



AURA HEALTH CORP.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2018 AND 2017

(EXPRESSED IN CANADIAN DOLLARS)

NOTICE TO READER

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

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

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

AURA HEALTH CORP.Unaudited Condensed Interim Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

	As at June 30, 2018	As at December 31, 2017
	\$	\$
<u>ASSETS</u>		
Current		
Cash	236,683	499,475
HST and other receivables (Note 12)	20,729	16,182
Prepaid expenses	35,096	35,092
	292,508	550,749
Investment in joint ventures (Note 6)	296,178	386,124
Total Assets	588,686	936,873
<u>LIABILITIES</u>		
Current		
Accounts payable and accrued liabilities (Notes 7 and 12)	432,566	533,400
Convertible debentures (Note 11)	527,674	-
	960,240	533,400
Non-Current		
Convertible debentures (Note 11)	614,298	1,032,822
Derivative liability (Note 11)	6,900	13,200
Total Liabilities	1,581,438	1,579,422
<u>SHAREHOLDERS' DEFICIENCY</u>		
Share capital (Note 8)	410,749	410,749
Shares to be issued (Notes 8 and 12)	6,356	6,356
Equity component of convertible debentures (Note 11)	32,043	32,043
Reserve for share-based payments (Note 9)	80,000	80,000
Reserve for warrants (Note 10)	188,922	188,922
Accumulated other comprehensive (loss) income	(18,912)	3,861
Accumulated deficit	(1,691,910)	(1,364,480)
Total Shareholders' Deficiency	(992,752)	(642,549)
Total Liabilities and Shareholders' Deficiency	588,686	936,873

Nature of operations and going concern (Note 1)
 Commitments (Note 13)
 Subsequent events (Note 15)

APPROVED ON BEHALF OF THE BOARD

"Chris Carl" (signed)
 Director

"David Posner" (signed)
 Director

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

AURA HEALTH CORP.

Unaudited Condensed Interim Consolidated Statements of Loss and Comprehensive Loss

For the three and six months ended June 30, 2018 and 2017

(Expressed in Canadian Dollars)

	Three months ended June 30, 2018	Three months ended June 30, 2017	Six months ended June 30, 2018	Six months ended June 30, 2017
	\$	\$	\$	\$
<u>Expenses</u>				
Management and consulting fees (Note 12)	10,000	81,945	10,000	153,945
Professional fees (Note 12)	114,229	103,330	136,929	177,537
Filing fees	3,955	-	3,955	3,134
Office and general	389	1,474	657	3,134
Travel and promotion	4,569	-	4,569	-
Share-based compensation (Note 9)	-	-	-	80,000
	(133,142)	(186,749)	(156,110)	(414,616)
<u>Other Expenses (Income)</u>				
Foreign exchange gain (loss)	13,145	(20,480)	28,771	(19,007)
Finance cost (Note 11)	(51,296)	(20,974)	(100,476)	(26,112)
Equity loss from joint venture (Note 6)	(48,736)	(45,014)	(105,915)	(50,078)
Fair value change in derivative liability (Note 11)	2,650	-	6,300	-
	(84,237)	(86,468)	(171,320)	(95,197)
Net Loss	(217,379)	(273,217)	(327,430)	(236,596)
<u>Other Comprehensive Loss</u>				
Exchange (loss) gain on translation of foreign	(10,915)	7,675	(22,773)	(6,022)
Net Loss and Comprehensive Loss	(228,294)	(265,542)	(350,203)	(242,618)
<u>Weighted Average Shares Outstanding</u>				
- Basic and diluted	16,630,000	16,550,000	16,630,000	16,550,000
<u>Loss per Share</u>				
- Basic and diluted	(0.01)	(0.02)	(0.02)	(0.03)

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

AURA HEALTH CORP.

Unaudited Condensed Interim Consolidated Statements of Cash Flows

For the three and six months ended June 30, 2018 and 2017

(Expressed in Canadian Dollars)

	Three months ended June 30, 2018	Three months ended June 30, 2017	Six months ended June 30, 2018	Six months ended June 30, 2017
	\$	\$	\$	\$
<u>Operating Activities</u>				
Net loss for the period	(217,379)	(273,217)	(327,430)	(236,596)
Adjustments for non-cash items:				
Share-based compensation (Note 9)	-	-	-	80,000
Equity loss from joint venture (Note 6)	48,736	45,014	105,915	50,078
Foreign exchange gain	(2,287)	-	(7,299)	-
Fair value change in derivative liability (Note 11)	(2,650)	-	(6,300)	-
Finance cost (Note 11)	51,296	20,974	100,476	26,112
	(122,284)	(207,229)	(134,638)	(353,623)
Net change in non-cash working capital items:				
HST and other receivables	(1,601)	839	(4,547)	(4,316)
Prepaid expenses	-	(34,998)	-	(34,998)
Accounts payable and accrued liabilities (Note 7)	(17,504)	81,796	(100,834)	135,780
	(19,105)	47,637	(105,381)	96,466
Cash Flows (used in) Operating Activities	(141,389)	(159,592)	(240,019)	(257,157)
<u>Financing Activities</u>				
Shares to be issued	-	8,475	-	8,475
Proceeds from debentures financing (Note 11)	-	288,000	-	288,000
Cash Flows from Financing Activities	-	296,475	-	296,475
<u>Investing Activities</u>				
Investments in joint venture (Note 6)	-	(68,645)	-	(207,608)
Cash Flows (used in) Investing Activities	-	(68,645)	-	(207,608)
(Decrease) increase in cash	(141,389)	68,238	(240,019)	(168,290)
Effects of foreign exchange on cash	(10,914)	-	(22,773)	-
Cash, beginning of period	388,986	-	499,475	482,711
Cash, end of period	236,683	314,421	236,683	314,421

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

AURA HEALTH CORP.

Unaudited Condensed Interim Consolidated Statements of Changes of Shareholders' Equity

For the six months ended June 30, 2018 and 2017

(Expressed in Canadian Dollars)

	Share Capital		Reserves				Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total
	Number of Shares	Amount	Shares to be Issued	Conversion Component of convertible debentures	Reserve for Share-Based Payments	Reserve for Warrants			
	#	\$	\$	\$	\$	\$			
Balance, December 31, 2016	16,550,000	404,749	-	32,043	-	188,006	(153)	(209,143)	415,502
Warrants issued on private placement	-	-	-	-	-	200	-	-	200
Stock-based compensation (Note 9)	-	-	-	-	80,000	-	-	-	80,000
Shares to be issued	-	-	8,476	-	-	-	-	-	8,476
Conversion component of convertible debentures	-	-	-	61,920	-	-	-	-	61,920
Exchange gain on translating foreign operations	-	-	-	-	-	-	1,653	-	1,653
Net loss for the period	-	-	-	-	-	-	-	(509,813)	(509,813)
Balance, June 30, 2017	16,550,000	404,749	8,476	93,963	80,000	188,206	1,500	(718,956)	57,938
Balance, December 31, 2017	16,630,000	410,749	6,356	32,043	80,000	188,922	3,861	(1,364,480)	(642,549)
Exchange (loss) on translating foreign operations	-	-	-	-	-	-	(22,773)	-	(22,773)
Net loss for the period	-	-	-	-	-	-	-	(327,430)	(327,430)
Balance, June 30, 2018	16,630,000	410,749	6,356	32,043	80,000	188,922	(18,912)	(1,691,910)	(992,752)

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

AURA HEALTH CORP.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements

Six months ended June 30, 2018 and 2017

(Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Aura Health Corp. (“Aura” or the “Company”) invests in entities that acquire and develop medical marijuana certification clinics in the United States (the “US”). The medical health clinics examine prospective patients and issue medical-use certificates to qualified patients in the US. The Company was incorporated on November 8, 2016 by Articles of Incorporation under the laws of the Province of Ontario, Canada. The address of the Company’s registered office is 77 King Street West, Suite 2905, Toronto, Ontario M5K 1H1.

On August 9, 2018, Aura and Lamêlée Iron Ore Ltd. (“Lamêlée”) completed a reverse takeover transaction (“RTO Transaction”), whereby the shareholders of Aura will hold a majority of the outstanding common shares of the resulting public entity (the “Resulting Issuer”). Pursuant to the Securities Exchange Agreement, all Aura shares were exchanged for common shares of Lamêlée. Concurrent with the closing of the RTO Transaction, the Resulting Issuer is continuing on with the business of the Company and changed its name to Aura Health Inc. See Note 15 for details.

As at June 30, 2018, the Company had a working capital deficiency of \$667,732 (December 31, 2017 – working capital of \$17,349), had not yet achieved profitable operations, had accumulated losses of \$1,691,910 (December 31, 2017 – \$1,364,480), and currently expects to incur further losses in the development of its business. There is no assurance that the investments made by the Company and any future investments will be successful and profitable, and as such, there is a significant uncertainty with respect to the Company’s ability to continue as a going concern.

The Company is dependent upon obtaining financing for its on-going and planned investment activities and to meet its ongoing cost of corporate overhead and discharge its liabilities as they come due. These unaudited condensed interim consolidated financial statements have been prepared on the basis that the Company will continue as a going concern and do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

2. BASIS OF PRESENTATION

(a) Statement of compliance

The Company’s unaudited condensed interim consolidated financial statements have been prepared in conformity with IAS 34 – Interim Financial Reporting (“IAS 34”) on the basis of International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). Accordingly, they do not include all of the information and disclosures required by IFRS for annual financial statements. In the opinion of management, all adjustments considered necessary for fair presentation have been included in these unaudited condensed interim consolidated financial statements. Operating results for the period ended June 30, 2018 are not necessarily indicative of the results that may be expected for the full year ending December 31, 2018. For further information, see the Company’s audited consolidated financial statements including the notes thereto for the year ended December 31, 2017.

These unaudited condensed interim consolidated financial statements were reviewed, approved and authorized by the Board of Directors of the Company on August 29, 2018.

(b) Basis of presentation

The unaudited condensed interim consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair value (see Note 11). Historical cost is generally based upon the fair value of the consideration given in exchange for assets.

AURA HEALTH CORP.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements

Six months ended June 30, 2018 and 2017

(Expressed in Canadian Dollars)

2. BASIS OF PRESENTATION (continued)

(b) Basis of presentation (continued)

In addition, these unaudited condensed interim consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

(c) Basis of consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Green Global Properties Inc. (“Green Global”), formed in the State of Delaware.

The unaudited condensed interim consolidated financial statements include all the assets, liabilities, revenues, expenses and cash flows of the Company and its subsidiary after eliminating inter-entity balances and transactions.

(d) Functional currency

These unaudited condensed interim consolidated financial statements are presented in Canadian dollars (\$), which is the Company’s functional currency. The functional currency of Green Global is the US dollar (USD \$).

(e) Significant accounting judgments and estimates

The preparation of these unaudited condensed interim consolidated financial statements requires management to make judgments and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the unaudited condensed interim consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Management uses historical experience and various other factors it believes to be reasonable under the circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions.

The estimates and underlying assumptions are reviewed on a regular basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected. The areas involving a higher degree of judgment or complexity, or areas where the assumptions and estimates are significant to the financial statements were the same as those applied to the Company’s audited consolidated financial statements for the year ended December 31, 2017.

3. CHANGES IN ACCOUNTING POLICIES AND RECENT PRONOUNCEMENTS

New standards and interpretations

The Company had adopted the following new standards, effective January 1, 2018. These changes were made in accordance with the applicable transitional provisions. There was no material impact on the Company’s unaudited condensed interim consolidated financial statements:

IFRS 9 – Financial Instruments (“IFRS 9”) was issued by the IASB in July 2014 and replaces IAS 39 – Financial Instruments: Recognition and Measurement (“IAS 39”). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 also includes requirements relating to a new hedge accounting model, which represents a substantial overhaul of hedge accounting which will allow entities to better reflect their risk management activities in the financial statements. The most significant improvements apply to those that hedge non-financial risk, and so these improvements are expected to be of particular interest to non-financial institutions.

AURA HEALTH CORP.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements

Six months ended June 30, 2018 and 2017

(Expressed in Canadian Dollars)

3. CHANGES IN ACCOUNTING POLICIES AND RECENT PRONOUNCEMENTS (continued)

New standards and interpretations (continued)

IFRS 15 – Revenue from Contracts with Customers (“IFRS 15”) replaces IAS 18 – Revenue, IAS 11 – Construction Contracts, and some revenue-related interpretations. The standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized.

Recent accounting pronouncements

The IASB and the IFRS Interpretations Committee have issued certain pronouncements that are mandatory for accounting periods commencing on or after January 1, 2018. Updates that are not applicable or are not consequential to the Company have been excluded. The Company does not expect the adoption of these standards to have a material impact on the consolidated financial statements.

IFRS 16 – Leases (“IFRS 16”) was issued in January 2016 and replaces IAS 17 – Leases. With certain exceptions for leases under twelve months in length or for assets of low value, IFRS 16 states that upon lease commencement a lessee recognizes a right-of-use asset and a lease liability. The right-of-use asset is initially measured at the amount of the liability plus any initial direct costs. After lease commencement, the lessee shall measure the right-of-use asset at cost less accumulated depreciation and accumulated impairment. A lessee shall either apply IFRS 16 with full retrospective effect or alternatively not restate comparative information but recognize the cumulative effect of initially applying IFRS 16 as an adjustment to opening equity at the date of initial application. IFRS 16 requires that lessors classify each lease as an operating lease or a finance lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset. Otherwise it is an operating lease. IFRS 16 is effective for annual periods beginning on or after January 1, 2019. Earlier adoption is permitted if IFRS 15 has also been applied.

4. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the development of its planned business activities. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company’s management to sustain future development of the business. In order to carry out the planned business activities and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company considers its capital to be shareholders’ equity, which is comprised of share capital, shares to be issued, equity component of convertible debentures, reserve for share-based payments and warrants, accumulated other comprehensive income and accumulated deficit. As at June 30, 2018, the Company’s capital consisted of a deficit of \$992,752 (December 31, 2017 – deficit of \$642,549).

The Company’s objective when managing capital is to obtain adequate levels of funding to support its business activities, to obtain corporate and administrative functions necessary to support organizational functioning and obtain sufficient funding to further the development of its business. The Company raises capital, as necessary, to meet its needs and take advantage of perceived opportunities and, therefore, does not have a numeric target for its capital structure. Funds are primarily secured through equity capital raised by way of private placements and issuance of convertible debentures. There can be no assurance that the Company will be able to continue raising capital in this manner.

The Company is not subject to externally imposed capital requirements.

AURA HEALTH CORP.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements

Six months ended June 30, 2018 and 2017

(Expressed in Canadian Dollars)

5. FINANCIAL RISK FACTORS

Fair value

The carrying amount of cash, other receivables, accounts payables and accrued liabilities approximate fair value due to the relative short maturity of these financial instruments. Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values.

Credit risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and other receivables. Cash is held with a reputable Canadian chartered bank. Management believes that the credit risk concentration with respect to financial instruments included in cash and other receivables is minimal.

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company generates cash flow primarily from its financing activities. As at June 30, 2018, the Company had a cash balance of \$236,683 (December 31, 2017 – \$499,475) to settle current liabilities of \$960,240 (December 31, 2017 – \$533,400).

6. INVESTMENT IN JOINT VENTURES

Sun Valley Certification Clinics Holdings, LLC

On November 11, 2016, the Company through Green Global, entered into a Purchase Option Agreement with Sun Valley Certification Clinics Holdings, LLC ("Sun Valley"), a private company based in Phoenix, Arizona, whereby Green Global has the option to acquire a 30% interest in each of the next ten clinics ("Clinic" or "Clinics") that Sun Valley opens in the US for USD \$100,000 each. Provided that the Company already owns 30% of a Clinic, the Company has at its discretion a further option within 18 months from the opening date of the Clinic to acquire an additional 21% of that Clinic for USD \$100,000 and increase its ownership to 51%.

Each Clinic is established as a separate Limited Liability Company. An operating agreement is generally put into place once the Company invests 30%. Under the operating agreement, the Company and Sun Valley will each appoint one Manager and the two Managers will appoint a third Manager. All major decisions and transactions that affect the Clinic will be authorized by the Managers. Therefore, joint control exists and the relationship meets the definition of a joint arrangement.

On November 15, 2016, the Company advanced USD \$100,000 (CAD \$134,270) to exercise its options to acquire a 30% ownership interest in a clinic in Las Vegas, Nevada (the "Sun Valley Nevada Clinic"). The Sun Valley Nevada Clinic began operations on September 21, 2016.

On December 20, 2016, the Company made a USD \$50,000 (CAD \$67,135) deposit for the acquisition of a 30% interest in a second clinic, which opened in Mesa, Arizona (the "Sun Valley Mesa Clinic") in 2017. On March 7, 2017, the Company completed the acquisition of the 30% interest by paying the remaining balance of USD \$50,000 (CAD \$67,980). An operating agreement on the above described terms has been put into place. The Sun Valley Mesa Clinic began operations on April 24, 2017.

AURA HEALTH CORP.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements

Six months ended June 30, 2018 and 2017

(Expressed in Canadian Dollars)

6. INVESTMENT IN JOINT VENTURES (continued)

Sun Valley Certification Clinics Holdings, LLC (continued)

On March 14, 2017, the Company made a USD \$50,000 (CAD \$69,220) deposit towards the acquisition of a 30% interest in a third clinic, which opened in Tucson, Arizona (the “Sun Valley Tucson Clinic”). On April 18, 2017, the Company completed the acquisition of the 30% interest by paying the remaining balance of USD \$50,000 (CAD \$68,760). An operating agreement on the above described terms has been put into place. The Sun Valley Tucson Clinic began operations on May 22, 2017.

On July 24, 2017, the Company made a USD \$50,000 (CAD \$64,465) deposit towards the acquisition of a 30% interest in a third clinic, which opened in Hollywood, Florida (the “Sun Valley Hollywood Clinic”). On August 2, 2017, the Company completed the acquisition of the 30% interest by paying the remaining balance of USD \$50,000 (CAD \$64,650). An operating agreement on the above described terms has been put into place. The Sun Valley Hollywood Clinic began operations on August 11, 2017.

On November 27, 2017, the Company contributed a USD \$20,000 (CAD \$26,182) advance as additional capital to the Sun Valley Clinics.

On December 19, 2017, the Company contributed a USD \$15,000 (CAD \$19,934) advance as additional capital to the Sun Valley Clinics.

On December 28, 2017, the Company contributed another USD \$75,400 (CAD \$97,945) advance as additional capital to the Sun Valley Clinics.

As a result of the additional capital contributions made in November and December 2017, Green Global was issued 128.60 new units from each Clinic, in a manner consistent with the operating agreement, and in proportion to its respective membership.

The investment in the Sun Valley Nevada Clinic is accounted for as of the effective date of ownership on September 1, 2016. As the operating agreement establishing joint control was in place effective that date, the investment in the Sun Valley Nevada Clinic has been accounted for as a joint venture. The Company’s portion of the loss from the Sun Valley Nevada Clinic for the six months ended June 30, 2018 was \$17,682 (USD \$13,834) (2017 – \$10,822 (USD \$8,113)).

The investment in the Sun Valley Mesa Clinic is accounted for as of the effective date of ownership on January 4, 2017. As the operating agreement establishing joint control was in place effective that date, the investment in the Sun Valley Mesa Clinic has been accounted for as a joint venture. The Company’s portion of the loss from the Sun Valley Mesa Clinic for the six months ended June 30, 2018 was \$28,242 (USD \$22,097) (2017 – \$17,691 (USD \$13,263)).

The investment in the Sun Valley Tucson Clinic is accounted for as of the effective date of ownership on April 18, 2017. As the operating agreement establishing joint control was in place effective that date, the investment in the Sun Valley Tucson Clinic has been accounted for as a joint venture. The Company’s portion of the loss from the Sun Valley Tucson Clinic for the six months ended June 30, 2018 was \$16,441 (USD \$12,864) (2017 – \$21,565 (USD \$16,167)).

The investment in the Sun Valley Hollywood Clinic is accounted for as of the effective date of ownership on August 2, 2017. As the operating agreement establishing joint control was in place effective that date, the investment in the Sun Valley Hollywood Clinic has been accounted for as a joint venture. The Company’s portion of the loss from the Sun Valley Hollywood Clinic for the six months ended June 30, 2018 was \$43,550 (USD \$34,074) (2017 – \$nil).

AURA HEALTH CORP.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements

Six months ended June 30, 2018 and 2017

(Expressed in Canadian Dollars)

6. INVESTMENT IN JOINT VENTURES (continued)*Sun Valley Certification Clinics Holdings, LLC (continued)*

The following table summarizes the financial information of the four Clinics:

Statements of Financial Position

	Sun Valley Nevada Clinic	Sun Valley Mesa Clinic	Sun Valley Tucson Clinic	Sun Valley Hollywood Clinic
<i>As at June 30, 2018</i>	USD \$	USD \$	USD \$	USD \$
Cash	-	3,746	12,861	1,851
Fixed assets	16,931	67,019	28,555	2,083
Other assets	22,423	4,594	3,000	10,111
Total assets	39,354	75,359	44,416	14,045
Current liabilities	81,646	107,934	49,850	98,686
Other liabilities	55	8,272	9,378	3,101
Members' equity	174,103	222,796	197,543	172,679
Deficit	(216,450)	(263,643)	(212,355)	(260,421)
Total liabilities & members' equity	39,354	75,359	44,416	14,045

	Sun Valley Nevada Clinic	Sun Valley Mesa Clinic	Sun Valley Tucson Clinic	Sun Valley Hollywood Clinic
<i>As at December 31, 2017</i>	USD \$	USD \$	USD \$	USD \$
Cash	6,115	6,643	9,077	4,209
Fixed assets	18,334	82,034	33,918	2,465
Other assets	2,500	4,594	7,333	52,500
Total assets	26,949	93,271	50,328	59,174
Current liabilities	23,820	50,312	12,057	31,857
Other liabilities	554	10,785	11,212	2,984
Members' equity	174,103	222,797	197,543	172,679
Deficit	(171,528)	(190,623)	(170,484)	(148,346)
Total liabilities & members' equity	26,949	93,271	50,328	59,174

Statements of Loss and Comprehensive Loss

	Sun Valley Nevada Clinic	Sun Valley Mesa Clinic	Sun Valley Tucson Clinic	Sun Valley Hollywood Clinic
<i>Six months ended June 30, 2018</i>	USD \$	USD \$	USD \$	USD \$
Revenue	101,216	101,655	149,728	31,085
Total expenses	(147,331)	(175,311)	(192,607)	(144,665)
Net loss and comprehensive loss for the period	(46,115)	(73,656)	(42,879)	(113,580)

AURA HEALTH CORP.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements

Six months ended June 30, 2018 and 2017

(Expressed in Canadian Dollars)

6. INVESTMENT IN JOINT VENTURES (continued)*Sun Valley Certification Clinics Holdings, LLC (continued)**Statements of Loss and Comprehensive Loss (continued)*

	Sun Valley Nevada Clinic	Sun Valley Mesa Clinic	Sun Valley Tucson Clinic
<i>Six months ended June 30, 2017</i>			
	USD \$	USD \$	USD \$
Revenue	96,409	31,393	10,299
Total expenses	(123,452)	(75,602)	(64,188)
Net loss and comprehensive loss for the period	(27,043)	(44,209)	(53,889)

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable of the Company are principally comprised of amounts outstanding for trade purchases relating to regular business activities and amounts payable for financing activities.

The following is an aged analysis of the accounts payable and accrued liabilities:

	June 30, 2018	December 31, 2017
	\$	\$
Less than 90 days	278,945	303,945
Greater than 90 days	153,621	229,455
Total accounts payable and accrued liabilities	432,566	533,400

The Company has estimated a late filing tax penalty of \$26,336 in relation to filing of Form 5472 for Green Global in fiscal year 2016. The amount has been included in accrued liabilities as at June 30, 2018 (December 31, 2017– \$25,959).

8. SHARE CAPITAL*Authorized share capital*

The Company is authorized to issue an unlimited number of common shares without par value.

Common shares issued and outstanding are as follows:

	June 30, 2018	December 31, 2017
	\$	\$
Issued: 16,630,000 common shares (December 31, 2017 – 16,630,000)	410,749	410,749

AURA HEALTH CORP.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements

Six months ended June 30, 2018 and 2017

(Expressed in Canadian Dollars)

9. RESERVE FOR SHARE-BASED PAYMENTS

The Company established a stock option plan (the “Plan”) to provide additional incentive to its officers, directors, employees and consultants in their efforts on behalf of the Company in the conduct of its affairs. Options vest immediately and expire two years from the going public transaction date or five years from the date of issuance, whichever is earlier.

The maximum number of common shares reserved for issuance for options that may be granted under the Plan is 10% of the total issued and outstanding common shares. As at June 30, 2018, the Company had 63,000 stock options that are available for issuance under the Plan.

Option grants for the six months ended June 30, 2018

There were no option activities during the six months ended June 30, 2018.

Option grants for the six months ended June 30, 2017

On January 4, 2017, the Company granted 1,600,000 stock options to directors, officers and consultants of the Company at an exercise price of \$0.10 expiring two years after the Company completes a going public transaction or five years from the date of grant, whichever is earlier. The options vested immediately on grant. The fair value of these options was estimated on the date of grant at \$80,000 using the Black-Scholes valuation model with the following assumptions:

Market price	\$0.075
Expected volatility	123%
Risk-free interest rate	0.73%
Expected life	2.72 years
Expected dividend yield	0%

The following table is a summary of the options outstanding as at June 30, 2018:

	June 30, 2018	December 31, 2017
	\$	\$
Issued: 1,600,000 stock options		
(December 31, 2017 – 1,600,000)	80,000	80,000

10. RESERVE FOR WARRANTS

The following summarizes the warrants outstanding as at June 30, 2018:

	June 30, 2018	December 31, 2017
	\$	\$
Issued: 3,875,000 warrants		
(December 31, 2017 – 3,875,000)	188,922	188,922

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10. RESERVE FOR WARRANTS (continued)

As at June 30, 2018, the Company had the following common share purchase warrants outstanding:

Number of outstanding warrants	Exercise price	Expiry date
#	\$	
500,000	0.10	December 9, 2021
3,275,000	0.15	December 9, 2021
20,000	1.00	April 20, 2019
80,000	0.60	December 22, 2017
3,875,000		

11. CONVERTIBLE DEBENTURES*(a) November 2016 Debentures*

On November 14, 2016, the Company closed a non-brokered private placement of an unsecured convertible debenture for total proceeds of \$155,832 (USD \$120,000). The debenture matures 24 months from the closing date. The Company intends to list its shares on a suitable stock exchange in Canada (the "Exchange"). Subject to the approval of the selected Exchange as required, on or after November 14, 2017 and prior to the maturity date, the principle together with accrued and unpaid interest on the principle amount shall be convertible, at the option of the holder, into units of the Company at a price equal to \$0.05, which will result in the issuance of 3,116,640 units. Each unit is comprised of one (1) common share of the Company and one-half (1/2) of a warrant, exercisable until the earlier of (a) five years from the date of issuance or (b) two years from the date of listing of the common shares of the Company on any Exchange, into one (1) common share of the Company at an exercise price of \$0.075 per common share (the "Warrant Share") for a total of 1,558,320 Warrant Shares.

On November 14, 2016, USD \$100,000 was transferred to the Company, and the remaining USD \$20,000 was held by the debenture holder for legal expenses of the issuance. On March 28, 2017, the holder of the convertible debentures paid the remaining balance of \$10,601 to the Company. The amount represents the balance of the USD \$20,000 (\$26,936) after deduction of legal expenses of \$16,335.

The convertible debentures bear interest at 12% per annum, payable on the maturity date. Interest on any overdue interest and all other amounts due from the Company to the debenture holder shall be calculated and payable at the same rate and in the same manner if not paid when due. In consideration of the debenture holder providing the loan to the Company, the Company issued 4,000,000 common shares to the debenture holder.

The convertible debentures are classified as a liability, with the exception of the portion relating to the conversion feature, resulting in the carrying value of the debentures being less than the face value. The discount is being accreted over the term of the debentures utilizing the effective interest rate method at a 26.7% effective interest rate.

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11. CONVERTIBLE DEBENTURES (continued)

(b) April 2017 Debentures

On April 20, 2017, the Company closed a non-brokered private placement of an unsecured convertible debenture (the “Unsecured Debentures”) for total proceeds of \$300,000. The Unsecured Debentures bear interest at a rate of 12% per annum and matures 24 months from the closing date. At the option of the holder, the Unsecured Debentures are convertible into units of the Company at a conversion price which shall be the lower of (i) \$0.60 per share and (ii) the price equal to 75% of the liquidity event price. Each unit is comprised of one (1) common share of the Company and one-half (1/2) of a common share purchase warrant, exercisable until 12 months from a liquidity event. One whole warrant entitles the holder to purchase one additional common share of the Company at a purchase price of \$1.00. Total costs of raising the debt includes cash paid for commissions and legal costs of \$20,263 and the issuance of 20,000 broker warrants with a fair value of \$116.

The discount is being accreted over the term of the Unsecured Debentures utilizing the effective interest rate method at a 18.5% effective interest rate.

The conversion feature meets the definition of a derivative liability instrument because the conversion rate is variable and therefore does not meet the “fixed-for-fixed” criteria outlined under IFRS. As a result, the conversion feature is required to be recorded as a derivative liability recorded at fair value and marked-to-market each period with the changes in fair value each period being charged or credited to income. On April 20, 2017, the value of the derivative liability was \$8,500. As at June 30, 2018, the derivative liability was valued at \$1,100 (December 31, 2017 – \$3,800) and a gain of \$2,700 was included in fair value change in derivative liability for the six months ended June 30, 2018 (2017 – \$nil).

(c) December 2017 Debentures

On December 22, 2017, the Company closed a non-brokered private placement of a secured convertible debenture (the “Secured Debentures”) for total proceeds of \$600,000. The Secured Debentures bear interest at a rate of 12% per annum and matures 24 months from the closing date. The Secured Debentures are convertible at the option of the holder at any time prior to the maturity date into common shares of the Company at a conversion price which shall be the lower of (i) \$0.60 per share and (ii) the price equal to 75% of a liquidity event price. The Secured Debentures will rank subordinate to all existing and future senior secured and senior unsecured indebtedness of the Corporation including all trade creditors, and will rank pari passu to all existing and future subordinated unsecured indebtedness. Total costs of raising the debt includes cash paid for commissions and legal costs of \$15,292, the issuance of 80,000 common shares with a value of \$6,000 for commissions and the issuance of 80,000 broker warrants with a fair value of \$800.

The conversion feature and the debts component of the Secured Debentures had been classified as financial liabilities. The discount is being accreted over the term of the Secured Debentures utilizing the effective interest rate method at a 15.4% effective interest rate.

The conversion feature meets the definition of a derivative liability instrument because the conversion rate is variable and therefore does not meet the “fixed-for-fixed” criteria outlined under IFRS. As a result, the conversion feature is required to be recorded as a derivative liability recorded at fair value and marked-to-market each period with the changes in fair value each period being charged or credited to income. On December 22, 2017, the value of the derivative liability was \$9,600. As at June 30, 2018, the derivative liability was valued at \$5,800 (December 31, 2017 – \$9,400) and a gain of \$3,600 was included in fair value change in derivative liability for the six months ended June 30, 2018 (2017 – \$nil).

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11. CONVERTIBLE DEBENTURES (continued)

The following table reflects the continuity of convertible debentures as at June 30, 2018:

	\$
Balance, December 31, 2017	1,032,822
Interest and accretion expense	100,476
Foreign exchange loss	8,674
Balance, June 30, 2018	1,142,972

12. RELATED PARTY TRANSACTIONS AND KEY MANAGEMENT COMPENSATION

Key management includes the Company's directors, officers and any employees with authority and responsibility for planning, directing and controlling the activities of an entity, directly or indirectly.

During the six months ended June 30, 2018, the Chief Executive Officer (the "CEO") and the Chief Operating Officer (the "COO") of the Company charged consulting fees of \$10,000 (2017 – \$155,400) for services provided. As at June 30, 2018, amounts of \$44,342 and \$88,020 (December 31, 2017 – \$91,802 and \$88,020) owing to the CEO and the COO, respectively, were included in accounts payable and accrued liabilities. Also included in other receivables as at June 30, 2018 was \$4,798 (December 31, 2017 – \$4,798) due from the CEO for an advance made in respect of expenses to be incurred on behalf of the Company.

During the six months ended June 30, 2018, the Company incurred professional fees of \$24,550 (2017 – \$24,000) from Branson Corporate Services Inc. ("Branson"), which provides CFO services to the Company, as well as other accounting and administrative services. As at June 30, 2018, \$23,222 (December 31, 2017 – \$13,587) owing to Branson was included in accounts payable and accrued liabilities, and \$6,356 (December 31, 2017 – \$6,356) was included in shares to be issued to settle with Branson.

During the six months ended June 30, 2017, the Company granted 1,280,000 options to directors and officers of the Company to purchase common shares of the Company at the exercise price of \$0.10 expiring two years after the Company completes a going public transaction or five years from the date of grant, whichever is earlier (see Note 9). The options vested immediately on grant. Total share-based compensation expense attributable to related parties for the six months ended June 30, 2017 was \$59,000.

13. COMMITMENTS

Two founders of the Company have compensation contracts effective September 1, 2016, in the amount of \$12,000 per month, with \$6,000 per month to be paid immediately and \$6,000 per month to be paid subject to available financing. Upon the successful completion of an investment into a fifth clinic, the compensation amount will be increased to \$18,000 per month, with \$9,000 per month to be paid immediately and \$9,000 per month to be paid subject to available financing. Effective September 1, 2017, the CEO and COO agreed to defer the accrual of any salary or consulting fees until a public listing is obtained by the Company. As at June 30, 2018, total accrued salary was \$120,540 (December 31, 2017 – \$168,000).

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14. SEGMENTED INFORMATION

As at June 30, 2018, the Company's operations were comprised of a single reporting operating segment engaged in the development and acquisition of medical marijuana health certification clinics in the US.

The breakdown between operations in Canada and the US are as follows:

Statements of Financial Position

<i>As at June 30, 2018</i>	Canada	US	Total
	\$	\$	\$
Current assets	288,409	4,099	292,508
Investment in joint venture	-	296,178	296,178
Total assets	288,409	300,277	588,686
Current liabilities	933,904	26,336	960,240
Long-term liabilities	621,198	-	621,198
Total liabilities	1,555,102	26,336	1,581,438

Statements of Loss and Comprehensive Loss

<i>Six months ended June 30, 2018</i>	Canada	US	Total
	\$	\$	\$
Operating expenses	126,110	29,374	155,484
Other expenses	66,031	105,915	171,946
Net loss and comprehensive loss	(192,141)	(135,289)	(327,430)

15. SUBSEQUENT EVENTS

On August 9, 2018, Aura completed the RTO Transaction with Lamêlée, providing for the acquisition by Lamêlée of all of the issued and outstanding common shares of Aura, whereby the shareholders of Aura will hold a majority of the outstanding common shares of the Resulting Issuer. Pursuant to the Securities Exchange Agreement, all Aura shares were exchanged for common shares of Lamêlée. In connection with the RTO Transaction, Lamêlée completed a continuance from the Canada Business Corporations Act to the Business Corporations Act (Ontario). Concurrent with the closing of the RTO Transaction, the Resulting Issuer is continuing on with the business of Aura and changed its name to Aura Health Inc.

Immediately prior to the completion of the RTO Transaction, Aura completed a non-brokered private placement of 2,301,873 units, for gross proceeds of \$1.13 million. On completion of the RTO Transaction, these units were collectively exchanged for an aggregate of 2,301,873 units of the Company (a "Replacement Unit"), at a deemed price of \$0.49 per Replacement Unit. Each Replacement Unit is comprised of one common share of the Company and one common share purchase warrant (a "Replacement Warrant"). Each Replacement Warrant is exercisable to purchase one common share of the Company at \$0.75 per share for a period of 24 months following completion of the RTO Transaction. In conjunction of the financing, the Company paid a cash finders' fee equal to 8% of the gross proceeds from the financing to various Finders and issued a total of 78,015 finder options which upon completion of the RTO Transaction were collectively exchanged for an aggregate of 78,015 finder options of the Company (the "Replacement Finder Options"), each entitling the holder to purchase one Replacement Unit at a price of \$0.49 per Replacement Unit for a period of 24 months following completion of the RTO Transaction.