021	_		
Proceeds from loans payable	120,000		
Premium on loans payable Accretion	(50,949) 5,508		
Balance, January 31, 2022	74,559	40,000	34,559
Accretion	1,413		
Balance, January 31, 2022	75,972	40,000	35,972

In February 2021, the Company and its wholly-owned subsidiary, MedMelior, each entered into Canada Emergency Business Account ("CEBA") term loan agreements for \$60,000 with an initial expiry date of December 31, 2023 and interest rate of nil% per annum during this initial term. The CEBA term loan agreements also provide for an extended maturity date of December 31, 2025 and interest rate of 5% per annum during the extended term.

#### 9. Common Shares

Authorized: Unlimited number of common shares without par value

During the three months ended April 30, 2022:

(a) The Company issued 2,500 common shares, with fair value totaling \$2,675, to a third party pursuant to vesting of restricted stock units (Note 12(a)) and 152,500 common shares, with fair value of \$29,740 to a third party for services rendered.

During the three months ended April 30, 2021:

- (b) The Company issued 2,500 common shares, with fair value totaling \$2,675, to a third party pursuant to vesting of restricted stock units and 23,724 common shares, with fair value of \$40,331 as settlement of amounts payable.
- (c) In February and March 2021, the Company issued 1,779,883 common shares at price of \$1.40 per share for gross proceeds of \$2,491,766. Share issue costs consisted of issuances of 210,771 common shares with fair value of \$287,413 and other transaction costs of \$30,477.
- (d) On April 3, 2021, 5,589,735 special warrants were exercised pursuant to which the Company issued 6,372,298 common shares, valued at \$2,794,868, and 6,372,298 warrants with an exercise price of \$0.60 and expiry date of December 1, 2023. Pursuant to the exercise, \$572,565 of issue costs related to the special warrants have been reclassified from reserves into common shares on the condensed consolidated interim statements of changes in deficit.

Notes to the Condensed Consolidated Interim Financial Statements For the Three Months Ended April 30, 2022 and 2021 (Expressed in Canadian dollars) (Unaudited)

## 9. Common Shares (continued)

The following table summarizes the continuity of special warrants:

	Number of	Exercised Into Common	
	Special Warrants	Shares	Warrants
Balance, January 31, 2021 Exercised into 1.14 common shares and	5,589,735	330,000	330,000
warrants	(5,589,735)	6,372,298	6,372,298
Balance, April 30 and January 31, 2022	_	6,702,298	6,702,298

- (e) In April 2021, \$500,120 of subscription proceeds were received by the Company.
- (f) On April 26, 2021, the Company filed and obtained a receipt for a final base shelf prospectus (the "Shelf Prospectus") filed with the securities regulatory authorities in British Columbia, Alberta and Ontario, Canada. The Shelf Prospectus is valid for a 25-month period, during which time the Company may issue an aggregate offering amount of up to \$100 million of common shares, preferred shares, warrants, subscription receipts, units, and debt securities (the "Securities") in amounts and at prices on the terms based on market conditions at the time of sale and set forth in an accompanying prospectus supplement ("Prospectus Supplement"). Unless otherwise specified in a Prospectus Supplement, the net proceeds from the sale of Securities may be used for general corporate and working capital requirements, funding product program costs, or for other corporate purposes. Each Prospectus Supplement will contain specific information concerning the use of proceeds from that sale of the Securities. There is no certainty that any Securities will be offered or sold under the Shelf Prospectus within the 25-month period. During the three months ended April 30, 2021, the Company incurred \$77,195 of costs related to the filing of the Shelf Prospectus.

#### 10. Share Purchase Warrants

#### (a) Warrant liabilities

At April 30, 2022, the Company has 252,595 share purchase warrants with exercise prices denominated in U.S. dollars. When non-compensatory warrants have an exercise price denominated in a currency which is different from the functional currency of the Company (Canadian dollar), the warrants are treated as a financial liabilities. These warrants are therefore classified as a financial liabilities with changes in fair value recognized in the condensed consolidated interim statements of comprehensive loss. The warrant liabilities are measured using Level 3 inputs within the fair value hierarchy.

Notes to the Condensed Consolidated Interim Financial Statements For the Three Months Ended April 30, 2022 and 2021 (Expressed in Canadian dollars) (Unaudited)

# 10. Share Purchase Warrants (continued)

The following table summarizes the continuity of liability-classified share purchase warrants:

	Number of Warrants	Weighted Average Exercise Price US\$	Liability Amount \$
Balance, January 31, 2021	252,595	1.44	131,603
Change in fair value	—	-	(131,250)
Balance, January 31, 2022	252,595	1.44	353
Change in fair value	—	-	(353)
Balance, April 30, 2022	252,595	1.44	_

At April 30, 2022, the following liability-classified share purchase warrants were outstanding:

Number of Warrants	Exercise Price US\$	Expiry Date	Weighted average remaining contractual life (years)
252,595	1.44	August 6, 2022	0.27

The fair value of warrant liabilities at April 30, 2022 was determined using the Black-Scholes option pricing model, using the following assumptions:

• Risk free interest rate: 0.72%

Volatility: 84%

Market price of common shares on valuation date: \$0.11

Expected dividends: Nil%
Expected life: 0.27 years
Exercise price: US\$1.44

#### (b) Equity-classified warrants

The following table summarizes the continuity of equity-classified share purchase warrants:

	Number of Warrants	Weighted Average Exercise Price \$
Balance, January 31, 2021	8,374,396	2.90
Granted	30,126,643	0.52
Expired	(7,241,912)	(2.98)
Balance, January 31, 2022	31,259,127	0.59
Expired	(705,800)	(2.51)
Balance, April 30, 2022	30,553,327	0.55

Notes to the Condensed Consolidated Interim Financial Statements For the Three Months Ended April 30, 2022 and 2021 (Expressed in Canadian dollars) (Unaudited)

## 10. Share Purchase Warrants (continued)

At April 30, 2022, the following equity-classified share purchase warrants were outstanding:

Number of Warrants	Exercise Price \$	Expiry Date
211,463	2.30	July 30, 2022
201,221	2.30	August 6, 2022
200,000	1.21	March 28, 2023
238,095	0.27	September 26, 2023
6,386,298	0.60	December 1, 2023
23,316,250	0.50	May 28, 2024
30,553,327		

During the three months ended April 30, 2021, fair values of equity-classified warrants issued of \$124,382 was recorded within consulting fees in the Company's condensed consolidated interim statements of comprehensive loss.

# 11. Compensation Options

The following table summarizes the continuity of compensation options:

			Weighted Average
		Weighted	Remaining
	Number	Average	Contractual
	of Options	Exercise Price	Life (years)
Outstanding and exercisable, January 31, 2021	471,178	0.50	2.83
Granted	2,015,625	0.40	3.00
Outstanding and exercisable, April 30 and			
January 31, 2022	2,486,803	0.42	1.99 / 2.23

## 12. Long-term Incentive Plans

Effective October 1, 2019, the Company adopted a long-term incentive plan. Under this plan, the Company may grant share purchase options, RSUs, PSUs or deferred share units to its directors, officers, employees and consultants up to an amount as determined by the Company and will be no more than 10% of its outstanding common shares on a fully-diluted basis. RSUs, PSUs and deferred share units are settled in common shares. The exercise price of the share purchase options will be determined by the Company and will be no less than market price on grant date.

Effective June 29, 2018, the Company's subsidiary, MedMelior, adopted a stock option plan. Under this plan, MedMelior may grant options to its directors, officers, employees and consultants up to an amount as determined by MedMelior The exercise price of the stock options will be determined by MedMelior.

Notes to the Condensed Consolidated Interim Financial Statements For the Three Months Ended April 30, 2022 and 2021 (Expressed in Canadian dollars) (Unaudited)

## 12. Long-term Incentive Plans (continued)

#### (a) Restricted Stock Units

The following table summarizes the continuity of the Company's RSUs:

	Number of RSUs
Outstanding, January 31, 2021	25,000
Common shares issued on vesting	(15,000)
Outstanding, January 31, 2022	10,000
Common shares issued on vesting	(2,500)
Outstanding, April 30, 2022	7,500

The fair value of share-based payment expense was determined using market value of the share price on grant date. RSUs are settled by delivery of a notice of settlement by the RSU holder or, if no notice of settlement is delivered, on the last vesting date. At April 30, 2022, no outstanding RSUs were vested (January 31, 2022 – Nil). During the three months ended April 30, 2022, the Company recognized \$1,945 of share-based payment expense related to its RSUs (three months ended April 30, 2021 - \$11,422) within consulting fees in its condensed consolidated interim statements of comprehensive loss.

# (b) Performance Stock Units

The following table summarizes the continuity of the Company's PSUs:

	Number of PSUs
Outstanding, April 30, 2022, January 31, 2022 and January 31, 2021	25,000

PSUs vested on March 31, 2021 and are settled by delivery of a notice of settlement by the PSU holder. At April 30, 2022, 25,000 PSUs were vested (January 31, 2022 – 25,000). During the three months ended April 30, 2022, the Company did not recognize any share-based payment expense related to its PSUs (three months ended April 30, 2021 - \$nil).

#### (c) Share Purchase Options

The following table summarizes the continuity of the Company's share purchase options:

Notes to the Condensed Consolidated Interim Financial Statements For the Three Months Ended April 30, 2022 and 2021 (Expressed in Canadian dollars) (Unaudited)

# 12. Long-term Incentive Plans (continued)

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (years)
Outstanding, January 31, 2021	2,922,712	2.56	2.19
Granted	1,270,000	0.48	2.41
Forfeited	(1,782,712)	(3.51)	–
Outstanding, January 31, 2022	2,410,000	0.76	1.98
Granted	2,100,000	0.17	3.00
Outstanding, April 30, 2022	4,510,000	0.49	2.25

Additional information regarding share purchase options as of April 30, 2022, is as follows:

Options Outstanding	Options Exercisable	Exercise Price \$	Expiry Date
10,000	5,000	0.27	December 31, 2022
40,000	20,000	1.80	January 4, 2023
10,000	10,000	2.50	January 20, 2023
700,000	416,667	0.63	April 28, 2023
20,000	20,000	0.275	September 27, 2023
20,000	20,000	0.29	November 28, 2023
840,000	840,000	0.77	December 8, 2023
520,000	520,000	0.295	October 13, 2024
2,100,000	700,003	0.17	February 28, 2025
180,000	122,500	1.80	May 5, 2025
50,000	25,000	2.40	May 10, 2025
20,000	10,000	1.80	May 21, 2025
4,510,000	2,709.170		

The fair value of share-based payment expense was estimated using the Black-Scholes option pricing model and the following assumptions:

Dates of grant: May 7, 2020 to March 1, 2022

• Risk free interest rate: 0.20% to 1.42%

Volatility: 80% to 173%

Market price of common shares on grant date: \$0.175 to \$1.79

Expected dividends: Nil%

• Expected life: Two (2) to five (5) years

• Exercise price: \$0.17 to \$1.80

Fair values of share purchase options at each measurement date ranged between \$0.14 to \$0.92. For the three months ended April 30, 2022, share-based payment expense related to share purchase options totaled \$204,346 and have been recorded in the Company's condensed consolidated interim statements of comprehensive loss (three months ended April 30, 2021 - \$78,875). \$204,085 of share-based payment expense have yet to be recognized and will be recognized in future periods.

Notes to the Condensed Consolidated Interim Financial Statements For the Three Months Ended April 30, 2022 and 2021 (Expressed in Canadian dollars) (Unaudited)

# 12. Long-term Incentive Plans (continued)

## (d) Share Purchase Options of MedMelior

The following table summarizes the continuity of MedMelior's share purchase options:

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (years)
Outstanding, January 31, 2021	4 400 000	-	-
Granted Outstanding April 20 and January 21, 2022	1,100,000	0.10	3.00
Outstanding, April 30 and January 31, 2022	1,100,000	0.10	2.67 / 2.91

Additional information regarding share purchase options of MedMelior as of April 30, 2022, is as follows:

Options Outstanding	Options Exercisable	Exercise Price \$	Expiry Date
1,100,000	275,000	0.10	December 28, 2024

The fair value of share-based payment expense was estimated using the Black-Scholes option pricing model and the following assumptions:

Date of grant: December 29, 2021Risk free interest rate: 1.181%

• Volatility: 90%

Market price of common shares on grant date: \$0.83

Expected dividends: Nil%Expected life: Three (3) years

• Exercise price: \$0.10

Fair value of the options at the measurement date was \$0.75. For the three months ended April 30, 2022, share-based payments related to share purchase options totaling \$183,255 and have been recorded in the Company's condensed consolidated interim statements of comprehensive loss (three months ended April 30, 2021 - \$nil). \$365,181 of share-based payment expense has yet to be recognized and will be recognized in future periods.

Notes to the Condensed Consolidated Interim Financial Statements For the Three Months Ended April 30, 2022 and 2021 (Expressed in Canadian dollars) (Unaudited)

## 13. Non-controlling Interests

As at April 30, 2022, non-controlling interests include \$249,749 of subscriptions received by MedMelior for common shares to be issued (January 31, 2022 - \$nil).

## 14. Supplemental Cash Flow Disclosures

	April 30, 2022 \$	April 30, 2021 \$
Non-cash investing and financing activities:		
Common shares issued for services	29,740	_
Common shares and warrants issued on exercise of special		
warrants	_	2,794,868
Common shares issued as share issue costs	_	287,413

## 15. Related Party Transactions

## **Key Management Compensation**

Key management includes those persons having authority and responsibility for planning, directing and controlling the activities, directly or indirectly, of the Company and includes the chief executive officer, chief operating officer and chief financial officer. During the three months ended April 30, 2022, compensation of key management and directors of the Company totaled \$554,332 (three months ended April 30, 2021 – \$366,660), and consisted of salaries, consulting fees, directors' fees and share-based payments. During the three months ended April 30, 2022:

- 1,900,000 stock options were granted to directors and officers (three months ended April 30, 2021 700,000),
- There were no stock options for key management or directors that were forfeited (three months ended April 30, 2021 605,655).

At April 30, 2022, the Company owed \$326,378 to current and former key management and directors (January 31, 2022 - \$144,867) and accounts payable and accrued liabilities include \$511,680 owed to a former pre-Amalgamation director of MedMelior (January 31, 2022 - \$466,363). During the three months ended April 30, 2022, \$42,290 of settlement expense related to this former director of MedMelior was included in settlements, net on the condensed consolidated interim statements of comprehensive loss.

#### 16. Commitments and Contingencies

(a) In November 2019, the Company's former Chief Executive Officer filed an originating application with the Superior Court in the province of Quebec for damages stemming from a termination of employment. The former Chief Executive Officer is seeking payment of amounts totaling approximately \$1 million, exercisability of his stock options until the original expiry dates, issuance of 600,000 stock options and an order that the Company not issue further common shares. The Company believes the claim is unfounded and intends to vigorously defend these claims.

Notes to the Condensed Consolidated Interim Financial Statements For the Three Months Ended April 30, 2022 and 2021 (Expressed in Canadian dollars) (Unaudited)

# 16. Commitments and Contingencies (continued)

- (b) In March 2021, Olymbec Development Inc. ("Olymbec") filed a judicial demand before the Superior Court (Civil Division) of Quebec and a judgement for a safeguard order was obtained by Olymbec against Pivot, a former subsidiary, and the Company, as guarantor of the lease at 285-295 Kesmark Street, Quebec (the "Lease"), ordering Pivot and the Company to jointly pay the full amount of the lease on the first day of each month. In May 2021, a judgement for a safeguard order was issued ordering Pivot and the Company to provide post-dated cheques for monthly lease payments for the months of June through November 2021. In June 2021, a judgement granted Pivot and the Company until June 30, 2021 to pay the outstanding lease totaling \$124,223 and to deliver post-dated cheques each in the amount of \$49,410.51 for monthly lease payments for the months of July through November 2021 (completed). Olymbec is also claiming administrative fees of approximately \$36,500 resulting from Pivot's default on its monthly lease. The Company is assessing options available to contest the judicial demand from Olymbec and mitigate its damages. The Company has not accrued any amounts as of April 30, 2022 as management has assessed the likelihood of payment to be unlikely.
- (c) The Company is a guarantor on the Lease (Note 16(b)), which was assigned together with the sale of Pivot in December 2020 pursuant to which the Company has recorded an allowance for financial guarantee liability of \$1,107,116 (January 31, 2022 \$1,083,295) based on its best estimate of potential future loss.

The following table summarizes the continuity of financial guarantee liability:

	Financial Guarantee Liability \$	Current \$	Long-term \$
Balance, January 31, 2021 Change in carrying value	182,200 1,224,522	182,200	
Balance, January 31, 2022 Change in carrying value	1,083,295 23,821	218,780	864,515
Balance, April 30, 2022	1,107,116	385,280	721,836

In October 2021, the Company filed an application for a bankruptcy order ("Application") against Pivot in the Superior Court (Commercial Division) of Quebec. Pivot is the lessee of the "Lease and had not met its Lease liabilities upon which the Company, as guarantor, was required to meet following the safeguard orders issued by the Superior Court (Civil Division) of Quebec (Note 15(b)). In March 2022, the Company and Pivot signed a settlement agreement pursuant to which Pivot would make a lump sum payment of \$300,000 to the Company as follows: \$150,000 on or before April 1, 2022 and \$150,000 on or before May 31, 2022 (the "Transaction"), which was homologated by the Superior Court (Commercial Division) of Quebec on March 28, 2022. During the three months ended April 30, 2022, \$150,000 of settlement income was received and has been recorded in settlements, net on the condensed consolidated interim statements of comprehensive loss. Subsequent to April 30, 2022, the remaining \$150,000 was received and, on June 13, 2022, the Application was withdrawn by the Company.

Notes to the Condensed Consolidated Interim Financial Statements For the Three Months Ended April 30, 2022 and 2021 (Expressed in Canadian dollars) (Unaudited)

## 16. Commitments and Contingencies (continued)

- (d) The Company and MedMelior were named as defendants in a lawsuit filed in the Supreme Court of the State of New York, New York County, by MedMelior's former pre-Amalgamation director pursuant to which a verified complaint was filed on January 20, 2022 seeking compensatory and punitive damages in amounts believed by the Company to be in excess of US\$2 million and US\$10 million, respectively. During March 2022, the Company filed a motion to dismiss the verified complaint on the basis of inconvenient forum and for lack of jurisdiction. The Company is aware that, on April 29, 2022, this former director filed a separate, parallel action against, among others, the Company and MedMelior in the United States District Court for the Southern District of New York, asserting substantially the same claims as in the state-court action. The Company believes both claims to be unfounded.
- (e) In January 2022, a statement of claim was filed against the Company by a third party for breach of a marketing contract in the amount of \$64,500, which has been included in accounts payable and accrued liabilities, plus interest and costs. The Company denies the claim and filed a statement of defense and counterclaim in April 2022.
- (f) At April 30, 2022, certain of the Company's research and development programs, with a total contracted amount of \$5.65 million, were in progress of which the Company has paid \$2.80 million and a further \$2.85 million remains to be paid in future periods.

# 17. Operating Segment

The Company operates in one industry segment, development and commercialization of patented, differentiated and premium quality pharmaceuticals within one geographical area. All of the Company's long-lived assets are located in Canada.

#### 18. Fair Value Measurements

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

Financial assets and liabilities measured at fair value in the statement of financial position are grouped into three levels of fair value hierarchy. The three levels are defined based on the observability of the significant inputs to the measurement, as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and,
- Level 3: unobservable inputs for the assets or liabilities.

Assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the placement within the fair value hierarchy level.

Notes to the Condensed Consolidated Interim Financial Statements For the Three Months Ended April 30, 2022 and 2021 (Expressed in Canadian dollars) (Unaudited)

## **18. Fair Value Measurements** (continued)

The carrying values of cash, amounts receivable, due to related parties and amounts payable and accrued liabilities approximate the fair values due to the short-term nature of these items. The fair values of convertible debenture, financial guarantee liability and loans payable are partially derived from market interest rates. The risk of material change in fair value is not considered to be significant due to a relatively short-term nature. The Company does not use derivative financial instruments to manage this risk.

The following is an analysis of the Company's financial assets and liabilities at fair value as at April 30 and January 31, 2022:

	As at April 30, 2022		
	Level 1 \$	Level 2 \$	Level 3
Cash Amounts receivable	14,404		
Total financial assets	14,404	19,710	
Accounts payable and accrued liabilities	_	4,798,465	_
Due to related parties Financial guarantee liability		326,378	- 1,107,116
Convertible debenture	_	254,278	-
Loans payable		75,972	
Total financial liabilities	_	5,455,093	1,107,116

	As at January 31, 2022		
	Level 1	Level 2	Level 3
	\$	\$	\$
Cash	173,513	_	_
Amounts receivable	—	324,993	
Total financial assets	173,513	324,993	
Accounts payable and accrued liabilities  Due to related parties		3,341,261	_
	_	144,867	_
Financial guarantee liability	_	, <u> </u>	1,083,295
Convertible debenture Loans payable Warrant liabilities	_	237,880	-
	_	74,559	-
	_	-	353
Total financial liabilities		3,798,567	1,083,648

There were no transfers between level 1, 2 and 3 inputs during the year.

Notes to the Condensed Consolidated Interim Financial Statements For the Three Months Ended April 30, 2022 and 2021 (Expressed in Canadian dollars) (Unaudited)

## 19. Management of Financial Risk

The Company's financial instruments are exposed to certain risks as summarized below:

## (a) Credit risk

Credit risk is the risk of loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's cash is held through reputable financial institutions in Canada, U.S. and Australia. The carrying amount of cash represent the maximum exposure to credit risk. As at April 30, 2022, this amounted to \$14,404.

## (b) Interest rate risk

Interest rate risk is the risk that fair values of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risk.

# (c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet is financial obligations as they come due. The Company manages liquidity risk through the management of its capital structure (Note 20). Accounts payable and accrued liabilities, due to related parties, convertible debenture and the current portions of financial guarantee liability and loans payable are due within the current operating period.

The table below summarizes the maturity profile of the Company's financial liabilities at April 30, 2022 based on contractual undiscounted payments:

	0 – 12 Months \$	12 – 24 Months \$
Accounts payable and accrued liabilities	4,798,465	_
Due to related parties	326,378	_
Financial guarantee liability	385,280	721,836
Convertible debenture	254,278	_
Loans payable	40,000	35,972

## (d) Currency risk

Currency risk is the risk of loss due to fluctuation of foreign exchange rates and the effects of these fluctuations on foreign currency denominated monetary assets and liabilities. A 5% change in exchange rates will increase or decrease the Company's loss by approximately \$147,600. The Company does not invest in derivatives to mitigate these risks.

Notes to the Condensed Consolidated Interim Financial Statements For the Three Months Ended April 30, 2022 and 2021 (Expressed in Canadian dollars) (Unaudited)

# 20. Management of Capital

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development and commercialization of patented, differentiated and premium quality pharmaceuticals, and to maintain a flexible capital structure. The Company considers its capital to be its equity.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of its assets. To maintain or adjust its capital structure, the Company may issue new common shares or debentures, acquire or dispose of assets or adjust the amount of cash.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. In order to maximize ongoing development efforts, the Company does not pay out dividends. There are no external restrictions on the Company's capital.

# 21. Events After the Reporting Date

- (a) In June 2022, the Company issued 5,000 common shares to a third party pursuant to vesting of restricted stock units.
- (b) Subsequent to April 30, 2022, subscription proceeds of US\$100,000 were received by MedMelior.
- (c) In June 2022, MedMelior issued 193,333 units for gross proceeds of US\$145,000. Each unit consisted of one common share and one half of one share purchase warrant with an exercise price of US\$1.25 and expiry date of June 12, 2024.