MC Partners Inc.

to be renamed as

bioMmune Technologies Inc.

FILING STATEMENT

Neither the TSX Venture Exchange Inc. (the "TSXV") nor any securities regulatory authority has in any way passed upon the merits of the Qualifying Transaction described in this Filing Statement

Dated as of April 26, 2013

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GLOSSARY OF TERMS

Except as otherwise defined, in this Filing Statement the following terms shall have the following meanings:

"$" means Canadian dollars.

"Affiliate" means a company that is affiliated with another company as described below:

A company is an "Affiliate" of another company if:

(a) one of them is the subsidiary of the other, or

(b) each of them is controlled by the same Person.

A company is "controlled" by a Person if:

(a) voting securities of the company are held, other than by way of security only, by or for the benefit of that Person, and

(b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the company.

A Person beneficially owns securities that are beneficially owned by:

(a) a company controlled by that person, or

(b) an Affiliate of that Person or an Affiliate of any company controlled by that Person.

"Arm's Length Transaction" means a transaction which is not a Related Party Transaction.

"Associate" when used to indicate a relationship with a Person, means:

(a) an issuer of which the Person beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer;

(b) any partner of the person or company;

(c) any trust or estate in which the person or company has a substantial beneficial interest or in respect of which a person or company serves as trustee or in a similar capacity;

(d) in the case of a person, a relative of that person, including:

(i) that person's spouse or child, or

(ii) any relative of the person or of his spouse who has the same residence as that person;

but

(e) where the TSXV determines that two Persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D.1.00 of the

	TSXV Rule Book and Policies with respect to that Member firm, Member corporation or holding company.
"BCBCA"	means the *Business Corporations Act* (British Columbia).
"bioMmune"	means bioMmune Technologies Inc., a corporation incorporated under the laws of the Province of British Columbia.
"bioMmune Shareholders"	means the legal, registered and beneficial owners of the bioMmune Shares prior to the completion of the Transaction.
"bioMmune Shares"	means the issued and outstanding securities of bioMmune, being comprised solely of 5,600,000 common shares in the capital of bioMmune.
"Board of Directors"	means the board of directors of the Company.
"CEO"	means Chief Executive Officer.
"CFO"	means Chief Financial Officer.
"Closing"	means the closing of the Transaction.
"Closing Date"	means the closing date of the Transaction.
"Company" or **"MCP"**	means MC Partners Inc.
"Completion Date" or **"Completion of the Qualifying Transaction"**	means the date the Final Exchange Bulletin is issued by the TSXV.
"Control Person"	means any Person or company that holds or is one of a combination of Persons or companies that holds a sufficient number of any of the securities of an issuer so as to materially affect the control of the issuer, or that holds more than 20% of the voting securities of the issuer, except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer.
"CPC"	means a corporation: (a) that has been incorporated or organized in a jurisdiction in Canada, (b) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the securities regulatory authorities in compliance with the CPC Policy; and (c) in regard to which the Completion of the Qualifying Transaction has not occurred.
"CPC Escrow Agreements"	means escrow agreements dated March 15, 2012 as amended May 3, 2012 among the Company, the Transfer Agent and certain MCP Shareholders;

"CPC Escrowed Shares"	means the 2,100,000 MCP Shares held in escrow pursuant to the terms of the CPC Escrow Agreements;
"CPC Policy"	means Policy 2.4 of the Corporate Finance Manual of the TSXV.
"FDA"	means the Food and Drug Administration (United States), which is an agency of the United States Department of Health and Human Services and is responsible for regulating and supervising the safety of foods, dietary supplements, drugs, vaccines, biological medical products, blood products, medical devices, radiation-emitting devices, veterinary products, and cosmetics.
"Filing Statement"	means this filing statement dated April 26, 2013, together with all schedules attached hereto.
"Final Exchange Bulletin"	means the TSXV bulletin that is issued following the closing of the Qualifying Transaction and the submission of the required documentation that evidences the final TSXV acceptance of the Qualifying Transaction.
"Finder"	means one or more arm's length, registered securities dealers, who introduce subscribers for the Private Placement Units to MCP.
"Finder's Fee"	means the fees that may be paid to the Finder in connection with the Private Placement in accordance with the rules and policies of the TSXV. If paid, the Finder's Fee will consist of a cash commission equal to 8% of the gross proceeds the Finder contributes to the Private Placement and Finder's Warrants entitling the finder to purchase up to such number of MCP Shares equal to 12% of the total number of Private Placement Units sold through the Finder in the Private Placement.
"Finder's Warrants"	means that number of the warrants to be granted to the Finder in connection with the Private Placement that is equal to 12% of the aggregate number of Private Placement Units sold through the Finder. Each Finder's Warrant will be exercisable into one (1) MCP Share at a price of $0.25 per MCP Share for a period of 12 months following the closing of the Private Placement.
"Haywood"	means Haywood Securities Inc.
"IFRS"	means International Financial Reporting Standards.
"Insider"	if used in relation to an issuer, means: (a) a director or senior officer of an issuer; (b) a director or senior officer of the Company that is an insider or subsidiary of the issuer; (c) a Person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting

rights attached to all outstanding voting shares of the issuer, or

(d) the issuer itself if it holds any of its own securities.

"Intellectual Property" means all: (i) trademarks, service marks, trade names and other indications or origin, including all goodwill associated with all of the foregoing, in any jurisdiction; (ii) inventions, discoveries and ideas (whether patentable or unpatentable and whether or not reduced to practice), and all patents and applications for patents; (iii) trade secrets, know-how, confidential information, and other proprietary rights and information; (iv) copyrights and works of authorship, whether copyrightable or not, and all applications, registrations and renewals in connection therewith, in any jurisdiction; (v) internet domain names; (vi) computer technology, equipment, devices, systems, hardware, software and databases; and (vii) other similar intellectual property or proprietary rights.

"Intellectual Property of bioMmune" means the Intellectual Property that surrounds the following three technologies: (a) the discovery of HDAC's (Histone Deacetylase) which are proteins (enzymes) important for the regulation of cell growth and have been found to be novel targets for the treatment of cancers. bioMmune plans to discover new HDAC inhibitors, which will be active and recognize cancer cells and results in our body's immune system to kill the cancer cells; (b) the Calcium Channels which are a multi member family with over 10 different proteins. These channels activities are regulated and regulate the concentration of calcium (Ca) in different places in cells and regulates the concentration of Ca which is very important for the activity of cells involved in the immune system. This channel designed as Cav 1.4 is important and identifying new calcium channel regulators (blockers) will be important to improve the activity of the immune system to combat cancers, infections and also autoimmunities; and (c) technology called CD74 which is a protein involved in the immune system and its regulation. Finding ways or compounds that regulate its activity will improve humans immune system to combat infections, cancers and autoimmune diseases.

"IPO" means the initial public offering of the MCP Shares pursuant to the IPO Prospectus;

"IPO Prospectus" means the final prospectus of the Company dated March 16, 2012;

"IPO Agency Agreement" means the agency offering agreement dated March 16, 2012 between the Company and the IPO Agent relating to the IPO.

"IPO Agent" means Haywood Securities, Inc.

"IPO Agent's Options" means the non-transferable options granted by the Company to the IPO Agent as partial compensation in connection with the IPO entitling the IPO Agent to purchase 500,000 MCP Shares at an exercise price of $0.10 per MCP Share until May 3, 2014.

"Letter of Intent" means the letter of intent entered into between the Company and

	bioMmune on November 13, 2012 with respect to the Transaction.
"Majority of the Minority Approval"	means the approval of the Qualifying Transaction by the majority of the votes cast by shareholders, other than: (a) Non Arm's Length Parties to the CPC; (b) Non Arm's Length Parties to the Qualifying Transaction; and (c) in the case of a Related Party Transaction: (i) if the CPC holds its own shares, the CPC, and (ii) a Person acting jointly or in concert with a Person referred to in paragraph (a) or (b) in respect of the transaction at a properly constituted meeting of the common shareholders of the CPC.
"MCP Acquisition Shares"	means 5,600,000 MCP Shares at a deemed price of $0.15 per MCP Acquisition Share, to be issued to bioMmune Shareholders in exchange for all of the issued and outstanding bioMmune Shares, pursuant to the terms of the Share Exchange Agreement.
"MCP Options"	means the non-transferable incentive stock options to purchase 700,000 MCP Shares granted to the directors and officers of MCP upon completion of the MCP IPO.
"MCP Option Plan"	means the incentive stock option plan of the Company or the Resulting Issuer, as applicable.
"MCP Shares"	means the common shares in the capital of the Company.
"MCP Warrants"	means 10,000,000 common share purchase warrants of MCP issuable in connection with the Private Placement, with each warrant entitling the holder to purchase one MCP Share at a price of $0.25 per MCP share for a period of 12 months from the completion of the Private Placement, subject to an exercise acceleration clause.
"Non Arm's Length Party"	means in relation to a company, a promoter, officer, director, other Insider or Control Person of that company (including the Company) and any Associates or Affiliates of any such Persons. In relation to an individual, means any Associate of the individual or any Company of which the individual is a promoter, officer, director, Insider or Control Person.
"Non Arms Length Qualifying Transaction"	means a transaction where the same party or parties or their respective Associates or Affiliates are Control Persons in both the CPC and in relation to the Significant Assets which are to be the subject of the transaction.

"Private Placement"	means the non-brokered private placement of $1,500,000, through the issuance of 10,000,000 Private Placement Units at a price of $0.15 per Private Placement Unit, concurrently with the closing of the Transaction.
"Private Placement Units"	means 10,000,000 units of MCP at a price of $0.15 per Private Placement Unit with each Private Placement Unit consisting of one MCP Share and one transferable MCP Warrant. Each MCP Warrant will entitle the holder to purchase one additional MCP Share at a price of $0.25 per MCP Share for a period of 12 months from the completion of the Private Placement, subject to an exercise acceleration clause.
"Registrar"	means the Registrar of Companies appointed under the BCBCA.
"Regulatory Approval"	means the approval of the Transaction by the TSXV.
"Related Party Transaction"	has the meaning ascribed to that term in TSXV policy 5.9 *Protection of Minority Security Holders in Special Transactions*, and includes a related party transaction that is determined by the TSXV to be a Related Party Transaction. The TSXV may deem a transaction to be a Related Party Transaction where the transaction involves Non Arms Length Parties, or other circumstances exist which may compromise the independence of the issuer with respect to the transaction.
"Resulting Issuer"	means MCP after giving effect to the Transaction and the Private Placement.
"Resulting Issuer Shares"	means the common shares in the capital of the Resulting Issuer.
"Resulting Issuer Shareholders"	means the shareholders of the Resulting Issuer.
"Qualifying Transaction"	means a transaction where a CPC acquires a Significant Asset, (other than cash), by way of purchase, amalgamation, merger of arrangement with another company or by other means.
"SEDAR"	means the System for Electronic Document Analysis and Retrieval.
"Share Exchange Agreement"	means the share exchange agreement dated April 22, 2013 among the Company, bioMmune and each of the bioMmune Shareholders pursuant to which the Company has agreed to complete the Transaction.
"Significant Assets"	means one or more assets or businesses which, when purchased, optioned or otherwise acquired by a CPC, together with any other concurrent transactions, would result in the CPC meeting the minimum listing requirements of the TSXV.
"Sponsor"	has the meaning specified in TSXV *Policy 2.2 – Sponsorship and Sponsorship Requirements* and means Haywood Securities Inc.
"Sponsorship Agreement"	means the agreement entered into between the Company and the Sponsor whereby the Sponsor has agreed to act as sponsor in

	connection with the Transaction.
"Target Company"	means a company to be acquired by the CPC as its Significant Asset pursuant to a Qualifying Transaction.
"Transaction"	means the acquisition of all of the issued and outstanding shares of bioMmune by the Company in exchange for MCP Acquisition Shares, as contemplated by the Share Exchange Agreement, which shall constitute the Company's Qualifying Transaction.
"Transfer Agent"	means Computershare Investor Services Inc., the transfer agent of the Company.
"TSXV"	means the TSX Venture Exchange Inc.
"UBC"	means the University of British Columbia.
"U.S. Securities Act"	means the *United States Securities Act* of 1933, as amended.

GLOSSARY OF TECHNICAL TERMS

The following terms, when used herein, have the following meanings:

"*α1 subunit*"	α 1 and α 2 subunit are parts or subunits of a protein such as a calcium channel Cav1.
"Antibody"	an antibody (Ab), also known as an immunoglobulin (Ig), is a large 150 kDa Y shaped protein produced by B-cells that is used by the immune system to identify and neutralize foreign objects such as bacteria and viruses. The antibody recognizes a unique part of the foreign target, called an antigen.
"Aptamer"	aptamers are oligonucleic acid or peptide molecules that bind to a specific target molecule. Nucleic acid aptamers are nucleic acid species that have been engineered through repeated rounds of in vitro selection or equivalently, SELEX (systematic evolution of ligands by exponential enrichment) to bind to various molecular targets such as small molecules, proteins, nucleic acids, and even cells, tissues and organisms. Aptamers are useful in biotechnological and therapeutic applications as they offer molecular recognition properties that rival that of the commonly used biomolecule, antibodies. In addition to their discriminate recognition, aptamers offer advantages over antibodies as they can be engineered completely in a test tube, are readily produced by chemical synthesis, possess desirable storage properties, and elicit little or no immunogenicity in therapeutic applications.
"Atransferrinemia"	atransferrinemia, also called familial hypotransferrinemia, is an autosomal recessive metabolic disorder in which there is an absence of transferrin, a plasmaprotein that transports iron through the blood. Atransferrinemia is extremely rare, with only eight cases documented worldwide.
"Autoimmune"	autoimmunity is the failure of an organism in recognizing its own constituent parts as self, which allows an immune response against its own cells and tissues. Any disease that results from such an aberrant immune response is termed an autoimmune disease.
"Calcium Channel Blocker"	a calcium channel blocker (CCB) is a chemical that disrupts the movement of calcium (Ca2+) through calcium channels. CCB drugs devised to target neurons are used as antiepileptics. However, the most widespread clinical usage of calcium channel blockers is to decrease blood pressure in patients with hypertension.
"Cav1"	Cav1 is a calcium channel which displays selective permeability to calcium ions. It is sometimes synonymous as voltage-dependent calcium channel. Cav1.1 is the name for a specific type of Calcium channels.
"CD74"	MHC class II histocompatibility antigen gamma chain associated invariant chain or CD74 (Cluster of Differentiation 74) is a protein.

	The invariant chain (Abbreviated Ii) is a polypeptide involved in the formation and transport of MHC class II protein. The cell surface form of the invariant chain is known as CD74.
"DMARD"	disease-modifying antirheumatic drugs (DMARDs) is a category of otherwise unrelated drugs defined by their use in rheumatoid arthritis to slow down disease progression. The term is often used in contrast to non-steroidal anti-inflammatory drug (which refers to agents that treat the inflammation but not the underlying cause) and steroids (which blunt the immune response but are insufficient to slow down the progression of the disease).
"Ectodomain"	an ectodomain is the domain of a membrane protein that extends into the extracellular space (the space outside a cell).
"Endolysosomal"	proteins internalized, endocytosed in cells are first going in a vesicle, which becomes an endosome. The lysosomal compartment follows this endosomal compartment. The endolysosomal compartment is an intermediate compartment between the endosome and the lysosome.
"Endosome"	membrane-bound compartment inside cells.
"Endothelial cells"	cells that line the interior surface of blood vessels, forming an interface between circulating blood in the lumen (inner space, lining or cavity) and the rest of the vessel wall.
"Enzyme"	are proteins that catalyze (i.e. accelerate) chemical reactions.
"Exogenous peptides"	exogenous peptides are generated after endocytosis of proteins. These proteins have been endocytosed, taken up by specialized antigen presenting cells to present peptides derived from these proteins coming from outside the cells. The peptides are presented on MHC class II molecules.
"Hematopoietic cell"	hematopoietic stem cells (HSCs) are multipotent stem cells that give rise to all the blood cell types from the myeloid monocytes and macrophages, neutrophils, basophils, eosinophils,eryth rocytes, megakaryocytes/platelets, dendritic cells), and lymphoid lineages (T-cells, B-cells, NK-cells). HSCs are found in the bone marrow of adults; within femurs, pelvis, ribs, sternum, and other bones.
"HDACi"	histone deacetylase inhibitors (HDAC inhibitors, HDI) are a class of compounds that interfere with the general function of the cell's DNA in expression and repression of gene. To carry out gene expression, a cell must control the coiling and uncoiling of DNA around histones. This is accomplished with the assistance of histone acetylases (HAT) and histone deacetylases (HDAC).
"Immunosuppressant"	an immunosuppressant is any substance that performs immunosuppression of the immune system. They may be either exogenous, as immunosuppressive drugs, or endogenous, as, e. g.,

testosterone. When the immune system function is suppressed, there is an increased susceptibility to infectious diseases and cancers.

"Immunosurveillance" lymphocytes act as sentinels in recognizing and eliminating continuously arising, nascent transformed cells. Cancer immunosurveillance appears to be an important host protection process that inhibits carcinogenesis and maintains regular cellular homeostasis

"MCH 1" MHC class I molecules are one of two primary classes of major histocompatibility complex (MHC) molecules (the other one being MHC class II) and are found on every nucleated cell of the body. Their function is to display fragments of proteins from within the cell to T cells; healthy cells will be ignored, while cells containing foreign proteins such as mutated proteins or viral proteins for example will be attacked by the immune system.

"Metastatic" metastasis, or metastatic disease (sometimes abbreviated mets), is the spread of a disease from one organ or part to another non-adjacent organ or part.

"Monoclonal antibody" antibodies that are identical because they are produced by one type of immune cell that are all clones of a single parent cell; given (almost) any substance, it is possible to create monoclonal antibodies that specifically bind to that substance; they can then serve to detect or purify that substance.

"mRNA" messenger ribonucleic acid (mRNA) is a molecule of RNA encoding a chemical "blueprint" for a protein product; mRNA is transcribed from a DNA template, and carries coding information to the sites of protein synthesis.

"NSAID" nonsteroidal anti-inflammatory drugs, usually abbreviated to NSAIDs, but also referred to as nonsteroidal anti-inflammatory agents/analgesics (NSAIAs) or nonsteroidal anti-inflammatory medicines (NSAIMs) are drugs that provide analgesic and antipyretic (fever-reducing) effects, and, in higher doses, anti-inflammatory effects.

"Peptide" peptides are short polymers of amino acid monomers linked by peptide bonds, the covalent chemical bonds formed between two molecules when the carboxyl group of one molecule reacts with the amino group of the other molecule. Peptides are distinguished from proteins on the basis of size, typically containing fewer than 50 monomer units.

"Plasma membrane" a semi-permeable membrane found in all cells.

"Radioimmunoassay" a scientific method used to test molecules that stimulates an immune response (for example, hormone levels in the blood).

"TAP" transporter associated with antigen processing (TAP) is a member of the ATP-binding-cassette transporter family. It delivers cytosolic

	peptides into the endoplasmic reticulum (ER), where they bind to nascent MHC class I molecules. The TAP structure is formed of two proteins: TAP-1 and TAP-2, which have one hydrophobic region and one ATP-binding region each. They assemble into a heterodimer, which results in a four-domain transporter.
"T Lymphocytes"	T cells or T lymphocytes belong to a group of white blood cells known as lymphocytes, and play a central role in cell-mediated immunity. They are called T cells because they mature in the thymus.
"Vesicle"	relatively small and enclosed compartment within a cell.

FORWARD LOOKING STATEMENTS

Certain statements in this Filing Statement are forward-looking statements or information. The Company and the Resulting Issuer are hereby providing cautionary statements identifying important factors that could cause the Company's or the Resulting Issuer's actual results to differ materially from those projected in the forward-looking statements. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words or phrases such as "may", "is expected to", "anticipates", "estimates", "intends", "plans", "projection", "could", "vision", "goals", "objective" and "outlook") are not historical facts and may be forward-looking and may involve estimates, assumptions and uncertainties which could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements. Examples of forward-looking statements made in this Filing Statement include, among others, statements about: the planned use of net proceeds from the Private Placement, the completion of the Company's Qualifying Transaction and the Private Placement; the costs and timing of the Resulting Issuer's activities; the Resulting Issuer's need for and its ability to raise capital; the Resulting Issuer's financial and operating objectives and strategies to achieve them; the market for cancer and autoimmune disease treatments, growth in the Resulting Issuer's revenue, the size of the Resulting Issuer's world market and the Resulting Issuer's future expenditures and financial conditions. In making these forward-looking statements, the Company and the Resulting Issuer have assumed that the current market for treatment of cancer and autoimmune diseases and disorders will grow and that the risks listed below will not adversely impact the business of the Company or the Resulting Issuer. You are cautioned that the foregoing list is not exhaustive. You are further cautioned that the preparation of financial statements in accordance with IFRS requires management to make certain judgments and estimates that affect the reported amounts of assets, liabilities, revenues and expenses. These estimates may change, having either a negative or positive effect on net earnings as further information becomes available, and as the economic environment changes.

By their nature, forward-looking statements involve numerous assumptions, inherent risks and uncertainties, both general and specific, which contribute to the possibility that the predicted outcomes may not occur or may be delayed. The risks, uncertainties and other factors, many of which are beyond the control of the Company or the Resulting Issuer, that could influence actual results include, but are not limited to: limited operating history; conditions precedent; development and operating risks; substantial capital requirements and liquidity; regulatory requirements; financing risks and dilution to shareholders; competition; reliance on management and dependence on key personnel; conflicts of interest; uninsurable risks; litigation; and other factors beyond the control of the Company or the Resulting Issuer.

Further, any forward-looking statement speaks only as of the date on which such statement is made, and, except as required by applicable law, neither the Company nor the Resulting Issuer undertakes any obligation to update any forward-looking statements to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all such factors and to assess in advance the impact of such factors on the business of the Company or the Resulting Issuer or the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statement. See "Risk Factors".

USE OF MARKET AND INDUSTRY INFORMATION

This Filing Statement includes market and industry information that has been obtained from third party sources, including industry publications, as well as data prepared by management of bioMmune on the basis of its knowledge of and experience in the industry in which bioMmune operates (including management's estimates and assumptions relating to the industry based on that knowledge). BioMmune's management's knowledge of the industry has been developed through its experience and participation in

the industry. BioMmune's management believes that its industry data is accurate and that its estimates and assumptions are reasonable, but there is no assurance as to the accuracy or completeness of this data. Although third party sources have been selected with reasonable care, there is no assurance as to the accuracy or completeness of information from such sources. Certain third party sources refer to studies, research and surveys that have been conducted. Although the data from such sources is believed to be reliable, neither the Company nor bioMmune management have independently verified any of the data from third party sources referred to in this Filing Statement or analyzed or verified the underlying studies or surveys relied upon or referred to by such sources.

INFORMATION PERTAINING TO BIOMMUNE AND OTHER ENTITIES

The information contained or referred to in this Filing Statement with respect to bioMmune and its business has been provided by management of bioMmune and is the responsibility of bioMmune.

Management of the Company has relied upon bioMmune for the accuracy of the information provided by bioMmune without independent verification.

SUMMARY

The following is a summary of information relating to the Company, bioMmune and the Resulting Issuer (assuming completion of the Transaction) and should be read together with the more detailed information and financial data and statements contained elsewhere in this Filing Statement.

Summary of the Transaction :	The Company is a CPC. It is intended that the Transaction will constitute the Company's Qualifying Transaction. Under the terms of the Share Exchange Agreement, the Company will acquire all of the issued and outstanding bioMmune Shares from the bioMmune Shareholders in exchange for the MCP Acquisition Shares, at a deemed price of $0.15 per MCP Acquisition Share, following which bioMmune will become a wholly-owned subsidiary of the Resulting Issuer. Concurrently with the Completion of the Qualifying Transaction, the Company will carry out the Private Placement of $1,500,000, through the issuance of 10,000,000 Private Placement Units, at the price of $0.15 per Private Placement Unit. Each Private Placement Unit will consist of one MCP Share and one transferable MCP Warrant. Each MCP Warrant will entitle the holder to purchase one additional MCP Share at a price of $0.25 for a period of 12 months from the completion of the financing and will be subject to an exercise acceleration clause. Under the exercise acceleration clause, which the Company may exercise once the Private Placement Units are free of resale restrictions and if Resulting Issuer Shares are trading at or above a volume weighted average price of $0.40 for more than 20 trading consecutive days, the MCP Warrants will expire upon 30 days from the date the Company provides notice in writing to the MCP Warrant holders via a news release. In connection with the closing of the Transaction, the officers and directors of the Company are expected to change such that, upon completion of the Transaction, the directors and officers of the Resulting Issuer will be as follows: Robin Hutchison — Executive Chairman of the Board and Director Craig D. Thomas — Director J. Michael Hutchison, Q.C — Director Dr. Reinhard Gabathuler — President and CEO Judi Dalling — CFO Dr. Wilfred Jefferies — Scientific Chair The Company has reserved the name "bioMmune Technologies Inc." to be adopted concurrently with the Completion of the Qualifying Transaction. Upon completion of the Transaction, the Company expects that it will be classified as a Tier 2 research and development issuer under the policies of the TSXV and the Resulting Issuer Shares will be listed on the TSXV under the trading symbol "IMU" to reflect the change of name of the Company to "bioMmune Technologies Inc.". The Resulting Issuer will proceed to advance the current and secure new Intellectual Property regarding the identification of new drugs for the treatment

<table>
<tr><td></td><td>of cancers, autoimmunity and microbial infections. See “Information Concerning the Issuer - General Development of the Business - Transaction” for further details of the terms of the Share Exchange Agreement.</td></tr>
<tr><td>Interests Of Insiders, Promoters, or Control Persons:</td><td>No Insider, Control Person or promoter of the Company and no Associate or Affiliate of any of those persons, has any interest in the Transaction other than that which arises from the holding of MCP Shares and except as disclosed in this Filing Statement.

Mr. Robin Hutchison, a director of the Company, is also a director of bioMmune and one of the bioMmune Shareholders. As a result of the Transaction and assuming completion of the Private Placement, Mr. Robin Hutchison’s ownership of MCP Shares will increase from 575,000 MCP Shares (8.21% on a non-diluted basis prior to giving effect to the Transaction and the Private Placement) to 3,225,000 MCP Shares (14.27% on a non-diluted basis after giving effect to the Transaction and the Private Placement). In addition, it is intended that, on or immediately following the Closing, the Resulting Issuer will enter into a consulting agreement with Mr. Robin Hutchison on terms to be mutually agreed upon by the Resulting Issuer and Mr. Robin Hutchison.</td></tr>
<tr><td>Arm’s Length Transaction</td><td>Mr. Robin Hutchison, a director of the Company, is one of the bioMmune Shareholders and directors and is therefore a Non-Arm's Length Party to the Qualifying Transaction.

However, the Control Persons of the Company are not (and their Associates and Affiliates are not) Control Persons of bioMmune and no Insider of the Company is a related party pursuant to TSXV Policy 5.9 - Insider Bids, Issuer Bids, Business Considerations and Related Party Transactions. Accordingly, the Transaction does not constitute a Non Arm's Length Qualifying Transaction nor a Related Party Transaction and therefore does not require shareholder approval.</td></tr>
<tr><td>Available Funds</td><td>Upon Closing of the Transaction and assuming completion of the Private Placement, the Resulting Issuer will have an estimated working capital of $1,797,454, as follows:

<table>
<tr><th>Source of Funds</th><th>($)</th></tr>
<tr><td>MCP working capital as at March 31, 2013</td><td>$340,018</td></tr>
<tr><td>bioMmune working capital deficit as at March 31, 2013</td><td>$(42,564)</td></tr>
<tr><td>Gross Private Placement Proceeds</td><td>$1,500,000</td></tr>
<tr><td>TOTAL</td><td>$1,797,454</td></tr>
</table>
It is anticipated that the Resulting Issuer will use these funds for a period of 12 months after the Closing of the Transaction as follows:

<table>
<tr><th>Use of Available Funds</th><th>($)</th></tr>
<tr><td>UBC contract research stage (to be performed at UBC)</td><td>$535,000</td></tr>
<tr><td>UBC Intellectual Property acquisition payments</td><td>$300,000</td></tr>
</table>
</td></tr>
</table>

	Estimated Intellectual Property costs $75,000 Estimated Qualifying Transaction costs $50,000 Finder's fee in connection with the Private Placement $120,000 Estimated Sponsor's fees and Sponsor's legal fees $43,600 General and administrative costs[(1)] $560,500 Unallocated working capital 113,354 **Total** **1,797,454** Notes: (1) The estimate of general and administrative costs for the 12 months following the Closing of the Transaction of $560,500 consists of salaries and benefits ($49,500), consulting fees ($233,500), investor relations and marketing ($25,000), office expenses ($55,000), travel expenses ($37,500), insurance ($30,000), audit and accounting expenses ($50,000), legal expenses ($25,000), IT expenses ($35,000) and Transfer Agent and regulatory fees ($20,000). There may be circumstances where, for sound business reasons, a reallocation of funds may be necessary. See "Information Concerning the Resulting Issuer - Available Funds and Principal Purposes".
Selected Pro Forma Financial Information	The selected pro forma consolidated financial information set out below gives effect to the completion of the Transaction and Private Placement and is based on and derived from the unaudited pro forma consolidated statement of financial position of the Resulting Issuer as at November 30, 2012, a copy of which is attached to this Filing Statement as Schedule "E" and should be read in conjunction with the information below: Item ($) Current Assets 1,663,884 Total Assets 2,840,994 Current Liabilities 229,619 Share Capital 2,725,406 Deficit 188,866
Trading Price and Market For Securities	The MCP Shares are listed on the TSXV under the trading symbol "MCT.P". The closing market price of the MCP Shares immediately preceding the announcement of the proposed Qualifying Transaction was $0.155. It is anticipated that the MCP Shares will resume trading on the TSXV upon completion of the Transaction, under the symbol MCP. There is no public market for the bioMmune Shares. The TSXV has conditionally accepted the Transaction subject to the Company fulfilling all of the requirements of the TSXV.
Sponsor	Haywood Securities Inc. has agreed to act as MCP's sponsor in connection with the Transaction as required by the rules of the TSXV in consideration for: (i) a sponsorship fee of $30,000 (plus applicable taxes), towards which a payment of $15,000 (plus HST) has been made. The Company has also paid the Sponsor a deposit of $10,000 towards the Sponsor's disbursements in connection with its review of the Transaction, including legal and consulting costs.
Conflicts of Interest	Some of the individuals proposed for appointment as directors or officers of the Resulting Issuer upon the closing of the Transaction

	are also directors, officers and/or promoters of other reporting and non-reporting issuers. To the knowledge of the directors and officers of MCP and bioMmune, there are no existing conflicts of interest between the Resulting Issuer and any of the individuals proposed for appointment as directors or officers upon completion of the Transaction, as of the date of this Filing Statement.
Experts	No person or company who is named as having prepared or certified a part of the Filing Statement or prepared or certified a report or valuation, described or included in the Filing Statement has, or will have upon completion of the Transaction, any direct or indirect interest in MCP, bioMmune or the Resulting Issuer.
Risk Factors	An investment in securities of MCP and, following the completion of the Transaction, the Resulting Issuer, is highly speculative and involves a high degree of risk and should only be made by investors who can afford to lose their entire investment. Risk factors include risks associated with: the requirement for TSXV approval of the Transaction; successful completion of the Transaction, including the Private Placement, on the terms set out herein or at all; general trends and factors that may be beyond the Resulting Issuer's control which affects its operations and business; general economic conditions; the risk that actual results will vary from the results forecasted and such variations may be material; the Resulting Issuer's limited operating history in certain markets; the fact that the Resulting Issuer's primary growth market is new and uncertain; product development; technological advancement; protection of the Resulting Issuer's intellectual property rights; infringement of intellectual property rights of others; litigation relating to protecting the Resulting Issuer's intellectual property rights; competition; product liability; government regulation; foreign laws; the Resulting Issuer's dependence upon key management; additional securities issuances causing dilution; stock market volatility including ability to access sufficient capital from internal and external sources; the influence of major stockholders; and dividends. For a more detailed description of these risks and others, see "*Part I –Risk Factors*".

PART I – RISK FACTORS

An investment in the Resulting Issuer's shares should be considered highly speculative due to the nature of bioMmune's business and the present stage of its development. Upon completion of the Qualifying Transaction, all of the risks described below in respect of bioMmune will apply equally to MCP. In evaluating bioMmune and its business, shareholders should carefully consider, in addition to the other information contained in this Filing Statement, the following risk factors. These risk factors are not a definitive list of all risk factors associated with MCP, bioMmune or in connection with either of their operations. It is believed that these are the factors that could cause actual results to be different from expected and historical results. You should not rely upon forward-looking statements as a prediction of future results.

Additional risks and uncertainties that the Company is unaware of, or that the Company currently deems to be immaterial, may also become important factors that affect the Resulting Issuer. If any of the risks actually occur, the business, financial condition or results of operations could be materially adversely affected, with the result that the trading price of the Company's or the Resulting Issuer's shares, as applicable, could decline and the shareholder could lose all or part of his or her investment.

History of Operating Losses

To date, bioMmune has not recorded any revenues from the sale of diagnostic or therapeutic products. Since incorporation, bioMmune has accumulated net losses and expects such losses to continue as it commences product and pre-clinical development and eventually enters into license agreements for its technology. Management expects to continue to incur substantial operating losses unless and until such time as product sales generate sufficient revenues to fund continuing operations.

MCP has neither a history of earnings nor has it paid any dividends and it is unlikely to pay dividends or enjoy earnings in the immediate or foreseeable future. There is no assurance that MCP will produce a profit after the successful acquisition of bioMmune.

Early Stage Development

BioMmune has not begun to market any product or to generate revenues. The Resulting Issuer expects to spend a significant amount of capital to fund research and development and on further laboratory and animal studies. As a result, the Resulting Issuer expects that its operating expenses will increase significantly and, consequently, it will need to generate significant revenues to become profitable. Even if the Resulting Issuer does become profitable, it may not be able to sustain or increase profitability on a quarterly or annual basis. The Resulting Issuer cannot predict when, if ever, it will be profitable. There can be no assurances that the Intellectual Property of bioMmune, or other technologies it may acquire, will meet applicable regulatory standards, obtain required regulatory approvals, be capable of being produced in commercial quantities at reasonable costs, or be successfully marketed.

The Resulting Issuer will be undertaking additional laboratory and animal studies with respect to the Intellectual Property of bioMmune, and there can be no assurance that the results from such studies or trials will result in a commercially viable product or will not identify unwanted side effects.

Ability to Manage Growth

Recent rapid growth in all areas of bioMmune's business has placed, and is expected to continue to place, a significant strain on its managerial, operational and technical resources. The Resulting Issuer expects operating expenses and staffing levels to increase in the future. To manage such growth, the Resulting Issuer must expand its operational and technical capabilities and manage its employee base while

effectively administering multiple relationships with various third parties. There can be no assurance that the Resulting Issuer will be able to manage its expanding operations effectively. Any failure to implement cohesive management and operating systems, to add resources on a cost-effective basis or to properly manage the Resulting Issuer's expansion could have a material adverse effect on its business and results of operations.

Unproven Market

The Resulting Issuer believes that the anticipated market for its potential products and technologies will continue to exist and expand. These assumptions may prove to be incorrect for a variety of reasons, including competition from other products and the degree of commercial viability of the potential product.

Manufacturing, Pharmaceutical Development and Marketing Capability

The Resulting Issuer has no and does not expect to have any in-house manufacturing, pharmaceutical development or marketing capability. To be successful, a product must be manufactured and packaged in commercial quantities in compliance with regulatory requirements and in reasonable time frames and at accepted costs. The Resulting Issuer intends to contract with third parties to develop its products. No assurance can be given that the Resulting Issuer or its suppliers will be able to meet the supply requirements of the Resulting Issuer in respect of the product development or commercial sales.

Production of therapeutic products may require raw materials for which the sources and amount of supply are limited, or may be hindered by quality or scheduling issues in respect of the third party suppliers over which the Resulting Issuer has limited control. An inability to obtain adequate supplies of raw materials could significantly delay the development, regulatory approval and marketing of a product. The Resulting Issuer has limited in-house personnel to internally manage all aspects of product development, including the management of multi-center clinical trials. The Resulting Issuer is significantly reliant on third party consultants and contractors to provide the requisite advice and management. There can be no assurance that the clinical trials and product development will not encounter delays which could adversely affect prospects for the Resulting Issuer's success.

To be successful, an approved product must also be successfully marketed. The market for the Resulting Issuer's product being developed by the Resulting Issuer may be large and will require substantial sales and marketing capability. At the present time, neither the Company nor bioMmune has any internal capability to market pharmaceutical products. The Resulting Issuer intends to enter into one or more strategic partnerships or collaborative arrangements with pharmaceutical companies or other companies with marketing and distribution expertise to address this need. If necessary, the Resulting Issuer will establish arrangements with various partners for geographical areas. There can be no assurance that the Resulting Issuer can market, or can enter into a satisfactory arrangement with a third party to market a product in a manner that would assure its acceptance in the market place. However, if a satisfactory arrangement with a third party to market and/or distribute a product is obtained; the Resulting Issuer will be dependent on the corporate collaborator(s) who may not devote sufficient time, resources and attention to the Resulting Issuer's programs, which may hinder efforts to market the products. Should the Resulting Issuer not establish marketing and distribution strategic partnerships and collaborative arrangements on acceptable terms, and undertake some or all of those functions, the Resulting Issuer will require significant additional human and financial resources and expertise to undertake these activities, the availability of which is not guaranteed.

The Resulting Issuer will rely on third parties for the timely supply of raw materials, equipment, contract manufacturing, and formulation or packaging services. Although the Resulting Issuer intends to manage these third party relationships to ensure continuity and quality, some events beyond the Resulting Issuer's

control could result in complete or partial failure of these goods and services. Any such failure could have a material adverse effect on the financial conditions and result of operation of the Resulting Issuer.

Pre-Clinical Studies and Initial Clinical Trials are not Necessarily Predictive of Future Results

Pre-clinical tests and Phase I and Phase II clinical trials are primarily designed to test safety, to study pharmacokinetics and pharmacodynamics and to understand the side effects of product candidates at various doses and schedules. Success in pre-clinical or animal studies and early clinical trials does not ensure that later large-scale efficacy trials will be successful nor does it predict final results. Favorable results in early trials may not be repeated in later trials.

A number of companies in the life sciences industry have suffered significant setbacks in advanced clinical trials, even after positive results in earlier trials. Clinical results are frequently susceptible to varying interpretations that may delay, limit or prevent regulatory approvals. Negative or inconclusive results or adverse medical events during a clinical trial could cause a clinical trial to be delayed, repeated or terminated. Any pre-clinical data and the clinical results obtained for our technologies may not predict results from studies in larger numbers of subjects drawn from more diverse populations or in the commercial setting, and also may not predict the ability of our products to achieve their intended goals, or to do so safely.

Raw Materials and Product Supply

Raw materials and supplies are generally available in quantities to meet the needs of the Resulting Issuer's business. The Resulting Issuer will be dependent on third-party manufacturers for the pharmaceutical products that it markets. An inability to obtain raw materials or product supply could have a material adverse impact on the Resulting Issuer business, financial condition and results of operations.

Need for Additional Capital and Access to Capital Markets

The Company anticipates that the Resulting Issuer will need additional capital to complete its current research and development programs. It is anticipated that future research, additional pre-clinical and toxicology studies and manufacturing initiatives, including that to prepare for market approval and successful product market launch will require additional funds. Further financing may dilute the current holdings of shareholders and may thereby result in a loss for shareholders. There can be no assurance that the Resulting Issuer will be able to obtain adequate financing, or financing on terms that are reasonable or acceptable for these or other purposes, or to fulfill the Resulting Issuer's obligations under the various license agreements. Failure to obtain such additional financing could result in delay or indefinite postponement of further research and development of the Resulting Issuer's technologies with the possible loss of license rights to these technologies.

Competition

The market for bioMmune's technology is highly competitive. The Resulting Issuer will compete with other research teams who are also examining potential therapeutics with regards to autoimmune diseases and disorders. Many of its competitors have greater financial and operational resources and more experience in research and development than the Resulting Issuer. These and other companies may have developed or could in the future develop new technologies that compete with the Resulting Issuer's technologies or even render its technologies obsolete.

Competition in bioMmune's markets is primarily driven by:

- timing of technological introductions;

- ability to develop, maintain and protect proprietary products and technologies; and
- expertise of research and development team.

Intellectual Property

bioMmune's success depends to a significant degree upon its ability to develop, maintain and protect proprietary products and technologies. bioMmune files patent applications in the United States, Canada, Europe, and selectively in other foreign countries as part of its strategy to protect its proprietary products and technologies. However, patents provide only limited protection of bioMmune's intellectual property. The assertion of patent protection involves complex legal and factual determinations and is therefore uncertain and expensive. bioMmune cannot provide assurances that patents will be granted with respect to any of its pending patent applications, that the scope of any of its patents will be sufficiently broad to offer meaningful protection, or that it will develop additional proprietary technologies that are patentable. bioMmune's current patents could be successfully challenged, invalidated or circumvented. This could result in bioMmune's patent rights failing to create an effective competitive barrier. Losing a significant patent or failing to get a patent to issue from a pending patent application that bioMmune considers significant could have a material adverse effect on bioMmune's business. The laws governing the scope of patent coverage in various countries continue to evolve. The laws of some foreign countries may not protect bioMmune's intellectual property rights to the same extent as the laws of Canada and the United States. bioMmune holds patents only in selected countries. Therefore, third parties may be able to replicate bioMmune technologies covered by bioMmune's patents in countries in which it does not have patent protection.

Litigation to Protect the Resulting Issuer's Intellectual Property

The Resulting Issuer's future success and competitive position depends in part upon its ability to maintain its intellectual property portfolio. There can be no assurance that any patents will be issued on any existing or future patent applications. Even if such patents are issued, there can be no assurance that any patents issued or licensed to the Resulting Issuer will not be challenged. The Resulting Issuer's ability to establish and maintain a competitive position may be achieved in part by prosecuting claims against others who it believes to be infringing its rights. In addition, enforcement of the Resulting Issuer's patents in foreign jurisdictions will depend on the legal procedures in those jurisdictions. Even if such claims are found to be invalid, the Resulting Issuer's involvement in intellectual property litigation could have a material adverse effect on its ability to distribute any products that are the subject of such litigation. In addition, the Resulting Issuer's involvement in intellectual property litigation could result in significant expense, which could materially adversely affect the use responsibilities, whether or not such litigation is resolved in the Resulting Issuer's favour.

Legal Proceedings

In the course of the Resulting Issuer's business, the Resulting Issuer may from time to time have access to confidential or proprietary information of third parties, and these parties could bring a claim against the Resulting Issuer asserting that it has misappropriated their technologies and had improperly incorporated such technologies into the Resulting Isseur's products. Due to these factors, there remains a constant risk of intellectual property litigation affecting the Resulting Issuer's business. In the future, the Resulting Issuer may be made a party to litigation involving intellectual property matters and such actions, if determined adversely, could have a material adverse effect on bioMmune.

Dependence upon Management

Although the Resulting Issuer is expected to have experienced senior management and personnel, the Resulting Issuer will be substantially dependent upon the services of a few key personnel, particularly

Robin Hutchison, Dr. Wilfred Jefferies and Dr. Reinhard Gabathuler, for the successful operation of its business. Phase I of the Resulting Issuer's research and development is planned to be completed by Dr. Jefferies and Dr. Gabathuler is expected to concentrate on engaging the pharmaceutical companies for the licensing of the new drug candidates. The loss of the services of any of these personnel could have a material adverse effect on the business of the Resulting Issuer. The Resulting Issuer may not be able to attract and retain personnel on acceptable terms given the intense competition for such personnel among high technology enterprises, including biotechnology, and healthcare companies, universities and non-profit research institutions. If it loses any of these persons, or is unable to attract and retain qualified personnel, its business, financial condition and results of operations may be materially and adversely affected.

TSXV approval

The completion of the Proposed Qualifying Transaction is subject to the approval of the TSXV, which approval may not be obtained.

Private Placement

The closing of the Transaction is conditional on the successful completion of the Private Placement raising gross proceeds of $1,500,000, which is being conducted on a non-brokered basis. In the event the gross proceeds of the Private Placement are not sufficient to meet the Resulting Issuer's estimated operating costs for a sufficient period of time post-Closing so as to satisfy the minimum listing requirements of the TSXV, the Transaction will not close as scheduled, if at all, and may be abandoned.

Conflicts of Interest

Certain of the proposed directors and officers of the Resulting Issuer are engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including research and development companies) and, as a result of these and other activities, such directors and officers may become subject to conflicts of interest. The BCBCA provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to an issuer, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA.

PART II – INFORMATION CONCERNING THE ISSUER

Corporate Structure

Name and Incorporation

MC Partners Inc. was incorporated on January 28, 2011 under the BCBCA. MCP is a reporting issuer in the Provinces of British Columbia, Alberta and Ontario. The MCP Shares are listed and posted for trading on the TSXV under the trading symbol "MCT.P".

The head office and registered office of the Company are located at Suite 300 – 576 Seymour Street, Vancouver, BC, V6B 3K1. The Company does not have any subsidiaries.

General Development of the Business

History

The Company is a CPC pursuant to the policies of the TSXV and to date has not carried on any operations. The principal business of MCP has been to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction whereby it acquires Significant Assets other than cash, by way of purchase, merger or arrangement with another company or by other means and once identified and evaluated, to negotiate an acquisition or participation subject to acceptance for filing by the TSXV. To date, MCP has not commenced commercial operations and has no assets other than cash, and prepaid expenses accrued receivables, and currently has no written or oral agreements in principle for the acquisition of an asset or business other than the Letter of Intent.

In January and June 2011, MCP issued 2,000,000 MCP Shares to certain of its founders at a price of $0.05 per MCP Share for gross proceeds of $100,000. On February 9, 2012, the Company filed a preliminary prospectus in British Columbia, Alberta and Ontario to qualify for public sale and distribution under the IPO 5,000,000 MCP Shares at $0.10 per MCP Share. The final prospectus was filed on March 16, 2012 and MCP completed its IPO of 5,000,000 MCP Shares on May 3, 2012 for gross proceeds of $500,000. In connection with the closing of the IPO, pursuant to the IPO Agency Agreement, the Company paid to the IPO Agent a commission of $50,000, being 10% of the gross proceeds of the IPO, and granted the IPO Agent the IPO Agent's Options. The Company also paid the IPO Agent a corporate finance fee and reimbursed the IPO Agent for its legal and other expenses.

On May 3, 2012 MCP Shares were listed for trading on the TSXV under the symbol "MCT.P".

Transaction

On October 17, 2012 the Company announced that it has reached an agreement in principle to acquire all of the issued and outstanding shares of bioMmune. On November 13, 2012, MCP and bioMmune entered into the Letter of Intent, setting forth the terms and conditions pursuant to which MCP proposed to acquire, subject, among other things to the approval of the TSXV and completion of the Private Placement, all of the bioMmune Shares, in exchange for the MCP Acquisition Shares.

On April 22, 2013, the Company entered into the Share Exchange Agreement, pursuant to which the Company has agreed to acquire all of the issued and outstanding bioMmune Shares. Pursuant to the terms of the Share Exchange Agreement, the Company will purchase all of the issued and outstanding securities of bioMmune in exchange for the issuance of an aggregate of 5,600,000 MCP Acquisition Shares on a one for one basis. Upon completion of the Transaction, bioMmune will be a wholly-owned subsidiary of the Company.

The completion of the Qualifying Transaction is subject to the satisfaction or waiver of certain conditions, including a receipt by the Company and bioMmune, as required, of all regulatory, shareholder and third party approvals, including TSXV approval and completion of the Private Placement.

The Transaction will result in MCP issuing an aggregate of 5,600,000 Resulting Issuer Shares to the bioMmune Shareholders. Following completion of the Transaction 22,600,000 Resulting Issuer Shares will be outstanding, without giving effect to:

(a) options to purchase 700,000 Resulting Issuer Shares pursuant to the MCP Option Plan;
(b) warrants to purchase 500,000 Resulting Issuer Shares pursuant to the IPO Agent's Option;
(c) warrants to purchase 10,000,000 Resulting Issuer Shares as a result of the Warrants issued pursuant to the Private Placement; and
(d) Finder's Warrants to purchase up to 1,200,000 Resulting Issuer Shares as a result of the Finder's Warrants to be issued upon completion of the Private Placement.

The former bioMmune Shareholders will own approximately 24.78% of the Resulting Issuer Shares, current MCP Shareholders will hold approximately 30.97% of the Resulting Issuer Shares and purchasers under the Private Placement will hold approximately 44.25% of the Resulting Issuer Shares.

Mr. Robin Hutchison, a director of the Company, is one of the bioMmune Shareholders and directors and is therefore a Non-Arm's Length Party to the Qualifying Transaction. As a result of the Transaction and assuming completion of the Private Placement, Mr. Hutchison's ownership of MCP Shares will increase from 575,000 MCP Shares (8.21% on a non-diluted basis prior to giving effect to the Transaction and the Private Placement) to 3,225,000 MCP Shares (14.27% on a non-diluted basis after giving effect to the Transaction and the Private Placement).

However, the Control Persons of the Company are not (and their Associates and Affiliates are not) Control Persons of bioMmune and no Insider of the Company is a related party pursuant to TSXV Policy 5.9 - *Insider Bids, Issuer Bids, Business Considerations and Related Party Transactions*. Accordingly, the Transaction does not constitute a Non Arm's Length Qualifying Transaction nor a Related Party Transaction and therefore does not require a shareholder approval.

Private Placement

Concurrently with the Completion of the Qualifying Transaction, the Company will carry out a non-brokered Private Placement of $1,500,000, through the issuance of 10,000,000 Private Placement Units, at the price of $0.15 per Private Placement Unit. Each Private Placement Unit will consist of one MCP Share and one transferable MCP Warrant. Each MCP Warrant will entitle the holder to purchase one additional MCP Share at a price of $0.25 for a period of 12 months from the completion of the Private Placement and will be subject to an exercise acceleration clause. Under the exercise acceleration clause, which the Company may exercise once the Private Placement Units are free of the resale restrictions and if Resulting Issuer Shares are trading at or above a volume weighted average price of $0.40 for more than 20 trading consecutive days, the MCP Warrants will expire upon 30 days from the date the Company provides notice in writing to the MCP Warrant holders via a news release.

The Private Placement will close concurrently with and will be conditional on the Completion of the Qualifying Transaction. The Qualifying Transaction is also conditional on the closing of the Private Placement.

The Private Placement will be non-brokered, however, the Company may pay Finder's Fees to the arm's length Finders in accordance with the rules and policies of the TSXV. If paid, the Finder's Fee will consist of a cash commission equal to 8% of the gross proceeds the Finder contributes to the Private Placement and Finder's Warrants entitling the finder to purchase up to such number of MCP Shares equal to 12% of the total number of Private Placement Units sold through the Finder in the Private Placement, exercisable for a period of 12 months from the date of the closing of the Private Placement. Each Finder's Warrant will be exercisable into one (1) MCP Share at $0.25 per MCP Share.

The Private Placement will be effected under exemptions from the prospectus and registration requirements of applicable securities laws pursuant to subscription agreements to be entered into between each subscriber in the Private Placement and the Company.

Selected Financial Information and Management's Discussion and Analysis

Information from Inception

A summary of selected financial information for the financial year ended November 30, 2012 and period ended November 30, 2011, is as follows:

	Year ended November 30, 2012	**Period ended November 30, 2011**
Total Expenses	$92,085	$14,447
Amounts deferred in connection with the Transaction	Nil	Nil

For the financial year ended November 30, 2012, MCP reported no discontinued operations and declared no cash dividends.

A copy of the financial statements of MCP for the period from January 28, 2012 (date of incorporation) to November 30, 2011 and for the financial year ended November 30, 2012, are included as Schedule "A" to this Filing Statement.

Management's Discussion and Analysis

MCP's management discussion and analysis for the financial year ended November 30, 2012 is included in Schedule "B" to this Filing Statement.

Description of Securities

The Company is authorized to issue an unlimited number of MCP Shares without nominal or par value of which 7,000,000 MCP Shares were issued and outstanding as fully paid and non-assessable as at the date of this Filing Statement. The Company has reserved 700,000 MCP Shares for issuance under the MCP Option Plan and 500,000 MCP Shares for issuance as IPO Agent's Options.

There are no preferred shares issued and outstanding. The holders of the MCP Shares are entitled to receive notice of and attend any meeting of the Company's shareholders and are entitled to one vote for each MCP Share held. The holders of the MCP Shares are entitled to receive dividends, if, as and when declared by the Board of Directors of the Company. In the event of liquidation, dissolution or winding-up of the Company, the holders of the MCP Shares are entitled to share rateably the remaining assets of the Company.

MCP Option Plan

MCP Option Plan

The Company has adopted the MCP Option Plan which provides that the Board of Directors may from time to time, in its discretion, and in accordance with the TSXV requirements, grant to directors, officers, employees and consultants of the Company ("Service Providers"), non-transferable options to purchase MCP Shares, provided that the number of MCP Shares reserved for issuance will not exceed 10% of the issued and outstanding MCP Shares exercisable for five years from the date of grant. The MCP Option Plan is summarized as follows:

(a) the MCP Option Plan shall be administered by the Board of Directors;

(b) the exercise price of the MCP Shares subject to each MCP Option shall be determined by the Board of Directors at the time such MCP Option is allocated under the MCP Option Plan, and in no event shall such exercise price be lower than the Discounted Market Price as defined in the TSXV Policies, provided that (except for the exception outlined below) if MCP Options are granted within 90 days of a distribution of MCP Shares (or shares and other securities) of the Company by way of a prospectus, the minimum exercise price of those MCP Options will be the greater of the Discounted Market Price, as such term is defined in the TSXV Policies, and the per share price paid by the public investors for MCP Shares acquired under the distribution;

(c) the number of MCP Shares reserved for issuance under the MCP Option Plan will not exceed 10% of the issued and outstanding MCP Shares from time to time;

(d) the maximum term of MCP Options is a a maximum term permitted by the TSXV, being ten years from the date of grant for a Tier 1 issuer on the TSXV, and five years from the date of grant for a Tier 2 or NEX issuer;

(e) subject to any vesting restrictions imposed by the TSXV, the Board of Directors may, in their sole discretion, determine the time during which the MCP Options shall vest and the method of vesting;

(f) the number of MCP Shares reserved for issuance to any optionee will not exceed five percent (5%) of the issued and outstanding MCP Shares and the number of MCP Shares reserved for issuance to all consultants will not exceed two percent (2%) of the issued and outstanding MCP Shares;

(g) MCP Options may be exercised the later of 12 months after completion of a Qualifying Transaction and 90 days following cessation of the optionee's position with MCP (or 30 days from the date the optionee ceased to provide investor relations services, where the optionee was engaged to provide such services), provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option; and

(h) any MCP Shares acquired pursuant to the exercise of MCP Options prior to the completion of a Qualifying Transaction must be deposited in escrow and will be held in escrow until a Final Exchange Bulletin is issued in respect of the Qualifying Transaction.

As of the date of this Filing Statement, options to acquire 700,000 MCP Shares are outstanding, as follows:

Name of Optionee	Number of MCP Shares Under Option	Exercise Price Per MCP Share	Expiry Date
John Morgan	175,000	$0.10	May 3, 2017
Robin Hutchison	175,000	$0.10	May 3, 2017
Richard Jordens	175,000	$0.10	May 3, 2017
Kenneth Churchill	175,000	$0.10	May 3, 2017
Total	**700,000**		

IPO Agent's Option

The IPO Agent received the IPO Agent's Options to purchase up to 500,000 MCP Shares at a price of $0.10 per MCP Share exercisable until May 3, 2014.

Prior Sales

Since the date of incorporation of the Company, January 28, 2011, 7,000,000 MCP Shares have been issued as follows:

Date	Number of Common Shares[(1)]	Issue Price Per Common Share	Aggregate Issue Price	Consideration Received
January 28, 2011	1	$0.05	$0.05	Cash
June 1, 2011	1,999,999	$0.05	$99,999.95	Cash
May 3, 2012 [(2)]	5,000,000	$0.10	$500,000	Cash
Total	**7,000,000**		**$700,000**	

Notes:

(1) All of the 2,000,000 MCP Shares issued at $0.05 are held in escrow in accordance with the CPC Policy. See "Information Concerning the Company - Escrowed Securities"; and

(2) Issued in connection with the MCP IPO.

Stock Exchange Price

The MCP Shares have been listed and posted for trading on the TSXV since May 3, 2012. The following table sets out trading information for the MCP Shares for the periods indicated as reported by the TSXV:

Period	High	Low	Trading Volume
October 1, 2012 to October 15, 2012[(1)]	-	-	-
September 1, 2012 to September 30, 2012	$0.175	$0.155	49,000
June 1, 2012 to August 31, 2012	$0.155	$0.14	102,500
May 3, 2012 to May 31, 2012	$0.15	$0.12	434,000

Notes:

(1) The MCP Shares were halted from trading on October 15, 2012 pending the announcement of the Transaction.

Arm's Length Transactions

The Transaction, if completed, will not be a Non-Arm's Length Qualifying Transaction.

Mr. Robin Hutchison, is a director and a 8.21% shareholder of the Company, as well as a director and 47.3% shareholder of bioMmune and is therefore a Non-Arm's Length Party to the Qualifying

Transaction. As a result of the Transaction and assuming completion of the Private Placement, Mr. Hutchison's ownership of MCP Shares will increase from 575,000 MCP Shares (8.21% on a non-diluted basis prior to giving effect to the Transaction and the Private Placement) to 3,225,000 MCP Shares (14.27% on a non-diluted basis after giving effect to the Transaction and the Private Placement).

Mr. Robin Hutchison is not a control person of the Company but is a control person of bioMmune. In passing resolutions to proceed with the Transaction at the Board of Directors' meetings of each of the Company and bioMmune, Mr. Robin Hutchison has abstained from voting.

Since, the Control Persons of the Company are not (and their Associates and Affiliates are not) Control Persons of bioMmune and no Insider of the Company is a related party pursuant to TSXV Policy 5.9 - *Insider Bids, Issuer Bids, Business Considerations and Related Party Transactions*. Accordingly, the Transaction does not constitute a Non Arm's Length Qualifying Transaction nor a Related Party Transaction and therefore does not require shareholder approval.

Legal Proceedings

There are no legal proceedings to which MCP is, or has been, a party or of which any of its property is, or has been, the subject matter. Additionally, to the reasonable knowledge of the management of MCP, there are no such proceedings contemplated.

Auditor, Transfer Agent and Registrar

The auditor of the Company is Smythe Ratcliffe LLP of 700- 355 Burrard Street, Vancouver, BC, V6C 2G8.

Computershare Investor Services Inc. of Vancouver, BC is the transfer agent and registrar for the MCP Shares.

Material Contracts

The Company has not entered into any material contracts, except in the ordinary course, other than:

1. IPO Agency Agreement dated March 16, 2012 between the Company and the IPO Agent;

2. CPC Escrow Agreement dated March 15, 2012 as amended May 3, 2012 among the Company, the Transfer Agent and certain MCP Shareholders;

3. MCP Option Plan dated for reference March 15, 2012;

4. Transfer Agent, Registrar and Dividend Disbursing Agent Agreement dated February 6, 2012 between the Company and Computershare Investor Services Inc.;

5. Letter of Intent entered into between the Company and bioMmune on November 13, 2012 with respect to the Transaction;

6. Share Exchange Agreement dated April 22, 2013 among the Company, bioMmune and bioMmune Shareholders pursuant to which the Company has agreed to complete the Transaction;

7. Sponsorship Engagement Letter dated November 1, 2012 between the Company and the Sponsor with respect to the Qualifying Transaction; and

8. Sponsorship Agreement dated April 26, 2013 between the Company, bioMmune and the Sponsor with respect to the Qualifying Transaction.

Copies of these agreements will be available for inspection at the registered office of the Company located at Suite 300 – 576 Seymour Street, Vancouver, BC V6B 3K1, during ordinary business hours until the Completion of the Qualifying Transaction and for a period of 30 days thereafter. Copies of these agreements are also available on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

PART III – INFORMATION CONCERNING BIOMMUNE

Name and Incorporation

Name and Incorporation

bioMmune Technologies Inc. was incorporated on July 5, 2012 under the BCBCA.

The head office and registered office of bioMmune are located at Suite 202 – 1640 Oak Bay Avenue, Victoria BC V8R 1B2.

Intercorporate Relationships

bioMmune does not have any subsidiaries.

General Development of the Business

History

bioMmune is a private British Columbia company that was formed to commercially exploit a number of patents and patent applications to develop a new category of drugs with a novel mechanism of action. The patent applications were filed by the UBC and a group of researchers lead by Dr. Wilfred Jefferies, with the first patent filed in 2006.

Dr. Jefferies and his team at UBC, have been working on this technology for over ten (10) years to investigate a number of observations, but primarily that cancer cells can evade the immune system and immunosurveillance due to the down-regulation of molecules critical to the expression of tumour antigens at the surface of cancer cells. The research team discovered that by treating these tumor cells with drugs affecting the structure of the DNA, the expression of these molecules can be up regulated, thus increasing expression of tumor antigens at the tumour cell surface and allowing killing of the cancer cells by cytotoxic T lymphocytes. This treatment re-establishes the normal mechanisms leading to the elimination of cells expressing foreign antigens expressed on the cell surface. This technology targets various tumour antigens, parasite antigens and viral antigens by the cell-mediated arm of the immune system, specifically, cytotoxic T cells (CTL). In addition, Dr. Jefferies has identified novel receptors that appear to regulate immune response in lymphocytes. This receptor system is a validated drug target for creating new categories of disease modifiers.

bioMmune, through contract work planned to be performed at UBC, plans to specifically screen natural and synthetic product libraries that will focus on the discovery and further development of new drugs that target these pathways in order to combat disorders and diseases such as cancer, autoimmune disease such as arthritis and diabetes, and infectious diseases that are not yet adequately addressed by existing Global Health Care interventions. Finally, Dr. Jefferies has identified a critical new role for a known protein in triggering the initiation of immune responses towards infectious agents such as bacteria and viruses. This knowledge will be used by bioMmune to modify vaccines and improve vaccine performance with the ultimate goal of creating new classes of efficacious vaccines for diseases such as malaria, influenza, HIV/AIDS and tuberculosis.

On October 3, 2012 bioMmune entered into a patent assignment agreement with the UBC whereby bioMmune acquired patent applications with respect to the *HAT Acetylation Promoters and Uses Compositions thereof in Promoting Immunogenicity*. One of the principal terms of the patent assignment agreement with the UBC was the issuance of 600,000 bioMmune Shares and two payments totaling $300,000 as referred to in "Part IV – Information Concerning the Resulting Issuer – Available Funds and

Principal Purposes". On October 9, 2012 bioMmune entered into a patent application assignment agreement with a number of inventors with respect to *Compositions and Methods of Modulating of an Immune Response* and *Methods and Compositions for Modulating Voltage-Gated Calcium Channel Function* patent applications. The patent application assignment agreement was subsequently amended on October 18, 2012. As a consideration for the assignment of the patent applications, bioMmune has issued a total of 1,850,000 bioMmune Shares.

Significant Acquisitions and Dispositions

bioMmune has not completed any significant acquisition or disposition for which pro-forma financial statements would be required.

Narrative Description of Business

Principal Products and Services

The bioMmune Intellectual Property surrounds the following three technologies:

(a) the discovery of HDAC's (Histone Deacetylase) which are proteins (enzymes) important for the regulation of cell growth and have been found to be novel targets for the treatment of cancers. bioMmune plans to discover new HDAC inhibitors, which will be active and recognize cancer cells and results in our body's immune system to kill the cancer cells;

(b) the Calcium Channels which are a multi member family with over 10 different proteins. These channels activities are regulated and regulate the concentration of calcium (Ca) in different places in cells and regulates the concentration of Ca which is very important for the activity of cells involved in the immune system. This channel designed as Cav 1.4 is important and identifying new calcium channel regulators (blockers) will be important to improve the activity of the immune system to combat cancers, infections and also autoimmunities; and

(c) technology called CD74 which is a protein involved in the immune system and its regulation. Finding ways or compounds that regulate its activity will improve humans immune system to combat infections, cancers and autoimmune diseases.

A. Cancer Detection and Autoimmune Diseases

Cancer cells escape immune-recognition mechanisms. In many cancers, Major Histocompatibility Complex I (MHC I) molecules and the endogenous Antigen Processing Pathway (APP) leading to MHC I expression are down-regulated, leading to escape from immunological control. These mechanisms are prevalent in metastatic forms of cancers, especially lung carcinomas. Immune therapies and vaccines for many forms of cancer are still in their infancy.

Autoimmune diseases arise from an inappropriate immune response of the body against substances and tissues normally present in the body. The immune system mistakes some part of the body as a pathogen and attacks its own cells. Several mechanisms are thought to be operative in the pathogenesis of autoimmune diseases, against a backdrop of genetic predisposition and environmental modulation. Treatments for autoimmune disease have traditionally been immunosuppressive, anti-inflammatory (steroids), or palliative. Non-immunological therapies, such as hormone replacement in Hashimoto's thyroiditis or Type 1 diabetes mellitus treat outcomes of the autoaggressive response, thus these are palliative treatments. Dietary manipulation limits the severity of celiac disease. Steroidal or NSAID treatment limits inflammatory symptoms of many diseases. IVIG is used for CIDP and GBS. Specific

immunomodulatory therapies, such as the TNFα antagonists (e.g. etanercept), the B cell depleting agent rituximab, the anti-IL-6 receptor tocilizumab and the costimulation blocker abatacept have been shown to be useful in treating RA. Some of these immunotherapies may be associated with increased risk of adverse effects, such as susceptibility to infection.

The Intellectual Property of bioMmune provides new methods for identification and development of therapeutic compounds that can possibly enhance and restore the immunogenicity of cells which evade immunosurveillance.

Essential molecules associated with antigen processing are deficient in these cells. By increasing their expression, the presentation of MHC Class I surface molecules for detection by cytotoxic T-lymphocyte cells and subsequent removal by the immune system can be possibly achieved. The Intellectual Property of bioMmune will be used in research intended to result in development of new therapeutic compounds that can possibly increase the expression of TAP and other molecules essential for antigen presentation on the target cell surfaces. These new therapeutic compounds, such as Histone Deacetylase Inhibitors (*HDACi*) function to alter the structure of DNA, thus altering molecular expression. The new molecules developed using a specific screening assay are meant to increase the immunogenicity of the target cells, e.g. tumor cells or pathogen infected cells, to enhance their destruction by cytotoxic lymphocytes.

This Intellectual Property of bioMmune will be used in research intended to result in development of new therapeutics for enhancing the immunogenicity of selected cells in a patient's body, thereby rendering them more susceptible to recognition and elimination by the body's immune system. In this way, new therapeutic compounds for the treatment of cancers and diseases associated with infections and autoimmunity can be targeted. By restoring the expression of molecules such as APC's, tumour antigens are more efficiently expressed at the cell surface, allowing tumour cell killing by the immune system. In short, restoration of APC expression in tumors is believed to restore immune recognition. The aim of the research work will be to identify new compounds that significantly increase the expression of critical antigen processing and presentation molecules such as APC and MHC I molecules on the surface of tumor cells thereby rendering them visible to the immune system. bioMmune plans to allocate approximately 75% of its research and development funds to its HDAC research.

Dr. Jefferies and his UBC team have developed a screening protocol that is intended to be deployed in the research to discover new therapeutic compounds identified from a Marine extract library and other synthetic libraries that are planned to provide additional specific Intellectual Property on the new therapeutic compounds with new mechanisms of action for treatment of autoimmune diseases, infectious diseases and cancers. As part of the prior ten years of work, Dr. Jefferies and team identified a number or series of markers and or components of compounds that are believed to induce activity to turn on the immune system to kill cancer cells. These identifiers were then built in to the screening protocol. As mentioned above, this screening protocol is planned to be placed initially against a Marine extract library. Marine organisms represent a vast reservoir of biologically active secondary metabolites that are potential leads for the development of new therapeutic compounds and bioMmune believes the marine library offers appropriate targets . UBC researchers collect marine invertebrates and bacteria from tropical and cold temperate ocean habitats and screen their extracts for in vitro and in vivo activities. Bioassay guided fractionation of promising extracts leads to the isolation of pure active constituents. The structures of the new metabolites are elucidated primarily by spectroscopic analysis. Multipulse 1D and 2D NMR experiments play a pivotal role in the structure elucidation. Many of the crude benthic marine invertebrate extracts were collected from such places as Papua New Guinea, Indonesia, Dominica, Brazil, British Columbia, South Africa and Norway. These were immediately frozen and then lyophilized. The dried samples were later prepared as 1 mg/ml concentrations in dimethylsulfoxide (DMSO) and stored at -20°C.

Using a specific screening assay bioMmune plans to:

(a) identify marine invertebrate extracts that are able to induce APC promoter expression in reporter cells;

(b) determine whether marine extracts which induce APC reporter gene expression can also induce an increase of MHC I expression on the reporter cell surface;

(c) determine whether marine extracts will induce an increase in MHC I expression on lung carcinoma cell surface; and

(d) determine whether marine extracts restore T cell recognition of cancer cells.

The compounds identified may function independently or be used as a general adjuvant for other adaptive immune responses, and as such may have additional clinical utility in promoting immune responses against infectious microroganisms as well as tumours.

B. Second Technology: Calcium Channel Blocker

Additional intellectual property has been acquired from UBC and the group of inventors involving methods and compounds (agents) that modulate a voltage gated calcium channel (Cav1). The agent can be an antibody, an aptamer, a peptide or a small molecule capable of binding to an ectodomain of the target CaV1 molecule. Such binding can modulate the function of the CaV1 calcium channel thus giving control over this signalling molecule.

Calcium (Ca2+) ions act as universal second messengers in virtually all cell types. Voltage-gated calcium (CaV) channels conduct Ca2+ and consist of complexes comprising the pore-forming α1 subunit and at least an α2-subunit, a δ-subunit, a γ-subunit and a β-subunit. CaV channels are now known to be present in many cells not traditionally considered excitable, including various haematopoietic cells. Calcium signalling is known to play an important role in adaptive immunity. The identity and number of plasma membrane channels mediating sustained Ca2+ entry into T lymphocytes of the cell-mediated immune system is unclear although two splice variants of the CaV1.4 calcium channel have been identified in human T lymphocytes.

The Intellectual Property of bioMmune provides methods for the development of new therapeutic compounds, which modulate voltage-gated calcium channel function.

bioMmune plans to employ a method of screening for therapeutic anti-cancer agents by contacting a haematopoietic cell expressing a CaV1 molecule with a test molecule, and determining whether the molecule modulates activity of the Ca_V1 moleucle. This will allow bioMmune to select additional compounds (drugs) that regulate immune cell activity. Two kinds of immunomodulatory molecules will be sought:

a) agents that specifically bind to an ectodomain of a Ca_V1 molecule expressed in T cells to modulate T cell function; and

b) agents that suppress an immune response in a subject by administering to the subject an effective amount of a Ca_V1 inhibitor, wherein the Ca_V1 inhibitor binds to an ectodomain of Ca_V1 expressed in T cells.

Screening for an immunosuppressant will be performed by contacting T cells expressing Ca_V1 with a test agent, and determining whether the test agent modulates activity of the Ca_V1 molecule, wherein a test agent that inhibits activity of the Ca_V1 molecule is identified as an immunosuppressant. bioMmune plans to allocate approximately 25% of its research and development funds to its Calcium Channel Blocker research.

bioMmune plans to use a specific method for screening of active molecules such as an antibody, an aptamer or small molecules targeting a given Ca_V1 splice variant ("Ca_V1 modulators") and capable of binding to an ectodomain of the target Ca_V1. Such molecules may modulate the function of the Ca_V1 calcium channel and affect the activity of T cells. These molecules are useful, for example, as immunosuppressants, which find application in the treatment of autoimmune diseases, to decrease the risk of transplant rejection and in the treatment of other disorders requiring suppression of the immune system.

The work plan involves the following:

(a) creation of monoclonal antibodies (Biologics) against the ectodomain of Cav;

(b) selecting for antibodies that modulate the activation of Leukocytes; and

(c) testing if these antibodies modulate inflammation and immune function in animal models of human disease such as transplant rejection and allergy.

C. Third Technology: CD74 -

This technology is based on the discovery that CD74 mediates trafficking of MHC I from the endoplasmic reticulum of dendritic cells to endolysosomal compartments for loading with exogenous peptides, critical for antigen processing and establishment of effective immunity. Thus, in short, CD74 has a critical function in endolysosomal dendritic cell cross-presentation for priming MHC I-mediated cytotoxic T lymphocyte responses. This newly discovered pathway will allow the localization of pathogen or cancer antigens to dendritic cells for antigen processing and presentation. However, the dendritic cells still need to be activated in order to generate an efficient immune response. This can be overcome by combining the CD74 trafficking technology with vaccine adjuvants to induce dendritic cell activation.

Accordingly, this discovery provides methods of modulating MHC I mediated immune responses such as modulating CD74 dependent MHC I endolysosomal dendritic cell cross-presentation. This process is essential for $CD8^+$ T cell mediated responses against viruses, tumours, self-antigens and allografts.

Using techniques already established in the lab, bioMmune plans to develop the use of new small and large compounds which can enhance and stimulate an immune response, such as a MHC I - mediated CTL response, by enhancing CD74 dependent MHC I dendritic cell cross-presentation. The CD74 - dependent MHC I cross-presentation pathway may be enhanced, for example, by increasing expression of CD74 in dendritic cells. Accordingly, other approaches will be sought to identify new compounds to enhance expression of CD74.

Using known techniques bioMmune plans to develop new compounds small and large which can enhance and stimulate an immune response, such as a MHC I mediated CTL response, by enhancing CD74 dependent MHC I dendritic cell cross-presentation. The CD74 dependent MHC I cross-presentation pathway may be enhanced, for example, by increasing expression of CD74 in dendritic cells. Accordingly, other approaches include identifying new compounds to enhance expression of CD74.

The work plan for this third technology is slated to commence toward the end of year one. As this technology has already been significantly advanced within Dr. Jefferies' lab over the past years, a very limited amount of work will be required during 2013 until the other two technologies have been advanced further forward. The limited amount of work will involve the following:

(a) create gene constructs of important antigens from pathogens;
(b) subclone into non-replicating adenovirus vectors;

(c) test the localized expression of proteins linked to the CD74 localization sequence in the endolysosome of DCs;
(d) test if these increase T cell and B cell responses in mice compared to gene constructs lacking the CD74 localization sequence; and
(e) examine if these constructs induce protective responses in pathogen models.

Operations

bioMmune expects to target potential new therapeutic compounds that can be used to file IND's (Investigational New Drugs) with the FDA and other international regulatory agencies around the world that are supported by bioMmune's patent applications currently on file and ones yet to be filed. In order to do so, a number of stages need to be completed.

The initial stage will be the UBC Discovery Research Stage (Stage 1) of the bioMmune operational plan. bioMmune plans to negotiate service agreements with UBC to support studies to be performed by and in Dr. W. Jefferies' lab to advance bioMmune's current Intellectual Property and secure new Intellectual Property regarding the identification of new drugs for the treatment of cancers, autoimmunity and microbial infections. This will not only secure a larger Intellectual Property portfolio for development of the already existing technology held by bioMmune, but will also allow bioMmune to expand into other areas. bioMmune currently estimates that this initial stage will take between 7 to 9 months. During this period, as the candidate therapeutics compounds are identified, the objective of bioMmune will be to commence and design the pre-clinical animal studies to provide *"proof of concept"* to each candidate therapeutic. Each of these screened compounds will then be readied to pre-IND for licensing to pharmaceutical companies. During the initial stage and until the majority of the screening is complete, the personnel requirements of bioMmune will consist of Dr. Reinhard Gabathuler (president and CEO), Judi Dalling (CFO), Robin Hutchison (Executive Chairman) and Dr. Jefferies (Scientific Chair). Dr. Gabathuler will hold the primary responsibility to engage the pharmaceutical companies for the ultimate licensing of the new drug candidates. Ms. Dalling will focus on the financial aspects of bioMmune along with submissions of the quarterly and other regulatory filings. Mr. Hutchison will provide corporate oversight, public company management and over the coming several months, the establishment of a professional Board of Directors. Dr. Jefferies, along with his leadership work at UBC, will interview and recommend members of the to-be-established Scientific Board. Further, Dr. Jefferies will provide guidance in the area of Intellectual Property advancement.

As bioMmune exits out of the Discovery Research Stage and enters the Proof of Concept Stage (Stage 2), it will be primarily focused on dealing with pre-IND clinical testing. This work is planned to be performed at both UBC and other contract research organizations which specialize in testing for cancer and autoimmune diseases. As each of the candidate therapeutics complete pre-IND testing, the pre-IND package will be readied for distribution to candidate pharmaceutical companies. bioMmune anticipates that as many as 100 therapeutic compounds may be discovered in Stage I. The testing for each compound is straightforward and can be completed in batches over a 30-60 day period. bioMmune anticipates four sets of batch testing to take place over the 12-month period. During this stage, the bioMmune personnel requirement will expand and two additional senior scientists who will be retained to oversee pre-IND testing at both UBC and the contract research organizations chosen to perform testing. However, overall personnel requirement is anticipated to be very minimal as compared to other pre-clinical companies in the biopharmaceutical marketplace.

During the Commercialization Stage, (Stage 3) each of the therapeutic compounds (drugs) that have undergone successful animal studies will be packaged into licensing kits, and offered to pharmaceutical companies for licensing. The objective is to have the pharmaceutical companies then take the therapeutic compounds through clinical testing (phases I, II and III) and ultimately the development and regulatory

approval of new drugs. During this stage, Dr. Gabathuler will require a head of business development to assist him in the introduction of the drugs to the potential pharma partners.

bioMmune anticipates the licensing process to be ongoing as new compounds are discovered. bioMmune believes that between the three core technologies, that there are up to three years of research that could occur leading up to four years of testing, followed by a further three years of introducing the new compounds to the market.

bioMmune will require a financial injection of approximately $1,500,000 to pursue the UBC Discovery Stage and conduct independent third party pre-clinical testing. bioMmune has assembled an experienced and multi-disciplined team of senior executives and trained scientists and technicians to achieve it goals.

Activities that will be undertaken for the first year and the associated objectives are all involved with research and discovery stages, where bioMmune will seek to complete the discovery and development, including initial pre-clinical testing and filing for preliminary regulatory approval, for the above three technologies. From this work, bioMmune will advance the pre-clinical work to include employing independent third parties to confirm results of initial testing trial work that will be conducted at UBC. Following this, bioMmune then intends to license the three technologies to a selected number of licensees worldwide.

Market - Cancer Treatment

As at 2000, approximately 22 million people were living with cancer that had been diagnosed within the previous 5 years. These figures reflect a 22% increase in cancer incidence and mortality in the world in comparison with the year 1990. The most prevalent types of cancer during the year 2000 were breast (17.2%), colorectal (10.6%), and prostate (6.9%). The tumour types with the highest worldwide incidence were lung (12.3%), breast (10.4%), and colorectal (9.4%). There were approximately 5.3 million new cases of cancer in men, with 4.7 million cancer-related deaths. The tumour types with the highest incidence in men were lung, stomach, prostate, colorectal, and liver. The highest mortality was due to cancer of the lung, stomach, liver, colon/rectum, and esophagus. In women, there were 4.7 million new cases of cancer, with approximately 2.7 million deaths. The tumour types with the highest incidence in women were breast, uterine cervix, colorectal, lung, and stomach, with the highest mortality rates from cancer of the breast, lung, stomach, colon/rectum, and uterine cervix.

The marked growth in the world population should be accompanied by a significant increase in the life expectancy of the global population and will have direct consequences on cancer incidence. The total number of new cases of cancer will rise from 10 million in year 2000 by approximately 25% in each decade, reaching 24 million new cases per year in the year 2050. The total number of deaths will rise from 6 million in the year 2000 to 10 million in 2020 to over 16 million in the year 2050. In the year 2050, there will be 17 million new cases of cancer in less developed countries, while only seven million new cases of cancer will occur in the more developed countries. Therefore, public health authorities should expect cancer to become a major challenge not only in developed countries but (especially) in developing countries as well.

Histone deacetylase (HDAC) inhibitors are emerging as a new class of potential anticancer agents for the treatment of solid and hematological malignancies. HDAC inhibition causes acetylated nuclear histones to accumulate in both tumour and normal tissues, providing a surrogate marker for the biological activity of HDAC inhibitors in vivo. The effects of HDAC inhibitors on gene expression are highly selective, leading to transcriptional activation of certain genes such as the cyclin-dependent kinase inhibitor but repression of others. HDAC inhibition not only results in acetylation of histones but also transcription factors such as p53, GATA-1 and estrogen receptor-alpha. HDAC inhibitors are potent antiproliferative agents with relatively little effect on normal tissues. The first generation of pan-HDAC inhibitor produced clinical benefit and the first representative of this class is already marketed for cutaneous T-cell

lymphoma. The second generation inhibitors are rationally designed with improved specificity and are currently in broad clinical evaluation for a number of different cancer indications, alone and in combination. Apart from oncology, HDAC inhibitors are also being evaluated in other indications.

The development of new drugs with new mechanisms of action such as restoring immune recognition by increasing MHC I and associated tumour antigens on their cell surface will have a large market especially for treatment of cancers that are resistant to a large variety of anti-cancer agents.

Market - Autoimmunity

Autoimmune disorders result from an overactive immune response of a body working against its own cells, tissues and organs. The disease is broadly classified into two types: systemic autoimmune diseases, which affect several organs of the body; and localized autoimmune diseases, which affect only one organ. Approximately 80 autoimmune diseases are recognized under these two categories. The diseases affected over 300 million people across the globe in 2009. No defined reasons have been discovered to date for the occurrence of most of these disorders. Women are more prone to autoimmune diseases, constituting 70%-75% of all autoimmune patients.

The global market for autoimmune disease treatments is estimated to be at $37.84 billion in 2009 and is growing at a CAGR of 12.7% from 2009 to 2014. The market is forecast to be at $68.81 billion in 2014. The effects of the global meltdown are given careful consideration when forecasting the market. As autoimmune disorders still have no permanent cure, more and more pharmaceutical companies are making significant R&D investments into finding treatments for autoimmune diseases, are also focusing on finding the causes behind the diseases, which again are unknown.

The overall market for the treatment of autoimmune disorders is grouped into the submarkets for applications, products, services, and technologies. The application market is further classified into the treatment markets for systemic autoimmune diseases and localized autoimmune diseases. The applications market is dominated mostly by rheumatoid arthritis under the systemic disease segment, while multiple sclerosis is the major application market under the localized disease segment. These two disorders account for 75% of the total applications market. The other major diseases analysed under the application market are psoriasis, systemic lupus erythematosis, type I diabetes, inflammatory bowel disease, and thyroid disorders, which together account for 15%-20% of the global applications market.

The product market is classified on the basis of drugs, diagnostic equipment, and therapeutic and monitoring equipment. Drugs form the largest segment of the products market, with major drugs such as NSAID, DMARD, biologic DMARD, Avonex, Rebif, Copaxone, Betaseron, and 5-ASA already in play. The services market consists of consultation and diagnosis, therapy and monitoring and drug development. The wide and increasing prevalence of autoimmune diseases is boosting the drug, therapy and monitoring market.

The development of new drugs with new mechanisms of action such as modulation of cell mediated immune responses by specific agents will have a large market especially as no permanent treatment exists for most of the autoimmune diseases.

Competitive Conditions

The market for bioMmune's technology is highly competitive. bioMmune competes with other research teams who are also examining potential therapeutics with regards to autoimmune diseases and disorders. Many of its competitors have greater financial and operational resources and more experience in research and development than bioMmune. These and other companies may have developed or could in the future develop new technologies that compete with bioMmune's technologies or even render its technologies obsolete.

Competition in bioMmune's markets is primarily driven by the following:

- timing of technological introductions;
- ability to develop, maintain and protect proprietary products and technologies; and
- expertise of research and development team.

Acetylon Pharmaceuticals Inc. is a leader in the development of next generation selective HDAC inhibitors to epigenetically regulate protein and gene function for the treatment of cancers and severe chronic diseases. Acetylon Pharmaceuticals Inc. is applying its unique capabilities to discover and develop next-generation, highly selective small molecule drugs to realize the therapeutic potential of HDAC inhibition to treat cancer, inflammatory and other diseases, while reducing the side effects common to this epigenetic class of drugs. Acetylon's clinical and preclinical development programs is focusing on its lead drug candidate rocilinostat (ACY-1215). Rocilinostat is an oral, small molecule, selective inhibitor of histone deacetylase 6 (HDAC6) which is currently in Phase 1 clinical trials for the treatment of relapsed and relapsed/refractory multiple myeloma at major US cancer centers, in combination with Revlimid(R) (lenalidomide, Celgene) and with Velcade(R) (bortezomib, Takeda Millenium). Rocilinostat (ACY-1215) selectively inhibits the intracellular enzyme HDAC6, leading to inactivation of the "aggresome" pathway for degradation of damaged proteins. The resultant accumulation of excess waste protein in malignant cells triggers programmed cell death, called "apoptosis," with little or no effect on normal cells. Currently available HDAC drugs non-selectively target multiple HDAC enzymes including those of Class I, resulting in dysregulated expression of numerous genes in normal cells as well as cancer cells. Side effects commonly associated with non-selective epigenetic HDAC drugs include gastrointestinal dysfunction, lowered blood platelet levels and risk of hemorrhage, and profound fatigue as well as potential for severe cardiac complications. Selective inhibition of HDAC6 is expected to reduce or eliminate these often-severe side effects associated with non-selective HDAC inhibition and may enable the development of optimized treatment regimens including maximally effective combination drug therapies.

MEI Pharma, Inc. (Nasdaq: MEIP) is a San Diego-based oncology company focused on the clinical development of novel therapies for the treatment of cancer. The company's clinical development pipeline includes two proprietary isoflavone-based drug candidates, ME-143 and ME-344, and a potential best-in-class, oral histone deacetylase (HDAC) inhibitor, Pracinostat. The company received FDA approval of its investigational new drug application for ME-344 in April 2012 and initiated a Phase I clinical trial of intravenous ME-344 in patients with solid refractory tumors shortly thereafter. Pracinostat has been tested in more than 150 patients in multiple Phase I and exploratory Phase II clinical trials, including advanced hematologic disorders such as acute myeloid leukemia and myelofibrosis. MEI Pharma owns exclusive worldwide rights to ME-143, ME-344 and Pracinostat.

Cellceutix Corporation (OTCBB: CTIX) is a biopharmaceutical company focused on discovering and developing small molecule drugs to treat unmet medical conditions, including drug resistant cancers, announced that recent research has shown that its flagship anticancer compound Kevetrin™ has potent anticancer activity in a wide range of tumour types by targeting histone deacetylase (HDAC). Kevetrin™ activates both transcription-dependent and transcription-independent pathways to induce apoptosis in tumor cells through activation of p53, the "Guardian Angel of the Human Genome," and potentially the retinoblastoma protein, or Rb, pathway. Damaged or mutated p53 or Rb is exhibited in nearly 100 percent of all cancers, regardless of origin. The HDAC2 connection further delineates the MOA behind Kevetrin's powerful antitumor activity that has been demonstrated against multiple cancers.

Additional companies working in this area and potential competitors of bioMmune are:

- 4SC
- Acetylon Pharmaceuticals
- Arno Therapeutics
- Celgene

- Celleron Therapeutics
- Chroma Therapeutics
- CrystalGenomics
- Curis
- DAC
- EnVivo Pharmaceuticals
- Ethical Oncology Science (EOS)

Future Developments

For the information with respect to the future development of bioMmune's business please see "Principal Products and Services" and "Operations".

Proprietary Protection

bioMmune considers that its identifiable intangible properties such as licences, patents, software, and trademarks are extremely important to its business and acts aggressively to pursue patent protection, register trademarks and protect its other intellectual property through copyright and trade secret protections supported by confidentiality agreements.

A summary of bioMmune's patent applications is set out in the following table:

No.	Title	Country/ Status	Application No.	Assignment to bioMmune
1.	HAT Acetylation Promoters and Uses Compositions thereof in Promoting Immunogenicity	Australia Published	2008207317	Patent assignment agreement dated October 3, 2012
2.	HAT Acetylation Promoters and Uses Compositions thereof in Promoting Immunogenicity	Canada Pending	2574531	Patent assignment agreement dated October 3, 2012
3.	HAT Acetylation Promoters and Uses Compositions thereof in Promoting Immunogenicity	China Pending	200880007361.1	Patent assignment agreement dated October 3, 2012
4.	HAT Acetylation Promoters and Uses Compositions thereof in Promoting Immunogenicity	Europe Published	08706236.0	Patent assignment agreement dated October 3, 2012
5.	HAT Acetylation Promoters and Uses Compositions thereof in Promoting Immunogenicity	Japan Published	2009-545770	Patent assignment agreement dated October 3, 2012
6.	HAT Acetylation Promoters and Uses Compositions thereof in Promoting Immunogenicity	South Korea Pending	10-2009-7017213	Patent assignment agreement dated October 3, 2012
7.	HAT Acetylation Promoters and Uses Compositions thereof in Promoting Immunogenicity	Patent Cooperation Treaty Nationalized	PCT/CA08/000084	Patent assignment agreement dated October 3, 2012
8.	HAT Acetylation Promoters and Uses Compositions thereof in Promoting Immunogenicity	Patent Cooperation Treaty Nationalized	PCT/CA08/000088	Patent assignment agreement dated October 3, 2012
9.	HAT Acetylation Promoters and Uses Compositions thereof in Promoting	USA Published	12/504,775	Patent assignment agreement dated October

	Immunogenicity			3, 2012
10.	Compositions and Methods of Modulating of an Immune Response	International Patent Application Filed July 31, 2012	PCT/CA2012/050519	Amended patent assignment dated October 18, 2012 and patent application assignments dated October 9, 2012
11.	Methods and Compositions for Modulating Voltage-Gated Calcium Channel Function	International Patent Application Filed August 10, 2012	PCT/CA2012/050542	Amended patent assignment dated October 18, 2012 and patent application assignments dated October 9, 2012

Each of the patent applications that form the Intellectual Property of bioMmune is still in the regulatory review process and no patents have been issued. To the best of bioMmune's knowledge no patent applications that form part of the Intellectual Property of bioMmune have been substantially challenged or rejected as at the dated of this Filing Statement.

Lending

As a general policy, bioMmune does not make loan arrangements with employees or other companies.

bioMmune has had no bankruptcy or receivership proceedings.

Selected Financial Information and Management's Discussion and Analysis

Information from Inception

A summary of selected financial information of bioMmune for the initial period from July 5, 2012 (date of incorporation) to February 28, 2013, is as follows:

	From incorporation to February 28, 2013
Net sales or total revenues	Nil
Income from continuing operations	Nil
Net (loss)	($59,760)
Total assets	$36,113
Total long term financial liabilities	Nil
Cash dividends declared	Nil

A copy of the financial statements of bioMmune for the initial period from July 5, 2012 (date of incorporation) to February 28, 2013 are included as Schedule "C" to this Filing Statement.

Management's Discussion and Analysis

bioMmune's management discussion and analysis for the initial period from July 5, 2012 (date of incorporation) to February 28, 2013 is included in Schedule "D" to this Filing Statement.

Trends

bioMmune is not currently aware of any trends, events or uncertainty, that reasonably can be expected to have a material adverse effect on bioMmune's business, financial condition, or results of operations other than as described in this Filing Statement and, in particular, under the heading "Risk Factors".

Description of the Securities

bioMmune is authorized to issue an unlimited number of bioMmune Shares without nominal or par value of which 5,600,000 bioMmune Shares were issued and outstanding as fully paid and non-assessable as at the date of this Filing Statement.

There are no preferred shares issued and outstanding. The holders of the bioMmune Shares are entitled to receive notice of and attend any meeting of the bioMmune Shareholders and are entitled to one vote for each bioMmune Share held. The holders of the bioMmune Shares are entitled to receive dividends, if, as and when declared by the Board of Directors of bioMmune. In the event of liquidation, dissolution or winding-up of bioMmune, the holders of the bioMmune Shares are entitled to share rateably the remaining assets of bioMmune.

Consolidated Capitalization

The following table sets forth bioMmune's share and loan capital for and as of the end of the periods indicated.

Capital	Amount authorized	Amount outstanding as at November 30, 2012	Amount outstanding as of the date hereof
Common Shares	Unlimited	5,600,000	5,600,000

As at February 28, 2013, bioMmune's statement of financial position disclosed a deficit of $59,760 and a working capital deficit of $37,110.

Prior Sales

Since the date of incorporation of bioMmune, July 5, 2012, 5,600,000 bioMmune Shares have been issued as follows:

Date	Number of Common Shares	Issue Price Per Common Share	Aggregate Issue Price	Consideration Received
July 5, 2012	100[(1)]	$0.001	$0.10	Cash
October 18, 2012	1,850,000	N/A	N/A	Issued pursuant to amended patent assignment dated October 18, 2012 and patent application assignments with Dr. Jefferies and other inventors dated October 9, 2012
October 18, 2012	600,000	N/A	N/A	Issued pursuant to the patent assignment agreement with UBC dated October 3, 2012
October 18, 2012	2,649,900 [(1)]	$0.001	$2,650	Cash
October 28, 2012	500,000	$0.04	$20,000	Cash
Total	**5,600,000**		**$22,650**	

Notes:

(1) those bioMmune Shares are beneficially owned or controlled by Mr. Robin Hutchison, a director and shareholder of the Company.

Stock Exchange Price

None of the securities of bioMmune are, or have been, posted for trading on any stock exchange.

Executive Compensation

Disclosure

In this section “Named Executive Officer" means each Chief Executive Officer, each Chief Financial Officer, each of the three most highly compensated executive officers of bioMmune, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the initial period from July 5, 2012 to November 30, 2012, whose total compensation was, individually, more than $150,000 and each individual who would be an NEO but for the fact that the individual was neither an executive officer of bioMmune, nor acting in a similar capacity, at the end of that initial period.

Compensation Discussion and Analysis

As a private company, bioMmune does not have any compensation program or compensation plan and in determining executive compensation relies solely on Board discussion without any formal objectives, criteria and analysis.

Summary Compensation Table

Name and Principal Position	Period ended November 30	Salary ($)	Option/Share-based awards ($)	Non-equity incentive plan compensation ($)	Pension Value ($)	All other compensation ($)	Total Compensation ($)
Michael Hutchison, Director	2012	Nil	Nil	Nil	Nil	Nil	Nil
Robin B. Hutchison, Director	2012	Nil	Nil	Nil	Nil	Nil	Nil

Incentive Plan Awards

bioMmune has not granted any stock options to its directors, officers or employees and does not have a stock option plan nor any other participation plan.

Pension Plan Benefits

bioMmune does not have any pension plan for its directors, officers or employees.

Termination and Change of Control Benefits

There is no written employment contract between bioMmune and any director or Named Executive Officer.

There are no compensatory plan(s) or arrangement(s), with respect to the directors or Named Executive Officer resulting from the resignation, retirement or any other termination of employment of the directors' or officers' employment or from a change of the director's or Named Executive Officer's responsibilities following a change in control.

Compensation of Directors

For the information with respect to the compensation of directors of bioMmune please see "Summary Compensation Table" section above.

Management Contracts

All of management functions of bioMmune are performed by bioMmune's directors.

Non-Arm's Length Party Transactions

During the initial period from July 5, 2012 (incorporation) to February 28, 2013, bioMmune incurred in the normal course of business, legal fees of $1,656 charged by a firm controlled by a director of bioMmune. As at February 28, 2013, bioMmune had prepaid $994.

Mr. Robin Hutchison, a director of bioMmune, is also a director of the Company and is therefore a Non-Arm's Length Party to the Qualifying Transaction.

However, the Control Persons of the Company are not (and their Associates and Affiliates are not) Control Persons of bioMmune and no Insider of the Company is a related party pursuant to TSXV Policy 5.9 - *Insider Bids, Issuer Bids, Business Considerations and Related Party Transactions*. Accordingly, the Transaction does not constitute a Non Arm's Length Qualifying Transaction nor a Related Party Transaction.

Legal Proceedings

There are no legal proceedings to which bioMmune is, or has been, a party or of which any of its property is, or has been, the subject matter. Additionally, to the reasonable knowledge of the management of bioMmune, there are no such proceedings contemplated.

Material Contracts

bioMmune has not entered into any material contracts, except in the ordinary course, other than:

1. patent assignment agreement between UBC and bioMmune dated October 3, 2012;

2. extension letters from UBC dated November 26, 2012 and March 22, 2013;

3. patent assignment agreement between bioMmune and one of the inventors of the Intellectual Property, including its subsequent amendment dated October 18, 2012;

4. worldwide assignment with respect to international patent applications No. PCT/CA2012/050542 and PCT/CA2012/050519;

5. Letter of Intent entered into between the Company and bioMmune on November 13, 2012 with respect to the Transaction;

6. Share Exchange Agreement dated April 22, 2013 among the Company, bioMmune and bioMmune Shareholders pursuant to which the Company has agreed to complete the Transaction; and

7. Sponsorship Agreement dated April 26, 2013 between the Company, bioMmune and the Sponsor with respect to the Qualifying Transaction.

Copies of these agreements will be available for inspection at the registered office of the Company located at Suite 300 – 576 Seymour Street, Vancouver, BC V6B 3K1, during ordinary business hours until the Completion of the Qualifying Transaction and for a period of 30 days thereafter. Copies of these agreements are also available on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

PART IV - INFORMATION CONCERNING THE RESULTING ISSUER

Corporate Structure

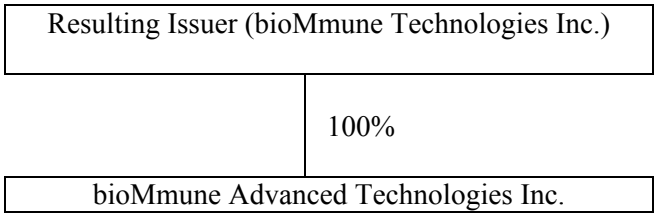
Name and Incorporation

The Company's jurisdiction of incorporation will remain the same immediately following the Completion of the Qualifying Transaction. The Company has reserved the name "bioMmune Technologies Inc." to be adopted concurrently with the Completion of the Qualifying Transaction. Upon Completion of the Qualifying Transaction, the Resulting Issuer Shares will be listed on the TSXV under the trading symbol "IMU" to reflect the change of name of the Company to "bioMmune Technologies Inc.".

The head office of the Resulting Issuer and the registered and records office of the Resulting Issuer will continue to be located at Suite 300 – 576 Seymour Street, Vancouver, BC V6B 3K1.

Intercorporate Relationships

Following Completion of the Qualifying Transaction, bioMmune will become a wholly-owned subsidiary of the Resulting Issuer and will change its name to "bioMmune Advanced Technologies Inc.":



Narrative Description of the Business

Upon completion of the Transaction, the Company expects that it will be classified as a Tier 2 research and development issuer under the policies of the TSXV and the Resulting Issuer will proceed to advance the current and secure new Intellectual Property regarding the identification of new drugs for the treatment of cancers, autoimmunity and microbial infections.

Stated Business Objectives and Milestones

The Resulting Issuer's business objective after completion of the Transaction will be that of bioMmune, namely the development of a new category of drugs with a novel mechanism of action. After the Transaction is closed, the Resulting Issuer's milestones to implement its stated business objectives over the next twelve months include the following:

(a) negotiate service agreement with UBC to support studies to be performed by Dr. Wilfred Jefferies's lab to advance the current and secure new Intellectual Property regarding the identification of new drugs for the treatment of cancers, autoimmunity and microbial infections. This will not only secure a larger Intellectual Property portfolio for development of the already existing technology held by bioMmune, but will also allow bioMmune to expand into other areas. bioMmune currently estimates that this screening work will take between 7 to 9 months;

(b) to commence pre-clinical animal studies to provide *"proof of concept"* to each candidate therapeutic. Each of these screened compounds will then be readied to pre-IND for licensing to pharmaceutical companies.

During Stage 1 and until the majority of the screening is complete, the personel requirements of bioMmune will consist of Dr. Reinhard Gabathuler (president and CEO), Judi Dalling (CFO), Robin Hutchison (executive chairman) and Dr. Jefferies (Chair of the Scientific Board). Dr. Gabathuler will hold the primary responsibility to engage the pharmaceutical companies for ultimate licensing of the new drug candidates. Ms. Dalling shall focus on the financial aspects of bioMmune along with submissions of the quarterly and other regulatory filings. Mr. Hutchison shall provide corporate oversight, public company management and over the coming several months, establish a professional Board of Directors. Dr. Jefferies and other members of the Scientific Board will provide guidance in the area Intellectual Property advancement.

For detailed description of the Resulting Issuer's stated business objectives and milestones see "Part III – Information Concerning bioMmune – Narrative Description of Business".

Description of Securities

Upon Completion of the Transaction and the Private Placement, the Resulting Issuer will be authorized to issue an unlimited number of the Resulting Issuer Shares without nominal or par value of which 22,600,000 Resulting Issuer Shares will be issued and outstanding as fully paid and non-assessable. The Resulting Issuer will have 700,000 Resulting Issuer Shares reserved for issuance under the MCP Option Plan, 500,000 Resulting Issuer Shares reserved for issuance as IPO Agent's Options, 10,000,000 Resulting Issuer Shares reserved for issuance upon exercise of the MCP Warrants and up to 1,200,000 Resulting Issuer Shares reserved for issuance upon exercise of the Finder's Warrants.

Upon Completion of the Transaction and the Private Placement there will be no preferred shares issued and outstanding. The holders of the Resulting Issuer Shares will be entitled to receive notice of and attend any meeting of the Resulting Issuer's shareholders and are entitled to one vote for each Resulting Issuer Share held. The holders of the Resulting Issuer Shares will be entitled to receive dividends, if, as and when declared by the Board of Directors of the Resulting Issuer. In the event of liquidation, dissolution or winding-up of the Resulting Issuer, the holders of the Resulting Issuer Shares will be entitled to share rateably the remaining assets of the Resulting Issuer.

It is not contemplated that any dividends will be paid in the immediate or foreseeable future following completion of the Transaction.

Pro Forma Consolidated Capitalization

The following table sets forth the Resulting Issuer's share and loan capital after closing of the Transaction and the Private Placement.

Capital	Amount authorized	Amount Outstanding After Giving Effect to the Transaction and Private Placement
Common Shares	Unlimited	22,600,000

As at November 30, 2012, the pro forma consolidated statement of financial position disclosed deficit of $188,866.

Fully Diluted Share Capital

The following table states the diluted share capital of the Resulting Issuer after giving effect to the Transaction and the Private Placement:

	Number	Percentage on a fully diluted basis
MCP Shares currently outstanding	7,000,000	20.00%
MCP Acquisition Shares to be issued pursuant to the Transaction	5,600,000	16.00%
MCP Shares reserved to be issued upon exercise of MCP Options	700,000	2.00%
MCP Shares to be issued pursuant to the Private Placement	10,000,000	28.57%
MCP Shares reserved to be issued upon exercise of the MCP Warrants	10,000,000	28.57%
MCP Shares reserved to be issued upon exercise of the IPO Agent Options	500,000	1.43%
MCP Shares reserved to be issued upon exercise of the Finder's Warrants	1,200,000	3.43%
Total	35,000,000	100%

Available Funds and Principal Purposes

Available Funds

Following completion of the Transaction and the Private Placement, the Resulting Issuer expects to have the following funds available to it on a consolidated basis:

Source of Available Funds	Amount
Estimated working capital of MCP as at March 31, 2013	$340,018
Estimated working capital (deficit) of bioMmune as at March 31, 2013	$(42,564)
Gross proceeds from the Private Placement	$1,500,000
Total	$1,797,454

Principal Purposes of Funds

The Resulting Issuer will use the funds available to it following the completion of the Transaction and the Private Placement to further its stated objectives set out in the "Part IV – Information Concerning the Resulting Issuer – Narrative Description of the Business – Stated Business Objectives and Milestones" as more particularly set forth below:

Use of Available Funds	($)
UBC Contract Research Stage (to be performed at UBC)	$535,000
UBC Intellectual Property acquisition payments	$300,000
Intellectual Property costs	$75,000
Estimated Qualifying Transaction Costs	$50,000
Finder's fee in connection with the Private Placement	$120,000
Estimated Sponsor's fees and Sponsor's legal fees	$43,600
General and administrative costs[(1)]	$560,500
Unallocated working capital	$113,354
Total	**$1,797,454**

(1) The estimate of general and administrative costs for the next 12 months following the Closing of the Transaction of $560,500 consists of salaries and benefits ($49,500), consulting fees ($233,500), investor relations and marketing ($25,000), office expenses ($55,000), travel expenses ($37,500), insurance ($30,000), audit and accounting expenses ($50,000), legal expenses ($25,000), IT expenses ($35,000) and Transfer Agent and regulatory fees ($20,000) .

Notwithstanding the proposed uses of available funds as discussed above, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary. It is difficult, at this time, to

definitively project the total funds necessary to effect the planned activities of the Resulting Issuer. For these reasons, management considers it to be in the best interests of the Resulting Issuer and its shareholders to afford management a reasonable degree of flexibility as to how the funds are employed among the uses identified above, or for other purposes, as the need arises. Further, the above uses of available funds should be considered estimates.

Dividend Policy

There will be no restrictions in the Resulting Issuer's articles or elsewhere which would prevent the Resulting Issuer from paying dividends subsequent to the completion of the Transaction. It is not contemplated that any dividends will be paid on the Resulting Issuer Shares in the immediate future subsequent to the completion of the Transaction, however, as it is anticipated that all available funds will be invested to finance the growth of the Resulting Issuer's business. The directors of the Resulting Issuer will determine if, and when, dividends will be declared and paid in the future from funds properly applicable to the payment of dividends based on the Resulting Issuer's financial position at the relevant time. All of the Resulting Issuer Shares are entitled to an equal share in any dividends declared and paid.

Principal Shareholders

Once the Transaction and the Private Placement have been completed, the following Persons will be the beneficial owners of or will, directly or indirectly, exercise control or direction over more than 10% of the issued and outstanding Resulting Issuer Shares:

Name and Municipality of Residence	Type of Ownership	Non-Diluted after Completion of Transaction and Private Placement		Fully Diluted after Completion of Transaction and Private Placement	
		Number	Percentage	Number	Percentage
Robin Hutchison [(1)] *Surrey, BC*	Direct and Indirect [(2)]	3,225,000	14.27%	3,400,000	9.77%

Notes:
(1) all MCP Shares held directly and indirectly by Mr. Robin Hutchison are subject to escrow.
(2) 1,325,000 Resulting Issuer Shares will be held by RBH Consulting Ltd., a company controlled by Mr. Hutchison.
(3) Assuming no Private Placement Units will be purchased.

Directors, Officers And Promoters

Name, Address, Occupation and Number of Securities Held

The following are the names, age and municipality of residence of the directors, officers, and promoters of the Resulting Issuer, the positions and offices which they are expected to hold with the Resulting Issuer, their respective principal occupations and the number and percentage of securities of the Resulting Issuer they will hold on a non-diluted basis, assuming the completion of the Transaction and the Private Placement.

Name and Municipality of Residence	Position or office with the Resulting Issuer	Principal Occupation	Director since [(1)]	Resulting Issuer Shares to be held assuming completion of Transaction and Private Placement		Type of ownership
				Number [(2)]	%	
Robin Hutchison	Founder Executive	Director and CEO, BiOasis	01/28/2011	3,225,000	14.27%	Direct and

Surrey, BC	Chairman of the Board and Director	Technologies Inc. director of bioMmune since July 5, 2012				Indirect [3]
Craig D. Thomas *West Vancouver, BC*	Director	Thomas Rondeau LLP, Principal	N/A	Nil	Nil	N/A
J. Michael Hutchison, Q.C *Victoria, BC*	Director	Smith Hutchison Law Corporation, Principal, director of bioMmune since July 5, 2012	N/A	500,000	2.21%	Direct
Dr. Reinhard Gabathuler *Verdun, QC*	President and CEO	Cydweli Consultants Inc., Consultant Angiochem Inc., Chief Scientific Officer	N/A	Nil	Nil	N/A
Judi Dalling *Vancouver, BC*	CFO	Self-employed lawyer and accountant	N/A	Nil	Nil	N/A
Dr. Wilfred Jefferies *Vancouver, BC*	Scientific Founder	University of British Columbia, Professor	N/A	1,925,000	8.52%	Direct

Notes:

(1) MCP was incorporated on January 28, 2011.

(2) Subject to escrow.

(3) 1,325,000 Resulting Issuer Shares will be held by RBH Consulting Ltd., a company that is controlled by Mr. Robin Hutchison.

(4) Assuming no Private Placement Units will be purchased.

Each director's term of office will expire at the next annual meeting of the shareholders unless re-elected at such meeting.

At the Completion of the Transaction and the Private Placement, the directors and officers of the Resulting Issuer as a group will beneficially own, directly or indirectly, or exercise control or direction over an aggregate of 5,650,000 Resulting Issuer Shares, representing 25% of the issued and outstanding Resulting Issuer Shares on an undiluted basis. All of such Resulting Issuer Shares that are not currently subject to the CPC Escrow Agreement will be required to be deposited into escrow pursuant to the terms of a value security escrow agreement, unless an exemption from such requirement is available under the policies of the TSXV. See "Escrowed Securities".

The directors and officers will devote their time and expertise as required by the Resulting Issuer, however, it is not anticipated that any director or officer will devote 100% of their time to the activities of the Resulting Issuer. See also "Management" below.

Management

The following sets out details respecting the proposed management and directors of the Resulting Issuer:

Dr. Reinhard Gabathuler (61), President and CEO

Dr. Gabathuler will take the position of President and CEO of the Resulting Issuer where he will lead the company towards the development of new therapies for the treatment of cancers and diseases involving the immune system such as infections and auto-immunity.

Dr. Gabathuler obtained his PhD in Biochemistry at the Université de Lausanne, Switzerland, in 1982. He completed postdoctoral studies at the University of Washington, Seattle, WA, USA (1982-1985). He then went to the Swiss Institute for Cancer Research (ISREC) in Lausanne (1985-1987). Following his experience in Lausanne, he took a research position in the newly formed Ludwig Institute for Cancer Research at the Karolinska Institute in Stockholm (1987-1991) pursuing his interest in the regulation of intracellular transport of receptors and proteins. He characterized the regulation of the expression of MHC Class I molecules in cancer cells and virus infected cells. In 1991, he took a research position at the Biotechnology Laboratory at the UBC in Vancouver, Canada. He developed and reconstituted immuno-recognition of cancer cells after introducing expression of TAP molecules. These discoveries led to the creation of two spin-off companies, Synapse Technologies Inc. (STI) and GeneMax Corp (now TapImmune Inc.).

His research on new vectors for delivery of therapeutics to the brain led to the creation of Synapse Technologies Inc., where he began as Director of Blood Brain Barrier Research, ultimately rising to the position of Vice President of Research. The company was later acquired by BioMarin Pharmaceutical Inc., where Dr. Gabathuler assumed the position of Vice President of Brain Research.

Dr. Gabathuler joined AngioChem Inc. in 2004 as its Chief Scientific Officer and has applied his extensive knowledge in biochemistry, cell biology, and immunology to directing the R&D programs, advancing the company's first product (ANG1005 now GRN1005) to IND application and into the clinic.

Dr. Gabathuler is also involved as a Scientific consultant in the development of a new peptide vector, Transcend, for the brain delivery of biologics based on a protein melanotransferrin (p97) in biOasis Technologies Inc. Dr. Gabathuler will devote the time necessary to perform the work required in connection with the management of the Resulting Issuer. Management does not anticipate that Dr. Gabathuler will enter into a non-competition or nondisclosure agreement with the Resulting Issuer.

Robin (Rob) B. Hutchison (57), Executive Chairman

Mr. Hutchison serves as a director and the CEO of BiOasis Technologies Inc., a publicly-traded biopharmaceutical company focused on developing and commercializing pharmaceutical products and diagnostic technologies. He is also a member of the boards of directors of Golden Goliath Resources Ltd., a publicly traded company; and has served on the board of directors of other publicly-traded companies in the past. Mr. Hutchison has more than 23 years of experience in the field of information technology. Mr. Hutchison will devote the time necessary to perform the work required in connection with the management of the Resulting Issuer. Management does not anticipate that Mr. Hutchison will enter into a non-competition or nondisclosure agreement with the Resulting Issuer.

Judi Dalling (58), CFO

Judi Dalling is a practicing lawyer with experience in corporate and securities law. She also has a strong accounting background, having been controller and business manager of a major magazine publishing enterprise for over 20 years. Ms. Dalling currently works with various reporting companies, providing legal, accounting and administration services. Ms. Dalling also serves as the CFO for Supreme Resources Ltd. Ms. Dalling will devote the time necessary to perform the work required in connection with the management of the Resulting Issuer. Management does not

anticipate that Ms. Dalling will enter into a non-competition or nondisclosure agreement with the Resulting Issuer.

Dr. Wilfred Jefferies (54), Scientific Founder

Dr. Jefferies is a Professor at the UBC and is the Scientific founder of the Company. Dr. Jefferies will also act as the Chairman of the Scientific Advisory Board once established in early 2013. He previously founded Synapse Technologies Inc., which was subsequently acquired by BIOMarin Pharmaceuticals Inc. A world expert in identifying BIOmarkers of Alzheimer's disease and the delivery of drugs across the blood brain barrier, Dr. Jefferies is the lead inventor of biOasis' scientific technologies. Dr. Jefferies holds a Bachelor of Science degree in Biochemistry from the University of Victoria and a Doctor of Philosophy degree from the Sir William Dunn School of Pathology at the University of Oxford. He is a Professor in the Michael Smith Laboratories at the UBC. Dr. Jefferies will devote the time necessary to perform the work required in connection with the management of the Resulting Issuer. Management does not anticipate that Dr. Jefferies will enter into a non-competition or nondisclosure agreement with the Resulting Issuer.

Craig D. Thomas (60), director

Craig D. Thomas, is a barrister and solicitor and partner of the law firm of Thomas, Rondeau LLP specializing in the practice of corporate and securities law matters, including structuring and implementation of corporate financing transactions, public and private securities offerings, mergers and acquisitions, registration, reporting and compliance matters. Mr. Thomas earned his undergraduate degree in 1975 from Harvard College and his Bachelor of Laws degree in 1978 from the University of Alberta. Mr. Thomas has practiced law in British Columbia since 1979. Mr. Thomas has served as an officer and director of numerous publicly listed companies. Mr. Thomas will devote the time necessary to perform the work required in connection with the management of the Resulting Issuer. Management does not anticipate that Mr. Thomas will enter into a non-competition or nondisclosure agreement with the Resulting Issuer.

J. Michael Hutchison Q.C. (69), director

J. Michael Hutchison Q.C. is a lawyer in private practice with an office in Victoria, for 42 years. He practices primarily in the areas of corporate commercial law, administrative law and civil litigation. He was appointed Queens' Counsel in 1985. Mr. Hutchison has been and is a member of the board of directors in various private corporations, primarily start-up technology related companies. He was elected a School Trustee for four years, and was a member of and Chairman of the Board of Governors of Camosun College in Victoria, B.C. He has served as the external counsel for the University of Victoria and was general counsel to the Board of Examiners in Optometry of British Columbia for more than thirty years. Currently, he is counsel to and a member of the board of directors of the Victoria Heart Institute Foundation and serves as a director of BiOasis Technologies Inc., a publicly-traded biopharmaceutical company. Mr. Hutchison will devote the time necessary to perform the work required in connection with the management of the Resulting Issuer. Management does not anticipate that Mr. Hutchison will enter into a non-competition or nondisclosure agreement with the Resulting Issuer.

Corporate Cease Trade Orders or Bankruptcies

No director, officer, Insider or promoter of the Resulting Issuer, or any shareholder holding a sufficient number of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer is or has within the 10 years before the date of the Filing Statement been a director, officer, Insider or promoter of any Issuer that, while such Person was acting in that capacity, was the subject of a cease trade or

similar order or an order that denied the Issuer access to any exemptions under applicable securities legislation for a period of more than 30 consecutive days or became a bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver-manager or trustee appointed to hold its assets except for the following.

Craig D. Thomas was a director and President of Golden Raven Resources Ltd., a reporting issuer that had a cease trade order issued by the British Columbia Securities Commission on February 7, 2006 and amended on August 23, 2006 and the Alberta Securities Commission on September 13, 2006 for the failure to file financial statements; a director of West Coast Forest Products Ltd., a reporting issuer that had a cease trade order issued by the British Columbia Securities Commission on September 6, 2005, a cease trade order issued on October 28, 2005 by the Ontario Securities Commission, and a cease trade order issued on December 16, 2005 by the Alberta Securities Commission for failure to file financial statements; and a director of Maxxcapp Corporation, a reporting issuer that had cease trade orders issued by the British Columbia Securities Commission on May 9, 2007 and by the Alberta Securities Commission on August 24, 2007 for failure to file financial statements. The cease trade orders mentioned above are still in effect and Golden Raven Resources Ltd. and Maxxcapp Corporation have since been delisted.

Penalties or Sanctions

No director, officer, Insider or promoter of the Resulting Issuer, or any shareholder holding sufficient securities of the Resulting Issuer to affect materially the control of the Resulting Issuer or a personal Holding Company of such persons is or has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by any securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would be likely to be considered important to a reasonable investor making an investment decision.

Personal Bankruptcies

No director, officer, Insider or promoter of the Resulting Issuer, or any shareholder holding sufficient securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, or a personal Holding Company of any such Persons, has, within the 10 years preceding the date of this Filing Statement, as applicable, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold their assets.

Indebtedness of Directors and Officers

None of the directors, officers and promoters of the Resulting Issuer or any of their respective Associates or Affiliates has been indebted to the Resulting Issuer since the date of the Company's or bioMmune's incorporation, as applicable.

Conflicts of Interest

There are potential conflicts of interest to which the directors, officers, Insiders and promoters of the Resulting Issuer will be subject in connection with the operations of the Resulting Issuer. All of the directors, officers, Insiders and promoters are engaged in and will continue to be engaged in corporations or businesses which may be in competition with the business of the Resulting Issuer. Accordingly, situations may arise where all of the directors, officers, Insiders and promoters will be in direct

competition with the Resulting Issuer. Conflicts, if any, will be subject to the procedures and remedies as provided under the BCBCA.

Committees of the Board

The audit committee of the Company will continue as the audit committee of the Resulting Issuer (the **"Audit Committee"**). The mandate of the Audit Committee is to assist the board of directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Resulting Issuer to regulatory authorities and shareholders, the Resulting Issuer's systems of internal controls regarding finance and accounting and the Resulting Issuer's auditing, accounting and financial reporting processes. Upon completion of the Transaction the Audit Committee will be comprised of Messrs. Michael Hutchison, Robin Hutchison and Craig D. Thomas, each of whom is financially literate as defined in Multilateral Instrument 52-110 – *Audit Committees*.

There are no other committees of the Board being contemplated at this time.

Other Reporting Issuer Experience

The following table sets out the directors, officers and promoter(s) of the Company that are, or have been within the last five years, directors, officers or promoters of other Issuers that are or were reporting Issuers in any Canadian jurisdiction:

Name	Name and Jurisdiction of Reporting Issuer	Name of Exchange or Market	Position	Term
Robin Hutchison	BiOasis Technologies Inc. *British Columbia Alberta*	TSXV	Director and CEO	March 2008 to Present
	Abattis Biologix Corp. *British Columbia, Alberta, Ontario*	CNSX	Director	October 2010 to May 2011
	Golden Goliath Resources Ltd. *British Columbia, Alberta*	TSXV	Director	December 2000 to Present
	Kree Tech International Corporation *British Columbia, Alberta, Quebec*	TSXV	Director	March 2005 to April 2008
	Newton Gold Corp. (formerly High Ridge Resources Inc.) *British Columbia, Alberta, Ontario*	TSXV	Director	March 2009 to May 2009
Craig D. Thomas	Royal Lifescience Corp. *British Columbia, Alberta*	TSXV	Director, CEO and CFO	February 2011 to Present
	BCM Resources Corporation *British Columbia, Alberta*	TSXV	Director	June 2009 to Present
	Wellstar Energy Corp. *British Columbia, Alberta*	NEX	Director	December 2008 to April 2012
	Blind Creek Resources Ltd *British Columbia, Alberta, Saskatchewan, Ontario, Yukon*	TSXV	Director	October 2010 to April 2012

	Barkerville Gold Mines Ltd. *British Columbia, Alberta, Ontario*	TSXV	Director	October 24, 2007 to April 2012
	Dunav Resources Ltd. (formerly Queensland Minerals Ltd.) *British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland*	TSXV	Director	February 1996 to April 2011
	Dunav Resources Ltd. (formerly Queensland Minerals Ltd.) *British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland*	TSXV	Secretary and CFO	April 2004 to April 2006
	biOasis Technologies Inc. *British Columbia Alberta*	TSXV	Director	July 2009 to June 2010
	Oremex Silver Inc. (formerly Oremex Resources Inc.) *British Columbia Alberta*	TSXV	Director	May 3, 2007 to March 2009
	West Coast Forest Products Ltd. *British Columbia, Alberta, Ontario*	TSXV	Director	November 2005 to May 2007
Dr. Wilfred Jefferies	biOasis Technologies Inc. *British Columbia, Alberta*	TSXV	Chair SAB	November 2007 to Present
Judi Dalling	Supreme Resources Ltd. *British Columbia, Alberta*	TSXV, OTCBB	CFO	July 2012 to December 2012
J. Michael Hutchison Q.C.	BiOasis Technologies Inc. *British Columbia, Alberta*	TSXV	Director	July 2009 to Present

Executive Compensation

In this section “Named Executive Officer" means each proposed CEO and each of the proposed four most highly compensated executive officers or directors of the Resulting Issuer. The Resulting Issuer expects to pay compensation to NEOs and other officers, directors, employees and consultants of the Resulting Issuer for their services as such. The Resulting Issuer has not yet proposed to enter into any formal agreements with any of such persons, with the exception of Mr. Robin Hutchison, the proposed Executive Chairman of the Resulting Issuer, whose proposed agreement is described further below. However, it is expected that the Resulting Issuer will pay Ms. Dalling, the proposed Chief Financial Officer, annual compensation of $65,000, Dr. Gabathuler, the proposed president and CEO, annual compensation of $60,000 and Mr. Jefferies, scientific founder, annual compensation of $60,000. The following table sets forth the anticipated compensation to be paid or awarded to the Named Executive Officers of the Resulting Issuer, for the 12-month period after giving effect to the Transaction:

Name and Principal Position	Salary ($)	Option/Share-based awards ($)	Non-equity incentive plan compensation ($)	Pension Value ($)	All other compensation ($)	Total Compensation ($)
Robin Hutchison Executive Chairman	$96,000	Nil [(1)]	Nil	Nil	Nil	$96,000
Dr. Reinhard Gabathuler, President and CEO	$60,000	Nil [(1)]	Nil	Nil	Nil	$60,000
Judi Dalling, CFO	$65,000	Nil [(1)]	Nil	Nil	Nil	$65,000
Dr. Wilfred Jefferies	$60,000	Nil [(1)]	Nil	Nil	Nil	$60,000

Notes:

[(1)] While there are no current plans to grant incentive stock options, management of the Resulting Issuer cannot predict the number of stock options that will be granted in the ensuing year.

The Resulting Issuer intends to enter into an independent contractor agreement with Mr. Robin Hutchison, the proposed Executive Chairman of the Resulting Issuer, pursuant to which the Resulting Issuer will pay Mr. Robin Hutchison an annual consulting fee of $96,000 payable in equal monthly installments in advance. Mr. Robin Hutchison will also be eligible to receive bonuses from time to time and reimbursement for approved out-of-pocket expenses. In the event that there is a change of control of the Resulting Issuer, as defined in the agreement, and the consulting services of Mr. Robin Hutchison are terminated within 12 months from the date of such change of control, the Resulting Issuer will make a lump sum termination payment to Mr. Robin Hutchison that is equal to 9 months of the base consulting fee.

Although the Resulting Issuer may enter into employment or consulting contracts with other Named Executive Officers in the 12 months following Completion of the Qualifying Transaction, the terms of such contracts are not known as at the date of this Filing Statement.

Incentive Plan Awards

Except as described herein, the Resulting Issuer does not currently intend to issue the executive officers of the Resulting Issuer or the directors of the Resulting Issuer any share-based awards and option-based awards during the 12 months following Completion of the Qualifying Transaction. In addition, no benefits are proposed to be paid to any of the executive officers of the Resulting Issuer or director of the Resulting Issuer under any pension or retirement plan or under any deferred compensation plan during the 12 months following Completion of the Qualifying Transaction.

The Resulting Issuer does not currently intend to provide its directors with any compensation for attending any meetings of the Board of Directors of the Resulting Issuer or any committee thereof.

Pension Plan Benefits

The Resulting Issuer does not intend to enact any deferred compensation plan or pension plan that provides for payments or benefits at, following or in connection with retirement.

Termination and Change of Control Benefits

The directors of the Resulting Issuer may enter into employment agreements with certain members of its management team upon or after closing of the Transaction. Such employment agreements may contain termination or change of control benefits in favour of such Persons. Other than as described above, it is not anticipated that there will be any compensatory plans, contracts or arrangements between the Resulting Issuer and a Named Executive Officer in the 12 months following Completion of the Qualifying Transaction with respect to: (a) the resignation, retirement or other termination of employment of the Named Executive Officer; (b) a change in control of the Resulting Issuer; or (c) a change in the Named Executive Officer's responsibilities following a change in control of the Resulting Issuer involving an amount, where the Named Executive Officer is entitled to receive more than $100,000, including periodic payments or installments.

Compensation of Directors

Upon Completion of the Transaction the directors of the Resulting Issuer will determine how much, if any, compensation will be paid to directors for services rendered to the Resulting Issuer by them in that capacity. Such incentives are anticipated to be in the form of incentive stock options pursuant to the MCP Option Plan. It is not anticipated that directors who are otherwise employed by or engaged to provide services to the Resulting Issuer will be paid an annual director's fee or be paid any cash compensation.

Management Contracts

The Resulting Issuer does not intend to enter into any management contracts.

Indebtedness of Directors and Officers

No director or officer of MCP or bioMmune or person who acted in such capacity in the last financial year of MCP or bioMmune, or proposed director or officer of the Resulting Issuer, or any Associate of any such director or officer is, or has been, at any time since the beginning of the most recently completed financial year of MCP or bioMmune, indebted to MCP or bioMmune nor is any indebtedness of any such person to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by MCP or bioMmune.

Investor Relations Arrangements

No investor relations arrangements have been made on behalf of the Resulting Issuer as of the date of this Filing Statement.

Options to Purchase Securities

Upon the completion of the Transaction an aggregate of 700,000 Resulting Issuer Shares are anticipated to be reserved for issuance pursuant to the following options:

Name of Optionee	Number of Resulting Issuer Shares Under Option	Exercise Price Per Resulting Issuer Share	Expiry Date
Robin Hutchison	175,000	$0.10	May 3, 2017
John Morgan	175,000	$0.10	May 3, 2017 (1)
Ken Churchill	175,000	$0.10	May 3, 2017(1)

Richard Jordens	175,000	$0.10	May 3, 2017[1]

Note:

(1) Current directors of MCP who will be resigning upon completion of the Transaction. Expiry of options will be accelerated to the date that is 12 months after the Completion of the Qualifying Transaction.

Stock Option Plan of the Resulting Issuer

After completion of the Transaction, the MCP Option Plan will be the incentive stock option plan of the Resulting Issuer. See "Part II - Information Concerning the Issuer - MCP Option Plan" for a summary of the MCP Option Plan.

Escrowed Securities

An aggregate of 2,100,000 MCP Shares are held in escrow as CPC Escrow Shares with the Transfer Agent under the provisions of the CPC Escrow Agreement required in connection with the MCP IPO. In addition, the Company expects that 5,075,000 of the MCP Acquisition Shares will be subject to escrow as a result of the Transaction.

CPC Escrow Shares

The following table sets out the number of the Resulting Issuer Shares, which are and will be upon completion of the Transaction, held in escrow.

Name and Municipality of Residence of Shareholder	Prior to Giving Effect to the Transaction and Private Placement [1]		After Giving Effect to the Transaction and Private Placement	
	Number	% (non-diluted)	Number	% (non-diluted)
John Morgan *Surrey, B.C.*	525,000	7.5%	525,000	2.32%
Robin Hutchison *Surrey, BC*	575,000	8.21%	3,225,000[2] [3]	14.27%
Richard Jordens *Surrey, BC*	500,000	7.14%	500,000	2.21%
Ken Churchill *Vancouver, BC*	500,000	7.14%	500,000	2.21%
J. Michael Hutchison *Victoria, BC*	Nil	Nil	500,000[2]	2.21%
Dr. Wilfred Jefferies, *Vancouver, BC*	Nil	Nil	1,925,000[2]	8.52%
TOTAL	2,100,000	30%	7,175,000	31.75%

Notes:

(1) These CPC Escrow Shares are currently held in escrow pursuant to the CPC Escrow Agreement. The CPC Escrow Shares are currently subject to the release schedule set out in Schedule B(1) to the CPC Escrow Agreement. Pursuant to Schedule B(1) of the CPC Escrow Agreement, 10% of the CPC Escrow Shares are to be released upon the date of issuance of the Final Exchange Bulletin respecting the Transaction and an additional 15% of the CPC Escrow Shares are to be released every 6 months thereafter until all CPC Escrow Shares have been released (36 months following the date of issuance of the Final Exchange Bulletin). Should the Resulting Issuer be accepted by the TSXV as a Tier 1 Issuer, the CPC Escrow Shares will be released on an accelerated schedule, as set out in Schedule B(2) of the CPC Escrow Agreement. Pursuant to Schedule B(2) of the CPC Escrow Agreement, 25% of the CPC Escrow Shares would be

released upon the date of issuance of the Final Exchange Bulletin and an additional 25% of the CPC Escrow Securities would be released every 6 months thereafter, until all CPC Escrow Shares have been released (18 months following the date of issuance of the Final Exchange Bulletin).

(2) These are the Value Escrow Shares that will be held in escrow pursuant to the Value Securities Escrow Agreement to be entered into by the Resulting Issuer, the Transfer Agent and the above persons. Should the Resulting Issuer be accepted by the TSXV as a Tier 2 Issuer, the Value Escrow Shares will be subject to the release schedule set out in Schedule B(2) to the Value Security Escrow Agreement. Pursuant to Schedule B(2) of the Value Security Escrow Agreement, 10% of the Value Escrow Shares are to be released upon the date of issuance of the Final Exchange Bulletin and an additional 15% of the Value Escrow Shares are to be released every 6 months thereafter, until all Value Escrow Shares have been released (36 months following the date of issuance of the Final Exchange Bulletin). Should the Resulting Issuer be accepted by the TSXV as a Tier 1 Issuer, the Value Escrow Shares shall be released on an accelerated schedule, as set out in Schedule B(1) of the Value Security Escrow Agreement. Pursuant to Schedule B(1) of the Value Security Escrow Agreement, 25% of the Value Escrow Shares would be released upon the date of issuance of the Final Exchange Bulletin and an additional 25% of the Value Escrow Shares would be released every 6 months thereafter, until all Value Escrow Shares have been released (18 months following the date of issuance of the Final Exchange Bulletin).

(3) 575,000 of these Resulting Issuer Shares will be held in escrow as the CPC Escrowed Shares and 2,650,000 of these Resulting Issuer Share will be held in escrow as the Value Securities Shares.

Auditor, Transfer Agent and Registrar

Auditor

Upon completion of the Transaction, it is intended that the Resulting Issuer's auditors will be Smythe Ratcliffe LLP of 700- 355 Burrard Street, Vancouver, BC, V6C 2G8.

Transfer Agent and Registrar

The Resulting Issuer anticipates that the transfer agent and registrar for the Resulting Issuer will be Computershare Investor Services Inc., located at 3rd Floor, 510 Burrard Street, Vancouver, British Columbia V6C 3B9.

General Matters

Sponsorship

Pursuant to Policy 2.2 of the TSXV, sponsorship is generally required in conjunction with a Qualifying Transaction. Pursuant to the terms of the Sponsorship Agreement, the Sponsor has agreed to act as sponsor in connection with the Transaction in consideration for a sponsorship fee of $30,000 (plus applicable taxes) towards which a payment of $15,000 (plus HST) has been made. The Company has also paid the Sponsor a deposit of $10,000 towards the Sponsor's disbursements in connection with its review of the Transaction, including legal and consulting costs.

Experts

The following is a list of persons or companies whose profession or business gives authority to a statement made by a person or company named in this Filing Statement as having prepared or certified a part of that document or report described in the Filing Statement:

(a) Smythe Ratcliffe LLP, the auditors of the Company; and

(b) Smythe Ratcliffe LLP, the auditors of bioMmune.

To the knowledge of management of MCP and bioMmune, as of the date hereof, no expert, nor any Associate or Affiliate of such person has any beneficial interest, direct or indirect, in the securities or property of MCP or bioMmune.

Other Material Facts

To management's knowledge, there are no other material facts relating to the Transaction that are not otherwise disclosed in this Filing Statement or are necessary for the Filing Statement to contain full, true and plain disclosure of all material facts relating to the Transaction.

Board Approval

The Board of the Company has approved the contents of this Filing Statement.

CERTIFICATE OF THE COMPANY

Date: April 26, 2013

The foregoing constitutes full, true, and plain disclosure of all material facts relating to the securities of MC Partners Inc. assuming the Completion of the Qualifying Transaction.

"John Morgan"	*"Kenneth Churchill"*
JOHN MORGAN	**KENNETH CHURCHILL**
Director, CEO and Corporate Secretary	Director and CFO

ON BEHALF OF THE BOARD OF DIRECTORS

"Robin Hutchison"	*"Richard Jordens"*
ROBIN HUTCHISON	**RICHARD JORDENS**
Director	Director

CERTIFICATE OF THE TARGET

Date: April 26, 2013

The foregoing, as it relates to bioMmune Technologies Inc. constitutes full, true, and plain disclosure of all material facts relating to the securities of bioMmune Technologies Inc.

"Robin Hutchison"	*"J. Michael Hutchison"*
ROBIN HUTCHISON	**J. MICHAEL HUTCHISON**
Director	Director

CERTIFICATE OF THE SPONSOR

Date: April 26, 2013

To the best of our information and belief, the foregoing constitutes full, true, and plain disclosure of all material facts relating to MC Partners Inc. assuming completion of the Qualifying Transaction.

"Martin Burian"

MARTIN BURIAN
Managing Director, Investment Banking

ACKNOWLEDGMENT – PERSONAL INFORMATION

Date: April 26, 2013

"Personal Information" means any information about an identifiable individual, and includes information contained in any items in the attached filing statement that are analogous to Items 4.2, 11, 12.1, 15, 17.2, 18.2, 23, 24, 26, 31.3, 32, 33, 34, 35, 36, 37, 38, 40 and 41of the Exchange Form 3B1/3B2, as applicable.

The undersigned hereby acknowledges and agrees that it has obtained the express written consent of each individual to:

(a) the disclosure of Personal Information by the undersigned to the Exchange (as defined in Appendix 6B) pursuant to Exchange Form 3B1/3B2; and

(b) the collection, use and disclosure of Personal Information by the Exchange for the purposes described in Appendix 6B or as otherwise identified by the Exchange, from time to time.

MC Partners Inc.

"John Morgan"	*"Kenneth Churchill"*
JOHN MORGAN	**KENNETH CHURCHILL**
Director, CEO and Corporate Secretary	Director and CFO

AUDITORS' CONSENT

We have read the Filing Statement of MC Partners Inc. (the "Company") dated April 26, 2013 relating to the Company's proposed Qualifying Transaction. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the use in the above-mentioned Filing Statement of our report to the directors of the Company on the statements of financial position of the Company as at November 30, 2012 and 2011, and the statements of operations and comprehensive loss, shareholders' equity and cash flows for the year ended November 30, 2012 and the period from January 28, 2011 (date of incorporation) to November 30, 2011. Our report is dated April 26, 2013.

We also consent to the use in the above-mentioned Filing Statement of our report to the director of bioMmune Technologies Inc. ("bioMmune") on the statement of financial position of bioMmune as at February 28, 2013, and the statements of operations and comprehensive loss, shareholders' equity and cash flows for the period from July 5, 2012 (date of incorporation) to February 28, 2013. Our report is dated April 26, 2013.

"Smythe Ratcliffe LLP"

Vancouver, British Columbia
April 26, 2013

SMYTHE RATCLIFFE LLP
Chartered Accountants

SCHEDULE "A"

MC PARTNERS INC.

FINANCIAL STATEMENTS

MC PARTNERS INC.
Financial Statements
For the Year Ended November 30, 2012
(Expressed in Canadian Dollars)

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The financial statements of MC Partners Inc. (the "Company") are the responsibility of the Company's management. The financial statements are prepared in accordance with International Financial Reporting Standards and reflect management's best estimates and judgment based on information currently available.

Management has developed and maintains a system of internal controls to ensure that the Company's assets are protected from loss or improper use, transactions are authorized and properly recorded, and financial records are reliable.

The Board of Directors is responsible for ensuring management fulfills its responsibilities for financial reporting and internal control. The Board of Directors reviews the results of the audit and the financial statements prior to approving them.

The financial statements have been audited by Smythe Ratcliffe LLP, Chartered Accountants and their report outlines the scope of their examination and gives their opinion on the audited financial statements.

"John Morgan" (signed)

……
John Morgan
Chief Executive Officer

Vancouver, British Columbia
April 26, 2013

SmytheRatcliffe
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

TO THE DIRECTORS OF MC PARTNERS INC.

We have audited the accompanying financial statements of MC Partners Inc., which comprise the statements of financial position as at November 30, 2012 and 2011, and the statements of operations and comprehensive loss, changes in shareholders' equity and cash flows for the year ended November 30, 2012 and for the period from January 28, 2011 (date of incorporation) to November 30, 2011, and a summary of significant accounting policies and other explanatory information.

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

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

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

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

Opinion
In our opinion, the financial statements present fairly, in all material respects, the financial position of MC Partners Inc. as at November 30, 2012 and 2011, and its financial performance and its cash flows for the year ended November 30, 2012 and for the period from January 28, 2011 (date of incorporation) to November 30, 2011 in accordance with International Financial Reporting Standards.

Emphasis of Matter
Without qualifying our opinion, we draw attention to note 1 in the financial statements, which describes matters and conditions that indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern.

Smythe Ratcliffe LLP
Chartered Accountants

Vancouver, British Columbia
April 26, 2013

Smythe Ratcliffe LLP is a member firm of both the **PKF** International Limited network and **PKF** North America, which are, respectively, a network and an association of legally independent firms and does not accept any responsibility or liability for the actions or inactions on the part of any other individual member firm or firms.

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MC Partners Inc.
Statements of Financial Position
(Expressed in Canadian Dollars)

As at November 30,	2012	2011
ASSETS		
Current assets		
Cash	$ 417,794	$ 61,253
Prepaid expenses	-	34,377
Total assets	$ 417,794	$ 95,630
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities (note 7)	$ 24,085	$ 10,077
EQUITY		
Share capital (note 4)	437,406	100,000
Reserves	62,835	-
Deficit	(106,532)	(14,447)
Total equity	393,709	85,553
Total liabilities and equity	$ 417,794	$ 95,630

Approved on behalf of the Board:

"John Morgan" (signed)
Director

"Robin Hutchinson" (signed)
Director

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

MC Partners Inc.
Statements of Operations and Comprehensive Loss
(Expressed in Canadian Dollars)

	For the Year Ended November 30, 2012	For the Period from January 28, 2011 (date of incorporation) to November 30, 2011
Expenses		
Accounting and audit fees	$ 14,895	$ 11,620
Administrative and general office	1,728	569
Legal fees	7,874	2,258
Share-based payments	36,500	-
Sponsorship	26,800	-
Transfer agent and filing fees	4,288	-
Net Loss and Comprehensive Loss for the Period	$ (92,085)	$ (14,447)
Basic and Diluted Loss per Share	$ (0.03)	$ (0.00)
Weighted average number of common shares outstanding	2,824,863	-

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

MC Partners Inc.
Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)

	Common Shares				
	Number	**Amount**	**Reserves**	**Deficit**	**Total**
Balance, January 28, 2011	-	$ -	$ -	$ -	$ -
Issue of common shares	2,000,000	100,000	-	-	100,000
Net loss for the period	-	-	-	(14,447)	(14,447)
Balance, November 30, 2011	2,000,000	100,000	-	(14,447)	85,553
Issue of common shares	5,000,000	500,000	-	-	500,000
Share issuance costs	-	(162,594)	26,335	-	(136,259)
Share-based payments	-	-	36,500	-	36,500
Net loss for the year	-	-	-	(92,085)	(92,085)
Balance, November 30, 2012	7,000,000	$ 437,406	$ 62,835	$ (106,532)	$ 393,709

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

MC Partners Inc.
Statements of Cash Flows
(Expressed in Canadian Dollars)

	For the Year Ended November 30, 2012	For the Period from January 28, 2011 (date of incorporation) to November 30, 2011
Cash provided by (used in):		
Operating activities:		
Net loss for the period	$ (92,085)	$ (14,447)
Item not involving cash		
Share-based payments	36,500	-
Changes in non-cash working capital:		
Prepaid expenses	34,377	(34,377)
Accounts payable and accrued liabilities	14,008	10,077
	(7,200)	(38,747)
Financing activities:		
Shares issued for cash	500,000	100,000
Share issuance costs	(136,259)	-
	363,741	100,000
Net change in cash	356,541	61,253
Cash, beginning of period	61,253	-
Cash, end of period	$ 417,794	$ 61,253

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

1. NATURE OF OPERATIONS AND GOING CONCERN

MC Partners Inc. (the "Company") was incorporated on January 28, 2011 pursuant to the *Business Corporations Act*, British Columbia, and is a capital pool company as defined by Policy 2.4 (the "CPC" Policy") of the TSX Venture Exchange (the "Exchange"). The Company's registered office is Suite 300 – 576 Seymour Street, Vancouver, BC, Canada. The principal business of the Company is to identify and evaluate business opportunities with the objective of completing the acquisition of an interest in properties, assets or a business ("Qualifying Transaction") under the Exchange rules. Under these rules, a Qualifying Transaction must be completed within 24 months of listing. On May 3, 2012, the Company completed its initial public offering ("IPO") of 5,000,000 common shares at a price of $0.10 per share and was listed on the Exchange under the trading symbol "MCT.P".

The Company has not generated any revenues and has incurred losses of $106,532 since inception. The ability of the Company to continue as a going concern depends upon the acquisition of a successful project or business and the ability of the Company to obtain necessary financing to fund ongoing operations. The Company's ability to achieve these objectives cannot be determined at this time.

These annual financial statements have been prepared with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The Company's continuing operations as intended are dependent upon the Company's ability to complete a Qualifying Transaction. Such an acquisition will be subject to shareholder and regulatory approval. In the case of a non-arm's-length transaction (as defined in the CPC Policy), a majority of the minority shareholder approval is also required. Should the Company fail to complete a Qualifying Transaction, its ability to raise sufficient financing to maintain operations may be impaired and, accordingly, the Company may be unable to realize the carrying value of its net assets.

The financial statements of the Company were authorized for issue by the Board of Directors on April 26, 2013.

2. BASIS OF PRESENTATION

(a) Statement of compliance

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

(b) Basis of measurement

The financial statements have been prepared on a historical cost basis, except for financial instruments classified as fair value through profit or loss ("FVTPL"), which are stated at their fair values. In addition, these financial statements have been prepared using the accrual basis of accounting.

2. BASIS OF PRESENTATION (Continued)

(b) Basis of measurement (Continued)

These financial statements are presented in Canadian dollars, which is the Company's functional currency. All financial information presented has been rounded to the nearest dollar, unless otherwise indicated.

The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also required management to exercise judgment in applying the Company's accounting policies.

3. SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies are summarized below:

(a) Significant accounting judgments, estimates and assumptions

The preparation of these financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements, and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates. Significant assumptions about the future and other sources of estimation uncertainty that management has made at the date of the statement of financial position, could result in a material adjustment to the carrying amounts of assets or liabilities.

Significant areas requiring the use of management estimates include:

- Balances of accrued liabilities;
- Utilization of deferred income tax assets; and
- The determination of the variables used in the calculation of share-based payments.

While management believes that these estimates are reasonable, actual results could differ from those estimates and could impact future financial performance and cash flows.

(b) Income taxes

The Company follows the asset and liability method of accounting for income taxes. Under this method of tax allocation, deferred income tax assets and liabilities are determined based on differences between financial statement carrying amounts of existing assets and liabilities, and their respective tax basis (temporary differences). Deferred income tax assets and liabilities

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Income taxes (Continued)

are measured using the tax rates expected to be in effect when the temporary differences are likely to reverse. The effect on deferred income tax assets and liabilities of a change in tax rates is recognized in operations in the period in which the change is enacted or substantially enacted. The amount of deferred income tax assets recognized is limited to the amount of the benefit that is probable of being realized.

(c) Earnings (loss) per share

The Company presents basic and diluted earnings (loss) per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share is not adjusted for the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

Shares held in escrow, other than where their release is subject to the passage of time, are not included in the calculation of the weighted average number of common shares outstanding.

(d) Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

(e) Share capital

Common shares issued by the Company are classified as equity. Incremental costs directly attributable to the issuance of shares are recognized as a deduction from equity.

(f) Share-based payment

The Company accounts for share-based payments using a fair value based method with respect to all share-based payments measured and recognized, to directors, employees and non-employees. For directors and employees, the fair value of the options is measured at the date of grant. For non-employees, the options are recorded at the fair value of the goods or services received. When the value of the goods or services received in exchange for the share-based payments cannot be reliably estimated, the fair value is measured using the Black-Scholes option pricing model.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) New standards and interpretations not yet adopted

The Company will be required to adopt certain standards and amendments issued by the IASB, as described below, for which the Company is currently assessing the impact on its financial statements.

Accounting standards issued, but not yet effective:

IFRS 9 *Financial Instruments*
IFRS 9, issued by the IASB in November 2009 and amended in October 2010, introduces new requirements for the classification and measurement of financial assets and liabilities. IFRS 9 requires all financial assets within the scope of International Accounting Standard ("IAS") 39 *Financial Instruments - Recognition and Measurement* to be subsequently measured at amortized cost or fair value, replacing the multiple classification options in IAS 39. IFRS 9 also requires an entity choosing to measure a financial liability at fair value to present the portion of the change in its fair value due to changes in the entity's own credit risk in the other comprehensive income ("OCI") section of the statement of operations and comprehensive loss, rather than within profit or loss. IFRS 9 is effective for annual periods beginning on or after January 1, 2015, with earlier application permitted.

IFRS 10 *Consolidated Financial Statements*
IFRS 10 replaces the guidance on control and consolidation in IAS 27 *Consolidated and Separate Financial statements* and SIC-12 *Consolidation – Special Purpose Entities*. IFRS 10 changes the definition of control under IFRS so that the same criteria are applied to all entities to determine control. IFRS 10 is effective for years beginning on or after January 1, 2013, with earlier application permitted.

IFRS 11 *Joint arrangements*
IFRS 11 requires a venture to classify its interest in a joint arrangement as a joint venture or joint operation. Joint ventures will be accounted for using the equity method of accounting whereas for joint operation, the venture will recognize its share of assets, liabilities, revenue and expenses of the joint operation. Under existing IFRS, entities have the choice to proportionally consolidate or equity account for interest in joint ventures. IFRS 11 supersedes IAS 31 *Interest in Joint Ventures* and SIC 13 *Jointly Controlled Entities – Non-monetary Contributions by Venturers*. IFRS 11 is effective for years beginning on or after January 1, 2013, with earlier application permitted.

IFRS 12 *Disclosure of Interests in Other Entities*
IFRS 12 provides the disclosure requirements for all forms of interests in other entities, including subsidiaries, joint arrangements, associates and consolidated structured entities. IFRS 12 is effective for years beginning on or after January 1, 2013, with earlier application permitted.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) New standards and interpretations not yet adopted (Continued)

IFRS 13 *Fair Value Measurement*
IFRS 13, issued by the IASB in May 2011, replaces the fair value measurement guidance currently dispersed across different IFRS standards with a single definition of fair value and a comprehensive framework for measuring fair value when such measurement is required under other IFRS. It also establishes disclosure requirements about fair value measurements. IFRS 13 is to be applied prospectively and is effective for annual periods beginning on or after January 1, 2013, with earlier application permitted.

IAS 27 *Separate Financial Statements*
IAS 27 requires that when an entity prepares separate financial statements, investments in subsidiaries, associates and jointly controlled entities are accounted for either at cost, or in accordance with IFRS 9. IAS 27 is effective for years beginning on or after January 1, 2013, with earlier application permitted.

IAS 28 *Investment in Associates and Joint Ventures*
IAS 28 defines "significant influence" and provides guidance on how the equity method of accounting is to be applied (including exemptions from applying the equity method in some cases). It also prescribes how investments in associates and joint ventures should be tested for impairment. IAS 28 is effective for years beginning on or after January 1, 2013, with earlier application permitted.

Disclosures — Offsetting Financial Assets and Financial Liabilities (Amendments to IFRS 7)
Amends the disclosure requirements in IFRS 7 *Financial Instruments: Disclosures* to require information about all recognized financial instruments that are set off in accordance with paragraph 42 of IAS 32 *Financial Instruments: Presentation*.

The amendments also require disclosure of information about recognized financial instruments subject to enforceable master netting arrangements and similar agreements even if they are not set off under IAS 32. Applicable to annual periods beginning on or after January 1, 2013.

Amendments to IAS 32 *Financial Instruments: Presentation*
These amendments address inconsistencies when applying the offsetting requirements, and is effective for annual periods beginning on or after January 1, 2014.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) New standards and interpretations not yet adopted (Continued)

Amendments to IAS 1 *Presentation of Financial Statements*
Amendments to IAS 1 revise the way OCI is presented. The amendments require entities to group items presented in OCI based on whether they are potentially reclassifiable to profit or loss subsequently, i.e., those that might be reclassified and those that will not be reclassified. It also requires tax associated with items presented before tax to be shown separately for each of the two groups of OCI items (without changing the option to present items of OCI either before tax or net of tax). This standard is effective for years beginning on or after July 1, 2012.

4. SHARE CAPITAL

(a) The authorized share capital of the Company consists of an unlimited number of common shares without par value.

During the year ended November 30, 2012, the Company issued 5,000,000 common shares at a price of $0.10 per share for gross proceeds of $500,000.

During the period from January 28, 2011 (date of incorporation) to November 30, 2011, the Company issued 2,000,000 founder's common shares at $0.05 per share to officers and directors of the Company for total proceeds of $100,000. These common shares are to be deposited and held in escrow until the Qualifying Transaction has been completed and the Final Exchange Bulletin issued.

(b) Escrowed shares

As at November 30, 2012, the Company has 2,100,000 (November 30, 2011 – 2,000,000) common shares held in escrow. These shares will be released from escrow pro rata to the shareholders as to 10% upon the completion of a Qualified Transaction and as to the remainder in six equal tranches of 15% every six months thereafter for a period of 36 months.

(c) Stock options

In 2012, the Company adopted a stock option plan, which provides that the Board of Directors may from time to time, in its discretion, and all in accordance with the Exchange requirements, grant to directors, officers, employees and consultants of the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares exercisable for five years from the date of grant.

(Expressed in Canadian Dollars)

4. SHARE CAPITAL (Continued)

(c) Stock options (Continued)

On May 3, 2012, the Company granted 700,000 stock options to its officers and directors. The options are exercisable at a price of $0.10 per share. The options will be exercisable for a period of five years from the grant date. Such stock options may be exercised before completion of the Qualifying Transaction only if the optionee agrees to deposit the shares acquired pursuant to the terms of the option into escrow until the issuance of the Final Exchange Bulletin.

The fair value of the stock options granted was estimated using the Black-Scholes option pricing model with the following weighted average assumptions: risk free interest rate of 1.56%; expected dividend rate of 0%; expected volatility of 100%; expected life of 5 years and a forfeiture rate of 0%.

The weighted average remaining contractual life of the stock options is 4.42 (2011 – 5.43) years.

(d) Agent options

A summary of the Company's outstanding agent options and changes during the periods then ended is as follows:

	Quantity	Weighted Average Exercise Price
Balance, January 28, 2011 and November 30, 2011	-	$ -
Issued	500,000	$ 0.12
Balance, November 30, 2012	500,000	$ 0.12

In connection with the Company's IPO, the Company granted agent options to purchase 500,000 common shares at a price of $0.10 per share, expiring May 3, 2014 and with a fair value of $26,335.

The fair value of the agent options is estimated using the Black-Scholes option pricing model with the following weighted average assumptions: risk free interest rate of 1.30%; expected dividend yield of 0%; expected volatility of 100%; expected life of 2 years and a forfeiture rate of 0%.

(Expressed in Canadian Dollars)

4. SHARE CAPITAL (Continued)

(e) The expected volatility used in calculating the fair value of stock options and agent options granted is determined based on the historical share price of peer group companies over the estimated lives of the agent options and stock options.

5. INCOME TAXES

A reconciliation of income tax provision computed at Canadian statutory rates to the reported taxes is provided as follows:

	2012	2011
Loss before income taxes	$ (92,085)	$ (14,447)
Canadian statutory tax rate	25.13%	26.50%
Expected income tax	(23,136)	(3,828)
Items not deductible for tax purposes	9,185	-
Change in timing differences	(40,364)	(189)
Effect of change in tax rate	(64)	217
Unused tax losses and tax offsets not recognized	54,379	3,800
Total income tax recovery	$ -	$ -

The significant components of the Company's unrecognized deferred income tax assets are as follows:

	2012	2011
Non-capital loss carry-forwards	$ 102,580	$ 14,483
Share issue costs	130,075	-
Net future income tax assets	$ 232,655	$ 14,483

The Company has available for deduction against future taxable income, non-capital losses of approximately $103,000 for Canadian tax purposes. These losses, if not utilized, will expire between 2031 and 2032. Future tax benefits that may arise as a result of these non-capital losses have not been recognized in these financial statements.

6. CAPITAL RISK MANAGEMENT

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to pursue the development of any identified business opportunities and to maintain a flexible capital structure for the benefit of its stakeholders.

The Company includes equity, comprised of issued share capital, reserves and deficit in the definition of capital.

6. CAPITAL RISK MANAGEMENT (Continued)

The Company manages the capital structure and makes adjustments to it in light of changes in the economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, enter into joint venture arrangements, acquire or dispose of assets, or adjust the amount of cash.

The Board of Directors does not establish quantitative return on capital criteria for management but rather promotes year over year sustainable growth. The Company is not subject to externally imposed capital requirements.

7. RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with related parties during the current year:

- Administrative and general office expenditures of $1,712 (2011 - $nil) for reimbursements of general office expenses were paid to a director; and
- Transfer agent and filing expenditures of $62 (2011 - $nil) for reimbursements of transfer agent service fees were paid to a director.

As at November 30, 2012, due to related parties was $155 (2011 - $nil); this balance is included in accounts payable and accrued liabilities.

Key management comprises directors and executive officers. Compensation awarded to key management during the year ended November 30, 2012 is share-based payments of $36,500. There was no compensation awarded for the period from January 28, 2011 (date of incorporation) to November 30, 2011.

8. FINANCIAL INSTRUMENTS

(a) Financial assets

All financial assets are initially recorded at fair value and designated upon inception into one of the following four categories: held-to-maturity, available-for-sale, loans and receivable or at FVTPL. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Financial assets classified as FVTPL are measured at fair value with unrealized gains and losses recognized through profit and loss. At November 30, 2012, the Company classified cash as FVTPL.

Financial assets classified as loans and receivables and held-to-maturity are measured at amortized cost. At November 30, 2012, the Company has not classified any financial assets as loans and receivables.

8. FINANCIAL INSTRUMENTS (Continued)

(a) Financial assets (Continued)

Financial assets classified as available-for-sale are measured at fair value with realized gains and losses recognized in OCI, except for losses in value that are considered other than temporary. At November 30, 2012, the Company has not classified any financial assets as available-for-sale.

(b) Financial liabilities

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other financial liabilities.

Financial liabilities classified as other financial liabilities are measured at amortized cost. The Company's accounts payable and accrued liabilities are classified as other financial liabilities.

Financial liabilities classified as FVTPL are measured at fair value with unrealized gains and losses recognized through comprehensive loss. As at November 30, 2012, the Company has not classified any financial liabilities as FVTPL.

(c) De-recognition of financial liabilities

The Company de-recognizes financial liabilities when the obligations are discharged, cancelled or expired.

(d) Impairment of financial assets

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the investments have been negatively impacted. Evidence of impairment could include: significant financial difficulty of the issuer or counter party, or default or delinquency in interest or principle payments, or the likelihood that the borrower will enter bankruptcy or financial reorganization.

The carrying amount of financial assets is reduced by an impairment loss directly for all financial assets.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

8. FINANCIAL INSTRUMENTS (Continued)

(e) Financial instruments recorded at fair value

Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels: Level 1 – valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities; Level 2 – valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and Level 3 – valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs). As of November 30, 2012, cash is recorded at fair value on the statement of financial position.

(f) Risk factors

Credit risk

Credit risk is the risk of loss associated with a counter party's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash, which is held in a large Canadian financial institution. The Company believes this credit risk is insignificant.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. At November 30, 2012, the Company had a cash balance of $417,794 (2011, $61,253) to settle current liabilities of $24,085 (2011, $10,077). In general, the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company has cash balances and no interest-bearing debt. The Company believes it has no significant interest rate risk.

The Company does not have any derivative financial instruments.

9. EVENTS AFTER THE REPORTING PERIOD

(a) The Company reached an agreement (the "Agreement") to acquire all of the issued and outstanding shares of bioMmune Technologies Inc. ("bioMmune"). Under the terms of the Agreement, the Company will issue to the shareholders of bioMmune a total of 5,600,000 shares of the Company. The Agreement is subject to Exchange approval and will constitute the Company's Qualifying Transaction pursuant to the CPC Policy of the Exchange. On conclusion of the proposed Qualifying Transaction, the Company will change its name to reflect the nature and character of the business of bioMmune, with the resulting issuer trading as a Tier 2 Research and Development Issuer on the Exchange. bioMmune is a private British Columbia company that was formed to commercially exploit a number of patents and patent applications that surround three technologies. The closing of the Qualifying Transaction is subject to a number of conditions, including the Company successfully completing a financing for gross proceeds of a sufficient amount to fund the business plan and to meet the minimum listing requirements of the Exchange, and Exchange approval.

(b) Concurrent with the Qualifying Transaction, the Company intends to complete a non-brokered private placement of 10,000,000 units of the Company at a price of $0.15 per unit for gross proceeds of $1,500,000 (the "Financing"). Each unit will consist of one common share of the Company and one common share purchase warrant of the Company (the "Warrant"). Each Warrant will entitle the holder to purchase one additional common share of the Company at a price of $0.25 for a period of 12 months from the completion of the Financing and will be subject to an exercise acceleration clause. Under the exercise acceleration clause, which the Company may exercise once the Financing units are free of resale restrictions and if the shares of the Resulting Issuer are trading at or above a volume weighted average price of $0.40 for more than 20 trading consecutive days, the Warrants will expire upon 30 days from the date the Company provides notice in writing to the holders of the Warrant via a news release. The Financing will be non-brokered; however, the Company may pay finder's fees to the arm's length finders in accordance with the rules and policies of the Exchange. If paid, the finder's fees will consist of a cash commission equal to 8% of the gross proceeds the finder contributed to the Financing and finder's warrants entitling the finder to purchase up to 12% of the total number of Financing units sold through the finder, exercisable for a period of 12 months from the date of the closing of the Financing. Each such finder's Warrant will be exercisable into one share of the Company at $0.25 per share.

SCHEDULE "B"

MC PARTNERS INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

MC PARTNERS INC.

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED NOVEMBER 30, 2012

Management's Discussion and Analysis

The following management discussion and analysis (MD&A) of the financial information of MC Partners Inc. (the "Company") and results of operations should be read in conjunction with the audited annual financial statements and accompanying notes for the year ended November 30, 2012. The audited financial statements, together with the following MD&A are intended to provide investors with a reasonable basis for assessing the financial performance of the Company as well as forward-looking statements relating to future performance. The audited financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The Company's critical accounting estimates and judgments, significant accounting policies and risk factors have remained substantially unchanged and are still applicable to the Company unless otherwise indicated. All amounts are expressed in Canadian Dollars unless noted otherwise.

Forward-Looking Statements

Certain statements contained in this MD&A may constitute forward-looking statements. These forward-looking statements can generally be identified as such because of the context of the statements, including such words as "believes", "anticipates", "expects", "plans", "may", "estimates", or words of a similar nature. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of the Company to be materially different from anticipated future results and/or achievements expressed or implied by such forward-looking statements, which speak only as of the date the statements were made. Readers are therefore advised to consider the risks associated with any such forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks set forth herein.

Overview

The Company was incorporated on January 28, 2011 pursuant to the *Business Corporations Act*, British Columbia, and is a capital pool company as defined by Policy 2.4 (the "CPC Policy") of the TSX Venture Exchange (the "Exchange"). The Company`s registered office is Suite 300 – 576 Seymour Street, Vancouver, BC, Canada. On May 3, 2012, the Company completed its initial public offering ("IPO") of 5,000,000 common shares at a price of $0.10 per share and was listed on the Exchange under the trading symbol "MCT.P".The principal business of the Company is to identify and evaluate business opportunities with the objective of completing the acquisition of an interest in properties, assets or a business ("Qualifying Transaction") under Exchange rules. Under these rules, a Qualifying Transaction must be completed within 24 months of listing.

On November 13th, 2012 the Company signed a letter of intent with bioMmune Technologies Inc. ("bioMmune") (the "Agreement") to acquire all of the issued and outstanding shares of bioMmune. Under the terms of the Agreement, the Company will issue to the shareholders of bioMmune a total of 5,600,000 shares of the Company at a deemed price of $0.15 per share, to be issued at the closing. The Agreement is subject, among others, to the Exchange approval and will constitute the Company's qualifying transaction pursuant to the CPC policy of the Exchange. On closing of the proposed Qualifying Transaction, the Company will change its name to reflect the nature and character of the business of bioMmune, with the resulting issuer trading as a Tier 2 Research and Development Issuer on the Exchange. The closing of the Qualifying Transaction is subject to a number of conditions, including the Company successfully completing a financing for gross proceeds of a sufficient amount to fund the business plan and to meet the minimum listing requirements of the Exchange, and the Exchange approval.

bioMmune is a private British Columbia company that was formed to commercially exploit a number of patents and patent applications to develop a new category of drugs with a novel mechanism of action. The patent applications were filed by the University of British Columbia and a group of researchers lead by Dr. Wilfred Jefferies.

The bioMmune intellectual property surrounds the following three technologies

- the discovery of HDACi's (Histone Deacetylase) which are proteins (enzymes) important for the regulation of cell growth and have been found to be novel drugs for the treatment of cancers.

- the Calcium Channels, which are a multi member family with over 10 different proteins. These channels activities are regulated and regulate the concentration of calcium (Ca) in different places in cells and regulates the concentration of Ca which is very important for the activity of cells involved in the immune system. This channel, designed as Cav 1.4, is important and identifying new calcium channel regulators (blockers) will be important to improve the activity of the immune system to combat cancers, infections and also autoimmunities; and

- technology called CD74 which is a protein involved in the immune system and its regulation. Finding ways or compounds that regulate its activity will improve the immune system to combat infections, cancers and autoimmune diseases.

Concurrent with the Qualifying Transaction, the Company intends to complete a non-brokered private placement of 10,000,000 units of the Company at a price of $0.15 per unit for gross proceeds of $1,500,000 (the "Financing"). Each unit will consist of one common share of the Company and one common share purchase warrant of the Company (the "Warrant"). Each Warrant will entitle the holder to purchase one additional common share of the Company at a price of $0.25 for a period of 12 months from the completion of the Financing and will be subject to an exercise acceleration clause. Under the exercise acceleration clause, which the Company may exercise once the Financing units are free of resale restrictions and if the shares of the Resulting Issuer are trading at or above a volume weighted average price of $0.40 for more than 20 trading consecutive days, the Warrants will expire upon 30 days from the date the Company provides notice in writing to the holders of the Warrant via a news release. The Financing will be non-brokered, however, the Company may pay finder's fees to the arm's length Finders in accordance with the rules and policies of the Exchange. If paid, the finder's fees will consist of a cash commission equal to 8% of the gross proceeds the finder contributed to the Financing and finder's warrants entitling the finder to purchase up to 12% of the total number of Financing units sold through the finder, exercisable for a period of 12 months from the date of the closing of the Financing. Each such finder's Warrant will be exercisable into one share of the Company at $0.25 per share.

Additional information relating to the Company can be found on the SEDAR website at www.sedar.com.

Date of Report

April 26, 2013

Overall Performance

On May 3, 2012, the Company completed its initial public offering of 5,000,000 common shares at a price of $0.10 per share for gross proceeds of $500,000. Share issuance costs totaled $162,594, for net proceeds of $337,406.

In connection with the initial public offering, the Company granted its IPO agent the agent's options to purchase 500,000 common shares at a price of $0.10 per share, expiring May 3, 2014 with a fair value of $26,335.

On March 15, 2012, the Company adopted a stock option plan, which provides that the Board may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and consultants of the Company (the "Service Providers"), non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares exercisable for five years from the date of grant. On May 3, 2012, the Company granted 700,000 stock options to its officers and directors. The options are exercisable at a price of $0.10 per share, for a period of five years.

The Company has not generated any revenues and has incurred losses of $106,532 since inception. The ability of the Company to continue as a going concern depends upon the acquisition of a successful project and also on the ability of the Company to obtain necessary financing to fund ongoing operations. The Company's ability to achieve these objectives cannot be determined at this time.

The statement of financial position as of November 30, 2012 indicates a cash position of $417,794 (2011: $61,253). The increase resulted from the completion of the Company's initial public offering for net proceeds of $377,406.

Other current assets comprise prepaid expenses of $Nil (2011: $34,377) related to the Company's initial public offering.

Current liabilities at November 30, 2012 total $24,085 (2011: $10,077) consisting of accounting fees of $15,464 (2011: $10,075), legal fees of $7,873 (2011: $Nil) and general operating expenses of $748 ($2011: $2).

Shareholders' equity is comprised of share capital of $437,406 (2011: $100,000), reserves of $62,835 (2011: $Nil) and a deficit of $106,532 (2011: $14,447). Reserves reflect the fair value of 700,000 stock options granted to directors and officers ($36,500) and the fair value of 500,000 agent options granted ($26,335).

As at November 30, 2012, the Company had working capital of $393,709 (2011: $85,553).

Selected Annual Information

The following table provides a brief summary of the Company's financial performance for the year ended November 30, 2012 and for the period from January 28, 2011 (date of incorporation) to November 30, 2011.

	November 30, 2012	November 30, 2011
Net sales and total revenues	$ -	$ -
Net loss and net comprehensive loss	$ 92,085	$ 14,447
Net loss per share, basic and diluted	$ 0.03	$ -
Total assets	$ 417,794	$ 95,630
Weighted average number of shares outstanding, basic and diluted	2,824,863	-
Shareholders' equity	$ 393,709	$ 85,553

Results of Operations

During the year ended November 30, 2012, the Company reported a net loss of $92,085 ($0.03 basic and diluted loss per share) compared to a net loss of $14,447 ($0.00 basic and diluted loss per share) reported in fiscal 2011. The net loss comprised listing and transfer agent fees, travel and entertainment, accounting and audit fees, general office expenses, sponsorship expenses and share-based payments.

Summary of Quarterly Results

The following table presents unaudited selected quarterly financial information of the Company for the eight most recently completed quarters of operation since incorporation. This information is derived from unaudited condensed interim financial statements prepared by management. The Company's condensed interim financial statements are prepared in accordance with IFRS and expressed in Canadian Dollars unless otherwise stated.

	2012				2011			
	Qtr 4	Qtr 3	Qtr 2	Qtr 1	Qtr 4	Qtr 3	Qtr 2	Qtr 1*
	$	$	$	$	$	$	$	$
Revenue	-	-	-	-	-	-	-	-
Net Loss	(30,399)	(40,601)	(20,304)	(781)	(12,869)	(1,421)	(52)	(105)
Basic and diluted Loss per share	(0.01)	(0.01)	(0.01)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)

* January 28, 2011 (date of incorporation) to February 28, 2011.

During fiscal 2012, the Company began preparations to complete its Qualifying Transaction. Losses comprise associated legal, accounting, audit fees as well as a share-based payment expense for stock options granted to officers and directors.

The Company's significant accounting policies are set out in Note 3 of the audited annual financial statements for the year ended November 30, 2012.

Fourth Quarter Results

Three months ended November 30,		2012		2011
Expenses				
Accounting and audit fees	$	**12,635**	$	11,620
Administrative and general office		**1,437**		371
Legal fees		**7,874**		1,035
Share-based payments		**-**		-
Sponsorship fee		**26,800**		-
Transfer agent and filing fees		**2,738**		-
Net Loss and Comprehensive Loss for the Period	$	**51,484**	$	13,026
Basic and Diluted Loss per Share	$	**0.02**	$	0.00
Weighted Average Number of Common Shares Outstanding		**4,900,000**		-

Year over year expenses increased primarily due to the completion of the Company's initial public offering, the fair value of share-based payments for stock option grants and expenses related to the Qualifying Transaction**.**

Liquidity & Capital Resources

The Company has financed its operations to date through the issuance of common shares.

	November 30, 2012	November 30, 2011
Working capital	$ 393,709	$ 85,553
Deficit	$ 106,532	$ 14,447

During the year ended November 30, 2012, net cash used in operating activities is $7,200 (2011: $38,747) comprising a loss of $92,085 (2011: $14,447), share-based payments of $36,500 (2011: $Nil), a decrease in prepaid expenses of $34,377 (2011: an increase of $34,377) and an increase in accounts payable of $14,008 (2011: $10,077).

Net cash from financing activities for the year ended November 30, 2012 is $363,741 (2011: $100,000). The Company completed its initial public offering in May, 2012 for net proceeds of $337,406.

The audited annual financial statements have been prepared on a 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 for the foreseeable future. The Company will continue to require funds for future acquisitions as well as to meet its ongoing day-to-day operating requirements and will have to continue to rely on equity and debt financing. There can be no assurance that financing, whether debt or equity will always be available to the Company in the amount required at any particular period or if available, that it can be obtained on terms satisfactory to the Company.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements that would potentially affect current or future operations or the financial condition of the Company.

Related Party Transactions

(a) The Company entered into the following transactions with related parties during the current year:

i) Administrative and general office expenditures of $1,712 (2011: $nil) for reimbursement of general office expenses were paid to a director; and
ii) Transfer agent and filing expenditures of $62 (2011: $nil) for reimbursements of transfer agent service fees were paid to a director.

(b) As at November 30, 2012, due to related parties was $155 (2011: $nil); this balance is in accounts payable and accrued liabilities.

(c) Key management comprises directors and executive officers. Compensation awarded to management during the year ended November 30, 2012 is share-based payments of $36,500. There was no compensation awarded for the period from January 28, 2011 (date of incorporation) to November 30, 2011.

Proposed Transactions

Other than as disclosed in the Company's financial statements and this management's discussion and analysis, the Company does not currently have any proposed transactions approved by the Board of Directors. All current transactions are fully disclosed in the audited annual financial statements for the year ended November 30, 2012.

Financial Instruments & Other Instruments

(a) Financial assets

All financial assets are initially recorded at fair value and designated upon inception into one of the following four categories: held-to-maturity, available-for-sale, loans and receivables or at FVTPL. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Financial assets classified as FVTPL are measured at fair value with unrealized gains and losses recognized though profit and loss. At November 301, 2012, the Company classified cash as FBPTL.

Financial assets classified as loans and receivables and held-to-maturity are measured at amortized cost At November 30, 2012, the Company has not classified any financial assets as loans and receivables.

Financial assets classified as available-for-sale are measured at fair value with realized gains and losses recognized in other comprehensive income ("OCI"), except for losses in value that are considered other than temporary. At November 30, 2012, the Company has not classified any financial assets as available-for-sale.

(b) Financial liabilities

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other financial liabilities.

Financial liabilities classified as other financial liabilities are measured at amortized cost. The Company's accounts payable and accrued liabilities are classified as financial liabilities.

Financial liabilities classified as FVTPL are measured at fair value with unrealized gains and losses recognized through comprehensive loss. As at November 30, 2012, the Company has not classified any financial liabilities as FVTPL.

(c) De-recognition of financial liabilities

The Company de-recognises financial liabilities when the obligations are discharged, cancelled or expired.

(d) Impairment of financial assets

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after initial recognition of the financial assets, the estimated future cash flows of the investments have been negatively impacted. Evidence of impairment could include: significant financial difficulty of the issuer or counter party, default or delinquency in interest or principle payments, or the likelihood that the borrower will enter bankruptcy or financial reorganisation.

The carrying amount of financial assets is reduced by an impairment loss directly for all financial assets.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognised.

(e) Financial instruments recorded at fair value

Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels: Level 1 – valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities; Level 2 – valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and Level 3 – valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs). As at November 30, 2012, cash is recorded at fair value on the statement of financial position.

(f) Risk factors

Credit risk
Credit risk is the risk of loss associated with a counter party's inability to fulfil its payment obligations. The Company's credit risk is primarily attributable to cash, which is held in a large Canadian financial institution. The Company believes that credit risk is insignificant.

Liquidity risk
Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. At November 30, 2012, the Company had a cash balance of $417,794 (2011: $61, 253) to settle current liabilities of $24,085 (2011: $10,077). In general, the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal terms.

Interest rate risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company has cash balances and no interest-bearing debt. The Company believes it has no significant interest rate risk.

The Company does not have any derivative financial instruments.

Changes in Accounting Policies, Including Initial Adoption

The Company has not made any changes to accounting policies during the year ended November 30, 2012, refer to note 2 in the annual financial statements for the year ended November 30, 2012 for the Company's significant accounting policies. Certain pronouncements were issued by the IASB that are mandatory for annual years beginning after January 1, 2013. The changes have not been early adopted and are being evaluated to determine if there will be an impact on the Company.

Risks and Uncertainties

Market risks. The Company's securities trade on public markets and the trading value thereof is determined by the evaluations, perceptions and sentiments of both individual investors and the investment community taken as a whole. Such evaluations, perceptions and sentiments are subject to change, both in short term time horizons and longer term time horizons. An adverse change in investor evaluations, perceptions and sentiments could have a material adverse outcome on the Company and its securities.

Share Price Volatility and Price Fluctuations. In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies, particularly junior mineral exploration companies like the Company, have experienced wide fluctuations which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that these

price fluctuations and volatility will not continue to occur.

Key personnel risks. The Company's acquisition efforts are dependent to a large degree on the skills and experience of certain of its key personnel, including the board of directors. The Company does not maintain "key man" insurance policies on these individuals. Should the availability of these persons' skills and experience be in any way reduced or curtailed, this could have a material adverse outcome on the Company and its securities.

History of Net Losses; Accumulated Deficit; Lack of Revenue from Operations. The Company has incurred net losses to date. Its deficit as of November 30, 2012 is $106,532. The Company has not yet had any revenue. There is no certainty that the Company will produce revenue, operate profitably or provide a return on investment in the future.

Other MD&A Requirements

Information available on SEDAR
As specified by National Instrument 51-102, the Company advises readers of this MD&A that important additional information about the Company is available on the SEDAR website – www.sedar.com.

Disclosure by venture issuer
An analysis of the material components of the Company's general and administrative expenses is disclosed in the financial statements to which this MD&A relates.

Outstanding share data
Common shares issued and outstanding as at November 30, 2012 are described in detail in Note 4 to the audited annual financial statements for the year ended November 30, 2012.

As at the date of this document, the Company had the following number of securities outstanding:

	Number of shares	$	Number of options	Exercise price	Expiry date
Issued and outstanding	7,000,000	437,406	700,000	$0.10	May 3, 2017
			Agent's options		
			500,000	$0.10	May 3, 2014

SCHEDULE "C"

BIOMMUNE TECHNOLOGIES INC.

FINANCIAL STATEMENTS

BIOMMUNE TECHNOLOGIES INC.

Financial Statements
February 28, 2013
(Expressed in Canadian Dollars)

SmytheRatcliffe
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

TO THE DIRECTOR OF BIOMMUNE TECHNOLOGIES INC.

We have audited the accompanying financial statements of bioMmune Technologies Inc., which comprise the statement of financial position as at February 28, 2013 and the statements of operations and comprehensive loss, changes in shareholders' equity and cash flows for the initial period from July 5, 2012 (date of incorporation) to February 28, 2013, and a summary of significant accounting policies and other explanatory information.

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

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

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

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

Opinion
In our opinion, the financial statements present fairly, in all material respects, the financial position of bioMmune Technologies Inc. as at February 28, 2013, and its financial performance and its cash flows for the initial period from July 5, 2012 (date of incorporation) to February 28, 2013 in accordance with International Financial Reporting Standards.

Emphasis of Matter
Without qualifying our opinion, we draw attention to note 1 in the financial statements, which describes matters and conditions that indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern.

Smythe Ratcliffe LLP

Chartered Accountants

Vancouver, British Columbia
April 26, 2013

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BIOMMUNE TECHNOLOGIES INC.
Statement of Financial Position
As at February 28
(Expressed in Canadian Dollars)

		2013
Assets		
Current assets		
Cash	$	17,430
Prepaid expenses (note 5)		994
		18,424
Non-current assets		
Intangible assets (note 3)		17,689
Total assets	$	36,113
Liabilities and Shareholders' Deficiency		
Current liabilities		
Accounts payable and accrued liabilities	$	55,534
Shareholders' Deficiency		
Share capital (note 4)		40,339
Deficit		(59,760)
		(19,421)
Total liabilities and shareholders' deficiency	$	36,113

Approved on behalf of the Board:

"Robin Bruce Hutchison"

Robin Bruce Hutchison, Director

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

BIOMMUNE TECHNOLOGIES INC.

Statement of Operations and Comprehensive Loss
(Expressed in Canadian Dollars)

		Initial period from July 5, 2012 (date of incorporation) to February 28, 2013
Expenses		
Research and development	$	51,037
Accounting and administration		7,067
Legal		1,656
Net Loss and Comprehensive Loss for Period	$	59,760
Loss per Share, basic and diluted	$	0.03
Weighted Average Number of Common Shares Outstanding		2,144,498

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

BIOMMUNE TECHNOLOGIES INC.
Statement of Cash Flows
(Expressed in Canadian Dollars)

	From July 5, 2012 (date of incorporation) to February 28, 2013
Operating Activities	
Net loss for period	$ (59,760)
Changes in non-cash working capital	
Prepaid expenses	(994)
Accounts payable and accrued liabilities	55,534
Cash Used in Operating Activities	(5,220)
Financing Activities	
Shares issued for cash	22,650
Net Change in Cash	17,430
Cash, Beginning of Period	-
Cash, End of Period	$ 17,430

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

BIOMMUNE TECHNOLOGIES INC.
Statement of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)

	Share Capital			
	Number of Shares	Amount	Deficit	Total
Opening Balance, July 5, 2012 (date of incorporation)	-	$ -	$ -	$ -
Incorporation shares	100	1	-	1
Surrender of incorporation shares	(100)	(1)	-	(1)
Shares issued for cash	3,150,000	22,650	-	22,650
Shares issued for intangible assets	2,450,000	17,689	-	17,689
Net loss for period	-	-	(59,760)	(59,760)
Balance, February 28, 2013	5,600,000	$ 40,339	$ (59,760)	$ (19,421)

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

1. NATURE OF OPERATIONS

bioMmune Technologies Inc. (the "Company") is a private company incorporated on July 5, 2012 pursuant to the *Business Corporations Act* (British Columbia). The Company's registered and records office is 202 – 1640 Oak Bay Avenue, Victoria, British Columbia, V4A 2C4.

The Company was formed to commercially exploit a number of medical technologies.

The Company reported a net loss of $59,760 for the initial period from July 5, 2012 (date of incorporation) to February 28, 2013, has a deficit of $59,760 and a working capital deficit of $37,110 as at February 28, 2013. In addition, the factors noted below represent material uncertainties that may cast significant doubt as to the Company's ability to continue as a going concern.

The Company has no source of revenue, and has significant cash requirements to meet its administrative overhead and to finance the development of its technologies. The Company does not generate cash flow from operations to adequately fund its activities and will therefore rely principally upon the issuance of securities for financing, but there can be no assurance that such financing will be available on a timely basis under terms acceptable to the Company. Although these financial statements do not include any adjustments that may result from the inability to secure future financing, such a situation would have a material adverse effect on the Company's business, financial performance and financial condition. Refer to note 9.

These financial statements have been prepared under the assumption that the Company will continue as a going concern. The going concern basis of presentation assumes that the Company will be able to meet its obligations and continue its operations for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business. Realization values may be substantially different from the carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classifications of assets and liabilities should the Company be unable to continue as a going concern.

These financial statements were authorized for issue by the Board of Directors on April 26, 2013.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of presentation

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). The financial statements have been prepared on a cost basis and is presented in Canadian dollars, which is also the Company's functional currency.

(b) Intangible assets

Intangible assets of the Company include technology rights and patents acquired from third parties, and are recorded at cost less accumulated amortization and accumulated impairment losses. Initial acquisition cost is based on the fair value of the consideration paid or payable, and will be amortized on a straight-line basis over the estimated useful life of the underlying technologies with finite lives. The Company reviews the

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Intangible assets (Continued)

estimated useful lives and carrying values of its technology rights and patents as part of its periodic assessment for impairment of non-financial assets.

The carrying amounts for technology rights and patents do not necessarily reflect present or future value and the ultimate amounts recoverable will be dependent upon the successful development and commercialization of products based on these underlying technologies.

(c) Research and development costs

Research costs, including costs for new patents and patent applications, are expensed in the period in which they are incurred. Development costs are expensed in the period in which they are incurred unless certain criteria, including technical feasibility, commercial feasibility, intent and ability to develop and use the technology, are met for deferral and amortization. No development costs have been deferred to date.

(d) Income taxes

The Company follows the asset and liability method of accounting for income taxes. Under this method of tax allocation, deferred income tax assets and liabilities are determined based on differences between financial statement carrying values and their respective income tax basis (temporary differences). Deferred income tax assets and liabilities are measured using the tax rates expected to be in effect when the temporary differences are likely to reverse. The effect on deferred income tax assets and liabilities of a change in tax rates is included in operations in the period in which the change is enacted or substantially enacted. The amount of deferred income tax assets recognized is limited to the amount of the benefit that is probable of being realized.

(e) Earnings (loss) per share

The Company presents basic and diluted earnings (loss) per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive. Shares held in escrow, other than where their release is subject to the passage of time, are not included in the calculation of the weighted average number of common shares outstanding.

(f) Use of estimates and judgments

The preparation of financial statements in conformity with IFRS requires management to make estimates and judgments that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting periods.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Use of estimates and judgments (Continued)

The most significant estimates and judgments made by management in the preparation of the Company's financial statements include the following:

- determining the fair value of share-based payments;
- recoverability of and useful lives of the intangible assets; and
- determination of accrued liabilities.

(g) Financial instruments

Financial assets

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the assets were acquired:

Fair value through profit or loss ("FVTPL") – This category comprises derivatives, or assets acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in profit or loss.

Loans and receivables – These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are originally recognized at fair value and carried at amortized cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Held-to-maturity investments – These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in profit or loss.

Available-for-sale – Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized as other comprehensive income and classified as a component of equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in profit or loss.

All financial assets, except for those at FVTPL, are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described above.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Financial instruments (Continued)

Financial liabilities

The Company classifies its financial liabilities into one of two categories. The Company's accounting policy for each category is as follows:

Fair value through profit or loss – This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in net profit or loss.

Other financial liabilities – Other financial liabilities are non-derivatives and are recognized initially at fair value, net of transaction costs incurred, and are subsequently stated at amortized cost. Any difference between the amounts originally received, net of transaction costs, and the redemption value is recognized in profit or loss over the period to maturity using the effective interest method. Other financial liabilities are classified as current or non-current based on their maturity date. This category includes promissory notes, amounts due to related parties, and accounts payable and accrued liabilities, all of which are recognized at amortized cost. The Company has classified accounts payable and accrued liabilities and due to related parties as other financial liabilities

(h) Future accounting pronouncements

IFRS 9 Financial Instruments

In November 2009, the IASB issued IFRS 9, which covers classification and measurement as the first part of its project to replace IAS 39 *Financial Instruments: Recognition and Measurement*. In October 2010, the IASB also incorporated new accounting requirements for liabilities. The standard introduces new requirements for measurement and eliminates the current classification of loans and receivables, AFS and held-to-maturity, currently in IAS 39. There are new requirements for the accounting of financial liabilities as well as a carry-over of requirements from IAS 39. The Company does not anticipate early adoption and will adopt the standard when it is mandated by the IASB, which is in fiscal 2016.

IFRS 10 Consolidated Financial Statements

IFRS 10 requires an entity to consolidate an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. IFRS 10 supersedes SIC-12 *Consolidations – Special Purpose Entities* and replaces parts of IAS 27 *Consolidated and Separate Financial Statements*. The effective date of this amendment is for annual periods beginning on or after January 1, 2013.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Future accounting pronouncements (Continued)

IFRS 11 Joint Arrangements

IFRS 11 requires a venture to classify its interest in a joint arrangement as a joint operation or a joint venture. The standard eliminates the use of the proportionate consolidation method to account for joint ventures. Joint ventures will be accounted for using the equity method of accounting; for a joint operation the venture will recognize its share of the assets, liabilities, revenues and expenses of the joint operation. IFRS 11 supersedes SIC-13 *Jointly Controlled Entities – Non-Monetary Contributions by Venturers* and IAS 31 *Joint Ventures*. The effective date of this amendment is for annual periods beginning on or after January 1, 2013.

IFRS 12 Disclosure of Interests in Other Entities

IFRS 12 establishes disclosure requirements for interests in other entities such as subsidiaries, joint arrangements, associates and unconsolidated structured entities. The standard carries forward existing disclosures and also introduces significant additional disclosure requirements that address the nature of, and risks associated with, an entity's interest in other entities. IFRS 12 replaces the previous disclosure requirements included in IAS 27 *Consolidated and Separate Financial Statements*, IAS 31 *Joint Ventures* and IAS 28 *Investment in Associates*. The effective date of this amendment is for annual periods beginning on or after January 1, 2013.

IFRS 13 Fair Value Measurement

IFRS 13 is a comprehensive standard for fair value measurement and disclosure requirements for use across all IFRS standards. IFRS 13 defines fair value and establishes disclosures about fair value measurement. The effective date of this amendment is for annual periods beginning on or after January 1, 2013.

IAS 27 Separate Financial Statements

IAS 27 contains accounting and disclosure requirements for investments in subsidiaries, joint ventures and associates when an entity prepares separate financial statements. IAS 27 requires an entity preparing separate financial statements to account for those investments at cost or in accordance with IFRS 9. IAS 27 is effective for annual periods beginning on or after January 1, 2013. Earlier application is permitted.

IAS 28 Investments in Associates and Joint Ventures

The IASB also amended IAS 28, an existing standard, to include joint ventures in its scope and to address the changes in IFRS 10 to IFRS 12. The effective date of this amendment is for annual periods beginning on or after January 1, 2013. The Company does not expect the implementation of the amendment to have an impact on its financial statements.

(Expressed in Canadian Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Future accounting pronouncements (Continued)

IAS 1 Presentation of Financial Statements

The IASB amended IAS 1 by revising how certain items are presented in other comprehensive income. Items within other comprehensive income that may be reclassified to profit or loss will be separated from items that will not. The standard is effective for financial years beginning on or after July 1, 2012, with early adoption permitted. The Company will apply this amendment beginning in the first quarter of fiscal 2013.

IAS 32 Financial Instruments: Presentation and IFRS 7 Financial Instruments: Disclosure

In December 2011, the IASB published *Offsetting Financial Assets and Financial Liabilities* and issued new disclosure requirements in IFRS 7. The effective date for the amendments to IAS 32 is for annual periods beginning on or after January 1, 2014. The effective date for the amendments to IFRS 7 is for annual periods beginning on or after January 1, 2013.

The Company does not expect the implementation of the above standards to have an impact on its financial statements.

3. INTANGIBLE ASSETS

		2013
Balance, July 5, 2012 (date of incorporation)	$	-
Additions		17,689
Balance, February 28, 2013	$	17,689

(a) On October 3, 2012, the Company entered into a patent assignment agreement with the University of British Columbia ("UBC"), whereby UBC assigned certain patents and patents pending and associated written materials to the Company subject to the following terms:

- issue 600,000 common shares of the Company (issued) with a fair value of $4,332; and
- pay UBC $300,000 following acceptance of the Qualifying Transaction by the TSX Venture Exchange (the "Exchange") (note 9); $150,000 is due within 5 days of the acceptance of the Qualifying Transaction and the remaining balance six months thereafter.

(b) On October 18, 2012, the Company entered into a patent assignment agreement with various individuals (the "Inventors") whereby the Inventors assigned certain patents and patents pending and associated written materials to the Company in exchange for 1,850,000 common shares of the Company with a fair value of $13,357.

3. INTANGIBLE ASSETS (Continued)

(c) The above intangible assets have finite lives, and amortization will commence from the date they are available for use. Research and development costs of $51,037 relate to legal fees incurred for patent applications of the technologies acquired.

4. SHARE CAPITAL

(a) Authorized – Unlimited number of common shares without par value.

(b) Issued

(i) On July 5, 2012, the Company was incorporated with 100 common shares issued at a price of $0.001 per share. These shares were surrendered on October 18, 2012.

(ii) On October 18, 2012, the Company issued 1,850,000 common shares at a fair value of $0.007 per share, for total consideration of $13,357. A total of 1,760,000 of the common shares are subject to the Exchange escrow regulations.

(iii) On October 18, 2012, the Company issued 600,000 common shares at a fair value of $0.007 per share, for total consideration of $4,332.

(iv) On October 18, 2012, the Company issued 2,650,000 common shares for $0.001 per share for total cash proceeds of $2,650.

(v) On October 28, 2012, the Company issued 500,000 common shares for $0.04 per share for total cash proceeds of $20,000.

5. RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with related parties during the period:

- Legal fees of $1,656 were charged by a firm controlled by a director of the Company; as at February 28, 2013, the Company had prepaid $994.

Related party transactions are in the normal course of business.

Key management comprises directors and executive officers. The Company incurred no short-term employee benefits, no post-employment benefits, no long-term benefits and no termination benefits.

(Expressed in Canadian Dollars)

6. INCOME TAXES

A reconciliation of income tax provision computed at Canadian statutory rates to the reported income tax provision is provided as follows:

		2013
Loss before income taxes	$	(59,760)
Canadian statutory tax rate		25%
Income tax benefit computed at statutory rates		(14,940)
Unused tax losses and tax offsets not recognized		14,940
	$	-

The Company recognizes tax benefits on losses or other deductible amounts where the probable criteria for the recognition of deferred tax assets have been met. As at February 28, 2013, the Company has operating losses of approximately $60,000 that may be applied against future income for income tax purposes in Canada. The operating losses expire in 2032.

7. CAPITAL MANAGEMENT

The Company's primary objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to continue with the development and exploitation of its technologies. The Company defines capital that it manages as shareholders' equity.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may attempt to issue shares from treasury, which is the Company's primary source of funds. The Company does not use other sources of financing that require fixed payments of interest and principal due to lack of cash flow from current operations and is not subject to any externally imposed capital requirements.

8. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments have been designated as follows: cash, as held-for-trading; and accounts payable and accrued liabilities, as other financial liabilities.

The carrying values of accounts payable and accrued liabilities approximate their fair values due to the short-term maturity of these financial instruments.

(a) Credit risk

The Company manages credit risk, in respect of cash, by holding it at a major Canadian financial institution in accordance with the Company's investment policy. The Company's concentration of credit risk and maximum exposure for cash at February 28, 2013 is in the amount of $17,430.

8. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Continued)

(a) Credit risk (Continued)

The credit risk associated with cash is managed by ensuring that it is placed with a major Canadian financial institution with strong investment-grade rating by a primary ratings agency.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to mitigating liquidity risk is to provide reasonable assurance that it will have sufficient funds to meet liabilities when due. The Company has cash of $17,430 at February 28, 2013 and accounts payable and accrued liabilities of $55,534 payable on demand.

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk.

(i) Interest rate risk

The Company is not exposed to significant interest rate risk, as the effect of interest rate fluctuations are immaterial.

(ii) Foreign currency risk

The Company is not exposed to foreign currency risk.

(iii) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is not exposed to significant other price risk.

9. EVENTS AFTER THE REPORTING PERIOD

The Company entered into an agreement with MC Partners Inc. ("MCP"), whereby MCP will acquire all the issued and outstanding shares of the Company (the "Acquisition") as part of its Qualifying Transaction as defined in Policy 2.4 of the Exchange. The purchase price for the Acquisition will be payable by the issuance of a total of 5,600,000 common shares of MCP. Completion of the Acquisition is subject to a number of conditions, including Exchange approval.

Concurrent with the Acquisition, MCP intends to complete a private placement of 10,000,000 units of MCP at a price of $0.15 per unit for gross proceeds of $1,500,000.

SCHEDULE "D"

BIOMMUNE TECHNOLOGIES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

BIOMMUNE TECHNOLOGIES INC.

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE PERIOD FROM JULY 5, 2012 (DATE OF INCORPORATION) TO FEBRUARY 28, 2013

Management's Discussion and Analysis

The following management discussion and analysis (MD&A) of the financial information of bioMmune Technologies Inc. (the "Company" or "bioMmune") and financial performance should be read in conjunction with the audited financial statements and accompanying notes for the period from July 5, 2012 (date of incorporation) to February 28, 2013. The financial statements, together with the following MD&A are intended to provide a reasonable basis for assessing the financial performance of the Company as well as forward-looking statements relating to future performance. The financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") and include the financial performance of the Company.

The Company's critical accounting estimates and judgments, significant accounting policies and risk factors have remained substantially unchanged and are still applicable to the Company unless otherwise indicated. All amounts are expressed in Canadian Dollars unless noted otherwise.

Forward-Looking Statements

Certain statements contained in this MD&A may constitute forward-looking statements. These forward-looking statements can generally be identified as such because of the context of the statements, including such words as "believes", "anticipates", "expects", "plans", "may", "estimates", or words of a similar nature. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of the Company to be materially different from anticipated future results and/or achievements expressed or implied by such forward-looking statements, which speak only as of the date the statements were made. Readers are therefore advised to consider the risks associated with any such forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks set forth herein.

Overview

The Company is a private company incorporated on July 5, 2012 pursuant to the *Business Corporations Act*, British Columbia. The Company's registered and records office is 202-1640 Oak Bay Avenue, Victoria, British Columbia. The Company was formed to commercially exploit a number of patents and patent applications that surround three technologies.

The first technology involves the discovery of HDACi's (Histone Deacetylase) which are proteins (enzymes) important for the regulation of cell growth and have been found to be novel drugs for the treatment of cancers.

The second technology deals with Calcium Channels which are a multi member family with over 10 different proteins. These channels activities are regulated and regulate the concentration of calcium (Ca) in different places in cells and regulates the concentration of Ca which is very important for the activity of cells involved in the immune system. This channel, designed as Cav 1.4, is important and identifying new calcium channel regulators (blockers) will be important to improve the activity of the immune system to combat cancers, infections and also autoimmunities.

The third technology is called CD74 which is a protein involved in the immune system and its regulation. Finding ways or compounds that regulate its activity will improve the immune system to combat infections, cancers and autoimmune diseases.

Date of Report

April 26, 2013

Overall Performance

On October 17th, 2012 the Company entered into an agreement (the "Agreement") with MC Partners Inc. ("MCP"), a capital pool company as defined by Policy 2.4 (the "CPC Policy") of the TSX Venture Exchange (the "Exchange"). MCP's principal business is to identify and evaluate business opportunities with the objective of completing the acquisition of an interest in properties, assets or a business ("Qualifying Transaction") under Exchange rules. Under these rules, a Qualifying Transaction must be completed within 24 months of listing. Under the terms of the Agreement, MCP will acquire all of the issued and outstanding shares of the Company (the "Acquisition"), payable by the issuance of a total of 5,600,000 common shares of

MCP. Completion of the Acquisition is subject to a number of conditions, including Exchange approval. Concurrent with the Acquisition, MCP intends to complete a private placement of 10,000,000 units of MCP at a price of $0.15 per unit for gross proceeds of $1,500,000.

On October 3, 2012, the Company entered into a patent assignment agreement with the University of British Columbia ("UBC") whereby UBC assigned certain patents and patents pending and associated written materials to the Company subject to the following terms:

- issue 600,000 common shares of the Company (issued) with a fair value of $4,332; and
- pay UBC $300,000 following acceptance of the Qualifying Transaction by the Exchange; $150,000 due within 5 days of the acceptance of the Qualifying Transaction and the remaining balance due six months thereafter.

On October 18, 2012, the Company entered into a patent assignment agreement with various individuals (the "Inventors") whereby the Inventors assigned certain patents and patents pending and associated written materials to the Company in exchange for 1,850,000 common shares of the Company with a fair value of $13,357.

The Company has not generated any revenues and has incurred losses of $59,760 since inception. The ability of the Company to continue as a going concern depends upon the acquisition of a successful project and also on the ability of the Company to obtain necessary financing to fund ongoing operations. The Company's ability to achieve these objectives cannot be determined at this time.

The statement of financial position as of February 28, 2013 indicates a cash position of $17,430, prepaid expenses of $994 and intangible assets of $17,689. Intangible assets include technology rights and patents acquired from third parties.

Current liabilities as at February 28, 2013 are $55,534 comprised of research and development expenses and a non-interest-bearing advance of $25,000 from MCP.

Shareholders' equity is comprised of share capital of $40,339 and a deficit of $59,760.

As at February 28, 2013, the Company has a working capital deficit of $37,110.

Results of Operations

During the period from July 5, 2012 (date of incorporation) to February 28, 2013, the Company reported a net loss of $59,760 ($0.00 basic and diluted loss per share).

Selected Financial Information - Summary of Quarterly Results

The following table presents unaudited selected quarterly financial information of the Company for the most recently completed quarters of operation since incorporation. This information is derived from unaudited condensed interim financial statements prepared by management. The Company's condensed interim financial statements are prepared in accordance with IFRS and expressed in Canadian Dollars unless otherwise stated.

	2013	2012				2011		
	Qtr 1	Qtr 4*	Qtr 3	Qtr 2	Qtr 1	Qtr 4	Qtr 3	Qtr 2
	$	$	$	$	$	$	$	$
Revenue	-	NA	NA	NA	NA	NA	NA	NA
Net Loss	(8,172)	(51,588)	NA	NA	NA	NA	NA	NA
Basic and diluted Loss per share	(0.00)	(0.00)	NA	NA	NA	NA	NA	NA

* July 5, 2012 (date of incorporation) to November 30, 2012.

The Company's significant accounting policies are set out in Note 2 of the financial statements for the period from July 5, 2012 (date of incorporation) to February 28, 2013.

Quarterly Results

The net loss for the period from July 5, 2012 (date of incorporation) to February 28, 2013 consists of accounting and administration expenses of $7,067, research and development costs of $51,037 and legal fees of $1,656.

Liquidity & Capital Resources

The Company has financed its operations to date through the issuance of common shares.

	As at February 28, 2013
Working capital (deficit)	$ (37,110)
Deficit	$ (59,760)

During the period from July 5, 2012 (date of incorporation) to February 28, 2013, net cash used in operating activities was $5,220 comprising a loss of $59,760, a increase in prepaid expenses of $994 and an increase in accounts payable of $55,534.

The financial statements have been prepared on a 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 for the foreseeable future. The Company will continue to require funds for future acquisitions as well as to meet its ongoing day-to-day operating requirements and will have to continue to rely on equity and debt financing. There can be no assurance that financing, whether debt or equity will always be available to the Company in the amount required at any particular period or if available, that it can be obtained on terms satisfactory to the Company.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements that would potentially affect current or future operations or the financial condition of the Company.

Related Party Transactions

The Company entered into the following transactions with related parties during the period:

- Legal fees of $1,656 were charged by a firm controlled by a director of the Company; as at February 28, 2013, the Company had prepaid $994.

Related party transactions are in the normal course of business.

Key management comprises directors and executive officers. The Company incurred no short-term employee benefits, no post-employment benefits, no long-term benefits and no termination benefits.

Proposed Transactions

Other than as disclosed in the Company's financial statements and this management's discussion and analysis, the Company does not currently have any proposed transactions approved by the Board of Directors. All current transactions are fully disclosed in the financial statements for the period from July 5, 2012 (date of incorporation) to February 28, 2013.

Financial Instruments & Other Instruments

The Company classifies its cash as financial assets at fair value through profit or loss and accounts payable and accrued liabilities as other financial liabilities. The fair values of accounts payable and accrued liabilities approximate their carrying values due to the short-term nature of these instruments.

The Company classifies its fair value measurements within a fair value hierarchy, which reflects the significance of the inputs used in making the measurements as defined in IFRS 7 – *Financial Instruments – Disclosures.*

Risks and Uncertainties

Overview

Key personnel risks. The Company's acquisition efforts are dependent to a large degree on the skills and experience of certain of its key personnel, including the board of directors. The Company does not maintain "key man" insurance policies on these individuals. Should the availability of these persons' skills and experience be in any way reduced or curtailed, this could have a material adverse outcome on the Company and its securities.

History of Net Losses; Accumulated Deficit; Lack of Revenue from Operations. The Company has incurred net losses to date. Its deficit as of February 28, 2013 is $59,760. The Company has not yet had any revenue. There is no certainty that the Company will produce revenue, operate profitably or provide a return on investment in the future.

Other MD&A Requirements

Outstanding share data

Common shares issued and outstanding as at February 28, 2013 are described in detail in Note 4 to the financial statements for the period from July 5, 2012 (date of incorporation) to February 28, 2013.

As at the date of this document, April 26, 2013, the Company had the following number of securities outstanding:

	Number of shares	$
Issued and outstanding	5,600,000	40,339

SCHEDULE "E"

PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION OF THE RESULTING ISSUER

MC PARTNERS INC.

Pro forma Consolidated Financial Statement
November 30, 2012
(Unaudited)
(Expressed in Canadian Dollars)

MC PARTNERS INC.
Pro forma Consolidated Statement of Financial Position
(Unaudited)
(Expressed in Canadian Dollars)

	MC Partners Inc. November 30, 2012	bioMmune Technologies Inc. February 28, 2013	Pro forma Adjustments	Note	Pro forma Consolidated
ASSETS					
Current assets					
Cash	$ 417,794	$ 17,430	$ 1,500,000	4(d)	$ 1,662,890
			(10,000)	4(d)	
			(30,000)	4(d)	
			(150,000)	4(c)	
			(82,334)	4(b)	
Prepaid expenses	-	994	-		994
	417,794	18,424	1,227,666		1,663,884
Non-current assets					
Intangible assets	-	17,689	859,421	4(a)	1,177,110
			300,000	4(c)	
	$ 417,794	$ 36,113	$ 2,387,087		$ 2,840,994
LIABILITIES AND SHAREHOLDERS' EQUITY					
Current liabilities					
Accounts payable and accrued liabilities	$ 24,085	$ 55,534	$ 150,000	4(c)	$ 229,619
SHAREHOLDERS' EQUITY					
Share Capital	437,406	40,339	840,000	4(a)	2,725,406
			(40,339)	4(a)	
			1,500,000	4(d)	
			(52,000)	4(d)	
Share-based Payment Reserve	62,835	-	12,000	4(d)	74,835
Deficit	(106,532)	(59,760)	59,760	4(a)	(188,866)
			(82,334)	4(b)	
	393,709	(19,421)	2,237,087		2,611,375
	$ 417,794	$ 36,113	$ 2,387,087		$ 2,840,994

The accompanying notes are an integral part of these unaudited pro forma consolidated financial statement.

1. BASIS OF PRESENTATION

MC Partners Inc. ("MCP" or the "Company") was incorporated pursuant to the provisions of the Business Corporations Act, British Columbia on January 28, 2011. MCP is a Capital Pool Company as defined in policy 2.4 of the TSX Venture Exchange Inc. (the "Exchange").

The accompanying unaudited pro forma consolidated statement of financial position has been prepared by the management of MCP for inclusion in the filing statement of MCP dated April 26, 2013 (the "Filing Statement") with respect to the proposed acquisition of all the issued and outstanding common shares of bioMmune Technologies Inc. ("bioMmune").

bioMmune is a private company incorporated on July 5, 2012 pursuant to the provisions of the Business Corporation Act (British Columbia). bioMmune was formed to commercially exploit a number of patents and patent applications that surround three technologies.

Pursuant to a letter of intent dated November 13, 2012 between MCP and bioMmune, MCP will acquire all of the issued and outstanding common shares of bioMmune (the "Acquisition"). For accounting purposes, the Acquisition will be treated as an acquisition of assets, with MCP as the acquirer and bioMmune as the acquiree. The unaudited pro forma consolidated statement of financial position gives effect to the Acquisition as described in note 3, based on the pro forma adjustments and assumptions detailed in note 4. The unaudited pro forma consolidated statement of financial position has been prepared assuming the Acquisition occurred on November 30, 2012. On completion of the Acquisition, MCP will change its name to reflect the nature and character of the business of bioMmune, with the resulting issuer trading as a Tier 2 Research and Development Issuer on the Exchange.

This unaudited pro forma consolidated statement of financial position has been compiled from the information derived from and should be read in conjunction with the following financial statements, which are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board, and included elsewhere in the Filing Statement:

(a) MCP's audited annual financial statements as at November 30, 2012 and 2011 and for the year ended November 30, 2012 and for the period from January 28, 2011 (date of incorporation) to November 30, 2011; and

(b) bioMmune's audited financial statements as at February 28, 2013 and for the period from July 5, 2012 (date of incorporation) to February 28, 2013.

It is management's opinion that this unaudited pro forma consolidated statement of financial position includes all adjustments necessary for the presentation of the Acquisition as described in note 3. The unaudited pro forma consolidated statement of financial position is not intended to reflect the financial position which would have actually resulted had the Acquisition been effected on the date indicated. Furthermore, the unaudited pro forma financial information is not necessarily indicative of the financial position that may be obtained in the future. Actual amounts recorded upon consummation of the Acquisition may differ from those recorded in the unaudited pro forma consolidated statement of financial position, and the differences may be material.

(Expressed in Canadian Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies used in the preparation of this unaudited pro forma consolidated statement of financial position is consistent with those set out in the notes to the financial statements of MCP and bioMmune detailed above. The Company has also adopted the following accounting policy:

Unit offering

Proceeds from issuances of units consisting of shares and warrants are allocated based on the residual method, whereby the carrying amount of the warrants is determined based on any difference between gross proceeds of the unit and the fair market value of the Company's shares. If the proceeds from the offering are less than or equal to the estimated fair market value of shares issued, a nil carrying amount is assigned to the warrants.

3. ACQUISTION OF BIOMMUNE

The bioMmune common shares that are issued and outstanding immediately before the Acquisition will be acquired by MCP on a one-for-one basis. The Acquisition will result in MCP issuing 5,600,000 common shares for 100% of the issued and outstanding common shares of bioMmune.

4. PRO FORMA ASSUMPTIONS AND ADJUSTMENTS

The unaudited pro forma consolidated statement of financial position was prepared based on the following assumptions and adjustments:

(a) The acquisition of bioMmune by the Company is effected by way of a share exchange whereby the Company will acquire 100% of the 5,600,000 common shares of bioMmune from bioMmune's shareholders in exchange for the same number of shares in the Company. The cost of the acquisition is based on the fair value of the consideration given.

bioMmune does not meet the definition of a business and accordingly, the Acquisition will be accounted for as an asset acquisition. The purchase consideration reflected in the accompanying pro forma consolidated statement of financial position is $840,000. The purchase price allocation relating to the Acquisition has been accounted for as follows:

Cash	$	17,430
Prepaid expenses		994
Intangible assets		877,110
Accounts payable and accrued liabilities		(55,534)
Net asset value of bioMmune as at November 30, 2012	$	840,000

The difference between the purchase consideration and the fair values of bioMmune's net assets as at February 28, 2013 has been assigned to intangible assets ($859,421). Accordingly, the $859,421 has been added to bioMmune's intangible assets carrying value of $17,689 as at February 28, 2013, for a total of $877,110 as above. The fair value

4. PRO FORMA ASSUMPTIONS AND ADJUSTMENTS (Continued)

(a) (Continued)

of all identifiable assets and liabilities will be determined as at the closing date of the transaction. Therefore, the fair values of assets and liabilities acquired will vary from the amounts shown and the differences may be material.

(b) Estimated costs to complete the Transaction are comprised of filing fees, legal and audit fees of $82,334.

(c) In accordance with the patent assignment agreement with the University of British Columbia, the Company will pay $150,000 which is due within 5 days of the acceptance of the Qualifying Transaction as defined in policy 2.4 of the Exchange and will accrue for an additional $150,000 which is payable six months thereafter.

(d) Concurrent with the Acquisition, the Company will complete a private placement of 10,000,000 units at a price of $0.15 per unit for gross proceeds of $1,500,000 (the "Financing"). Each unit will consist of one common share of the Company and one common share purchase warrant of the Company (the "Warrant"). Each Warrant will entitle the holder to purchase one additional common share of the Company at a price of $0.25 for a period of 12 months from the completion of the Financing and will be subject to an exercise acceleration clause. Under the exercise acceleration clause, which the Company may exercise once the Financing units are free of resale restrictions and if the shares of the resulting issuer are trading at or above a volume weighted average price of $0.40 for more than 20 trading consecutive days, the Warrants will expire upon 30 days from the date the Company provides notice in writing to the holders of the Warrant via a news release. The Financing will be non-brokered; however, the Company may pay finder's fees to arm's length finders in accordance with the rules and policies of the Exchange. If paid, the finder's fees will consist of a cash commission equal to 8% of the gross proceeds the finder contributed to the Financing and finder's warrants entitling the finder to purchase up to 12% of the total number of Financing units sold through the finder, exercisable for a period of 12 months from the date of the closing of the Financing ("Finder Warrant"). Each such Finder Warrant will be exercisable into one share of the Company at $0.25 per share. The Company estimated cash commission of $30,000, legal fees of $10,000 and estimates issuing 300,000 Finder Warrants. The fair value of each Finder Warrant is estimated at $0.04 using the Black-Scholes option pricing model assuming an expected volatility of 100%, a risk–free interest rate of 1.5%, a dividend yield of 0%, and an expected term of one year.

(e) Upon completion of the Acquisition and the Financing, the shareholders of bioMmune will own approximately 25% of the common shares of the Company.

(Expressed in Canadian Dollars)

5. SHARE CAPITAL

Issued

	Number of shares	Share Capital
Balance as at November 30, 2012	7,000,000	$ 437,406
Shares issued for the Acquisition of bioMmune	5,600,000	840,000
Shares issued pursuant to private placement	10,000,000	1,500,000
Share issue costs	-	(52,000)
Pro forma balance as at November 30, 2012	22,600,000	$ 2,725,406

6. WARRANTS

Warrants as at November 30, 2012 are comprised of the following:

	Number of Warrants
Warrants as set out in the financial statements of the Company as at November 30, 2012	-
Private placement Warrant	10,000,000
Finder Warrant	300,000
Pro forma balance as at November 30, 2012	10,300,000

Each Warrant is exercisable at $0.25 per share for a period of 12 months from the completion of the Financing and will be subject to an exercise acceleration clause. Under the exercise acceleration clause, which the Company may exercise once the Financing units are free of resale restrictions and if the shares of the resulting issuer are trading at or above a volume weighted average price of $0.40 for more than 20 trading consecutive days, the Warrants will expire upon 30 days from the date the Company provides notice in writing to the holders of the Warrant via a news release.

Each Finder Warrant is exercisable at $0.25 per share for a period of 12 months from the date of the closing of the Financing.

7. SHARE-BASED PAYMENT RESERVE

Share-based payment reserve as at November 30, 2012:

Share-based payment reserve as set out in the financial statements of the Company as at November 30, 2012	$ 62,835
Finder Warrants	12,000
Pro forma balance as at November 30, 2012	$ 74,835

8. INCOME TAXES

The pro forma effective income tax rate applicable to the consolidated operations will be approximately 25%.