

**CANNABIX TECHNOLOGIES INC.**

Financial Statements

Years Ended April 30, 2016 and 2015

(Expressed in Canadian dollars)

## INDEPENDENT AUDITORS' REPORT

### To the Shareholders of Cannabix Technologies Inc.

We have audited the accompanying financial statements of Cannabix Technologies Inc., which comprise the statement of financial position as at April 30, 2016 and the statements of operations and comprehensive loss, changes in equity, and cash flows for the year then ended, and the related notes comprising a summary of significant accounting policies and other explanatory information.

#### **Management's Responsibility for the Consolidated 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 auditor's 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 involves evaluating the appropriateness of the 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 audit is sufficient and appropriate to provide a basis for our audit opinion.

#### **Opinion**

In our opinion, these financial statements present fairly, in all material respects, the financial position of Cannabix Technologies Inc. as at April 30, 2016 and its financial performance and its cash flows for the year then ended, in accordance with International Financial Reporting Standards.

#### **Emphasis of Matter**

Without qualifying our opinion, we draw attention to Note 1 of the financial statements which indicates the existence of a material uncertainty that may cast significant doubt on the ability of Cannabix Technologies Inc. to continue as a going concern.

#### **Other Matter**

The financial statements of Cannabix Technologies Inc. for the year ended April 30, 2015 were audited by another auditor who expressed an unmodified opinion on those financial statements on August 27, 2015.



Saturna Group Chartered Professional Accountants LLP

Vancouver, Canada

August 25, 2016

**CANNABIX TECHNOLOGIES INC.**Statements of financial position  
(Expressed in Canadian dollars)

	April 30, 2016 \$	April 30, 2015 \$
<b>Assets</b>		
<b>Current assets</b>		
Cash and cash equivalents	2,623,711	1,277,160
Amounts receivable	18,622	11,836
Prepaid expenses	18,615	624
<b>Total current assets</b>	<b>2,660,948</b>	<b>1,289,620</b>
<b>Non-current assets</b>		
Deferred costs (Note 5)	3,760,312	3,760,312
<b>Total assets</b>	<b>6,421,260</b>	<b>5,049,932</b>
<b>Liabilities</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities (Note 6)	5,290	69,597
<b>Total liabilities</b>	<b>5,290</b>	<b>69,597</b>
<b>Shareholders' equity</b>		
Share capital	9,113,949	6,839,196
Share subscriptions receivable (Note 7)	(10,000)	–
Contributed surplus	832,399	744,682
Deficit	(3,520,378)	(2,603,543)
<b>Total shareholders' equity</b>	<b>6,415,970</b>	<b>4,980,335</b>
<b>Total liabilities and shareholders' equity</b>	<b>6,421,260</b>	<b>5,049,932</b>

Nature of operations and continuance of business (Note 1)

Commitments (Note 10)

Subsequent events (Note 14)

Approved and authorized for issuance on behalf of the Board of Directors on August 25, 2016:

/s/ Ravinder Mlait

Ravinder Mlait, Director

/s/ Bryan Loree

Bryan Loree, Director

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

**CANNABIX TECHNOLOGIES INC.**Statements of operations and comprehensive loss  
(Expressed in Canadian dollars)

	Year ended April 30, 2016 \$	Year ended April 30, 2015 \$
Expenses		
Advertising and promotion	127,627	285,917
Consulting (Note 6)	278,017	287,160
Foreign exchange gain	(12,928)	–
Office and miscellaneous	19,499	15,934
Plan of arrangement costs (Note 4)	–	46,980
Professional fees	32,526	40,735
Research and development (Note 6)	437,983	305,700
Share-based payments (Notes 6 and 9)	32,706	623,909
Transfer agent and filing fees	19,593	68,962
Travel	33,772	20,561
<b>Total expenses</b>	<b>968,795</b>	<b>1,695,858</b>
Loss before other income	(968,795)	(1,695,858)
Other income		
Interest income	4,158	3,281
Loss from continuing operations	(964,637)	(1,692,577)
Income (loss) from discontinued operations (Note 4)	47,802	(76,395)
<b>Net loss and comprehensive loss for the period</b>	<b>(916,835)</b>	<b>(1,768,972)</b>
Net loss per share, basic and diluted		
Continuing operations	(0.01)	(0.04)
Discontinued operations	–	–
	(0.01)	(0.04)
<b>Weighted average number of shares outstanding</b>	<b>64,591,274</b>	<b>40,068,582</b>

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

**CANNABIX TECHNOLOGIES INC.**Statements of changes in equity  
(Expressed in Canadian dollars)

	Share capital		Share subscriptions receivable \$	Contributed surplus \$	Deficit \$	Total shareholders' equity \$
	Number of Shares	Amount \$				
Balance, April 30, 2014	14,572,537	862,704	–	164,161	(801,771)	225,094
Shares issued pursuant to private placements	15,759,841	787,992	–	–	–	787,992
Shares issued as finders' fees on private placements	564,900	28,245	–	–	–	28,245
Share issuance costs	–	(53,620)	–	–	–	(53,620)
Shares issued pursuant to warrants exercised	13,578,500	1,470,475	–	(131,200)	–	1,339,275
Shares issued pursuant to options exercised	664,000	105,900	–	(35,000)	–	70,900
Shares issued pursuant to licensing agreement	15,000,000	3,637,500	–	–	–	3,637,500
Warrants issued pursuant to licensing agreement	–	–	–	122,812	–	122,812
Fair value of stock options granted	–	–	–	623,909	–	623,909
Distribution of assets (Note 4)	–	–	–	–	(32,800)	(32,800)
Net loss for the year	–	–	–	–	(1,768,972)	(1,768,972)
Balance, April 30, 2015	60,139,778	6,839,196	–	744,682	(2,603,543)	4,980,335
Shares issued pursuant to private placements	13,880,027	2,082,004	(10,000)	–	–	2,072,004
Shares issued as finders' fees on private placements	152,267	22,840	–	–	–	22,840
Share issuance costs	–	(125,983)	–	70,403	–	(55,580)
Shares issued pursuant to warrants exercised	3,035,000	295,892	–	(15,392)	–	280,500
Fair value of stock options granted	–	–	–	32,706	–	32,706
Net loss for the year	–	–	–	–	(916,835)	(916,835)
Balance, April 30, 2016	77,207,072	9,113,949	(10,000)	832,399	(3,520,378)	6,415,970

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

**CANNABIX TECHNOLOGIES INC.**Statements of cash flows  
(Expressed in Canadian dollars)

	Year ended April 30, 2016 \$	Year ended April 30, 2015 \$
Operating activities		
Net loss from continuing operations	(964,637)	(1,692,577)
Items not involving cash:		
Share-based payments	32,706	623,909
Changes in non-cash operating working capital:		
Amounts receivable	(6,786)	(10,778)
Prepaid expenses	(17,991)	41,042
Accounts payable and accrued liabilities	(16,505)	40,491
Net cash used in operating activities	(973,213)	(997,913)
Financing activities		
Proceeds from issuance of shares	2,352,504	2,198,167
Share issuance costs	(32,740)	(25,375)
Distribution of assets	–	(10,000)
Net cash provided by financing activities	2,319,764	2,162,792
Net cash provided by continuing operations	1,346,551	1,164,879
Cash flow from discontinued operations		
Net cash used in operating activities	–	(128,980)
Net cash used in discontinued operations	–	(128,980)
Increase in cash and cash equivalents	1,346,551	1,035,899
Cash and cash equivalents, beginning of year	1,277,160	241,261
Cash and cash equivalents, end of year	2,623,711	1,277,160
Cash and cash equivalents is comprised of:		
Cash held in bank	906,461	759,910
Cashable Guaranteed Investment Certificates	1,717,250	517,250
Total cash and cash equivalents	2,623,711	1,277,160
Non-cash investing and financing activities:		
Distribution of assets	–	22,800
Fair value of warrants transferred to share capital upon exercise	15,392	–
Fair value of warrants issued as share issuance costs	70,403	–
Fair value of shares issued as share issuance costs	22,840	–
Fair value of shares issued for deferred costs	–	122,812
Fair value of warrants issued for deferred costs	–	3,637,500
Supplemental disclosures:		
Interest paid	–	–
Income taxes paid	–	–

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

# **CANNABIX TECHNOLOGIES INC.**

Notes to the financial statements

April 30, 2016

(Expressed in Canadian dollars)

## **1. Nature of Operations and Continuance of Business**

Cannabix Technologies Inc. (the "Company") is a public company listed on the Canadian Securities Exchange ("CSE") and trades under the symbol 'BLO'. The Company was incorporated on April 5, 2011 under the BC Business Corporations Act as West Point Resources Inc. and on August 12, 2014 the name of the Company was changed. The Company's corporate office and principal place of business is located at 7934 Government Road, Burnaby, BC.

The Company's primary business is the development of the Cannabix marijuana breathalyzer, which is being acquired under license. The operations of the Company requires research and development of the technology. There can be no assurance that the Company will be able to produce a product that is technically and commercially feasible.

## **2. Significant Accounting Policies**

### **(a) Statement of Compliance and Basis of Presentation**

The accompanying financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") on a going concern basis.

These financial statements have been prepared on a historical cost basis except for certain financial instruments which are measured at fair value as explained in Note 2(i). The financial statements are presented in Canadian dollars, which is the Company's functional currency.

### **(b) Use of Estimates and Judgments**

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

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

Significant areas requiring the use of estimates include the recoverability of deferred costs, fair value of share-based payments, and recognition of deferred income tax assets.

The assessment of whether the going concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but is not limited to, 12 months from the end of the reporting period. The Company is aware that material uncertainties related to events or conditions may cast significant doubt upon the Company's ability to continue as a going concern.

### **(c) Cash and Cash Equivalents**

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance, are readily convertible to known amounts of cash, and which are subject to insignificant risk of changes in value to be cash equivalents.

### **(d) Intangible Assets**

Intangible assets that are acquired by the Company and have finite useful lives are measured at cost less accumulated amortization and accumulated impairment losses. Acquired intangible assets with indefinite useful lives are stated at cost and are not amortized.

An intangible asset is derecognized on disposal or when no future economic benefits are expected from its use or disposal.

## **CANNABIX TECHNOLOGIES INC.**

Notes to the financial statements

April 30, 2016

(Expressed in Canadian dollars)

### **2. Significant Accounting Policies (continued)**

#### **(e) Impairment of Non-Financial Assets**

At each reporting date, the Company assesses whether there are indicators of impairment for its non-financial assets. If indicators exist, the Company determines if the recoverable amount of the asset or CGU is greater than its carrying amount. A CGU is defined as the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or groups of assets. The Company has used geographical proximity, geological similarities, analysis of shared infrastructure, commodity type, assessment of exposure to market risks and materiality to define its CGUs.

If the carrying amount exceeds the recoverable amount, the asset or CGU is recorded at its recoverable amount with the reduction recognized in the statement of operations. The recoverable amount is the greater of the value in use or fair value less costs to sell. Fair value is the amount the asset could be sold for in an arm's length transaction. The value in use is the present value of the estimated future cash flows of the asset from its continued use. The fair value less costs to sell considers the continued development of a property and market transactions in a valuation model.

Impairments are reversed in subsequent periods when there has been an increase in the recoverable amount of a previously impaired asset or CGU and these reversals are recognized in the statement of operations. The recovery is limited to the original carrying amount less depreciation, if any, that would have been recorded had the asset not been impaired.

#### **(f) Mineral Property Acquisition Costs**

The Company records its interests in mineral properties and areas of geological interest at cost. All direct and indirect costs related to the acquisition of these interests are capitalized on the basis of specific claim blocks or areas of geological interest until the properties to which they relate are placed into production, sold or management has determined there to be an impairment in value. These costs will be depleted using the unit-of-production method based on the estimated proven and probable reserves available on the related property following commencement of production.

The amounts shown for mineral properties represent costs, net of write-offs, option proceeds and recoveries, and do not necessarily reflect present or future value. Recoverability of these amounts will depend upon the existence of economically recoverable reserves, the ability of the Company to obtain financing necessary to complete development, and future profitable production. The Company reviews the carrying values of mineral properties when there are any events or change in circumstances that may indicate impairment. Where estimates of future cash flows are available, an impairment charge is recorded if the estimated undiscounted future net cash flows expected to be generated by the property is less than the carrying amount. An impairment charge is recognized by the amount by which the carrying amount of the property exceeds the fair value of the property.

#### **(g) Mineral Exploration and Development Costs**

Exploration costs are charged to operations as incurred. When it has been established that a mineral deposit is commercially mineable and a decision has been made to formulate a mining plan (which occurs upon completion of a positive economic analysis of the mineral deposit), the costs subsequently incurred to develop the mine on the property prior to the start of the mining operations are capitalized.



## CANNABIX TECHNOLOGIES INC.

Notes to the financial statements

April 30, 2016

(Expressed in Canadian dollars)

### 2. Significant Accounting Policies (continued)

#### (h) Research and Development Costs

Research costs are charged to operations as incurred. Research costs consist primarily of consulting expenses and parts related to the design, testing, and manufacture of the Cannabix marijuana breathalyzer. Development activities involve a plan or design for the production of new or substantially improved products and processes. Development expenditures are capitalized only if development costs can be measured reliably, the product is technically and commercially feasible, future economic benefits are probable, and the Company intends to or has sufficient resources to complete development and to use or sell the asset. The expenditure capitalized includes the cost of materials, direct labour and overhead costs that are directly attributable to preparing the asset for its intended use, and borrowing costs on qualifying assets. Other development expenditure is recognized in the statement of operations as incurred.

#### (i) Financial Instruments

##### (i) Non-derivative financial assets

The Company initially recognizes loans and receivables and deposits on the date that they are originated. All other financial assets (including assets designated at fair value through profit or loss) are recognized initially on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risk and rewards of ownership of the financial asset are transferred. Any interest in transferred financial assets that is created or retained by the Company is recognized as a separate asset or liability.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

##### *Financial assets at fair value through profit or loss*

Financial assets are classified as fair value through profit or loss when the financial asset is held for trading or it is designated as fair value through profit or loss. A financial asset is classified as held for trading if: (i) it has been acquired principally for the purpose of selling in the near future; (ii) it is a part of an identified portfolio of financial instruments that the Company manages and has an actual pattern of short-term profit taking; or (iii) it is a derivative that is not designated and effective as a hedging instrument.

Financial assets classified as fair value through profit or loss are stated at fair value with any gain or loss recognized in the statement of operations. The net gain or loss recognized incorporates any dividend or interest earned on the financial asset. The Company's cash and cash equivalents are classified as fair value through profit or loss.

##### *Held-to-maturity investments*

Held-to-maturity investments are recognized on a trade-date basis and are initially measured at fair value, including transaction costs. The Company does not have any assets classified as held-to-maturity investments.

## **CANNABIX TECHNOLOGIES INC.**

Notes to the financial statements

April 30, 2016

(Expressed in Canadian dollars)

### **2. Significant Accounting Policies (continued)**

#### (i) Financial Instruments (continued)

##### (i) Non-derivative financial assets (continued)

###### *Available-for-sale financial assets*

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale and that are not classified in any of the previous categories. Subsequent to initial recognition, they are measured at fair value and changes therein, other than impairment losses and foreign currency differences on available-for-sale equity instruments, are recognized in other comprehensive income and presented within equity in the fair value reserve. When an investment is derecognized, the cumulative gain or loss in other comprehensive income is transferred to the statement of operations. The Company does not have any available-for-sale financial assets.

###### *Loans and receivables*

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market are classified as loans and receivables. Such assets are initially recognized at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortized cost using the effective interest method, less any impairment losses. Loans and receivables are comprised of amounts receivable.

###### *Impairment of financial assets*

When an available-for-sale financial asset is considered to be impaired, cumulative gains or losses previously recognized in other comprehensive income or loss are reclassified to the statement of operations in the period. 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 impacted. For marketable securities classified as available-for-sale, a significant or prolonged decline in the fair value of the securities below their cost is considered to be objective evidence of impairment.

For all other financial assets objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organization.

For certain categories of financial assets, such as amounts receivable, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. The carrying amount of financial assets is reduced by the impairment loss directly for all financial assets with the exception of amounts receivable, where the carrying amount is reduced through the use of an allowance account. When an amount receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in the statement of operations.

## CANNABIX TECHNOLOGIES INC.

Notes to the financial statements

April 30, 2016

(Expressed in Canadian dollars)

### 2. Significant Accounting Policies (continued)

#### (i) Financial Instruments (continued)

##### (i) Non-derivative financial assets (continued)

###### *Impairment of financial assets (continued)*

With the exception of available-for-sale equity instruments, 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 the statement of operations 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. In respect of available-for-sale equity securities, impairment losses previously recognized through the statement of operations are not reversed through the statement of operations. Any increase in fair value subsequent to an impairment loss is recognized directly in equity.

##### (ii) Non-derivative financial liabilities

The Company initially recognizes debt securities issued and subordinated liabilities on the date that they are originated. All other financial liabilities (including liabilities designated at fair value through profit or loss) are recognized initially on the date at which the Company becomes a party to the contractual provisions of the instrument. The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled, or expire.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

The Company has the following non-derivative financial liabilities: accounts payable and accrued liabilities. Such financial liabilities are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortized cost using the effective interest method.

##### (iii) Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and stock options are recognized as a deduction from equity, net of any tax effects.

#### (j) Foreign Currency Translation

The functional and reporting currency is the Canadian dollar. Transactions denominated in foreign currencies are translated using the exchange rate in effect on the transaction date or a t an average rate. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange in effect at the statement of financial position date. Non-monetary items are translated using the historical rate on the date of the transaction. Revenue and expenses are translated at average rates for the periods. Foreign exchange gains and losses are included in the statement of operations.

#### (k) Income Taxes

##### *Current income tax*

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in the statement of operations. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

## CANNABIX TECHNOLOGIES INC.

Notes to the financial statements

April 30, 2016

(Expressed in Canadian dollars)

### 2. Significant Accounting Policies (continued)

#### (k) Income Taxes (continued)

##### *Deferred income tax*

Deferred income tax is provided using the statement of financial position method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable income will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

#### (l) Flow-through Shares

The resource expenditure deductions for income tax purposes related to exploration and development activities funded by flow-through share arrangements are renounced to investors in accordance with Canadian tax legislation. On issuance, the premium recorded on the flow-through share, being the difference in price over a common share with no tax attributes, is recognized as a liability. As expenditures are incurred, the deferred income tax liability associated with the renounced tax deductions is recognized through the statement of operations with a pro-rata portion of the deferred premium.

#### (m) Share-based Payments

The grant date fair value of share-based payment awards granted to employees is recognized as stock-based compensation expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

Where equity instruments are granted to parties other than employees, they are recorded by reference to the fair value of the services received. If the fair value of the services received cannot be reliably estimated, the Company measures the services received by reference to the fair value of the equity instruments granted, measured at the date the counterparty renders service.

All equity-settled share-based payments are reflected in share-based payment reserve, unless exercised. Upon exercise, shares are issued from treasury and the amount reflected in share-based payment reserve is credited to share capital, adjusted for any consideration paid.

#### (n) Loss Per Share

Basic loss per share is computed using the weighted average number of common shares outstanding during the period. The treasury stock method is used for the calculation of diluted loss per share, whereby all "in the money" stock options and share purchase warrants are assumed to have been exercised at the beginning of the period and the proceeds from their exercise are assumed to have been used to purchase common shares at the average market price during the period. When a loss is incurred during the period, basic and diluted loss per share are the same as the exercise of stock options and share purchase warrants is considered to be anti-dilutive. As at April 30, 2016, the Company had 21,021,861 (2015 – 9,586,220) potentially dilutive shares outstanding.

## CANNABIX TECHNOLOGIES INC.

Notes to the financial statements

April 30, 2016

(Expressed in Canadian dollars)

### 2. Significant Accounting Policies (continued)

#### (o) Comprehensive Loss

Comprehensive loss is the change in the Company's net assets that results from transactions, events and circumstances from sources other than the Company's shareholders and includes items that are not included in the statement of operations. For the years ended April 30, 2016 and 2015, the Company did not have any transactions impacting comprehensive income (loss).

#### (p) Reclassifications

Certain reclassifications have been made to the prior year's financial statements to conform to the current year's presentation.

#### (q) Accounting Standards Issued But Not Yet Effective

The following new standards, and amendments to standards and interpretations, are effective for the year ended April 30, 2016, and have not been applied in preparing these financial statements:

New standard IFRS 9, "Financial Instruments"

Amendments to IAS 1, "Presentation of Financial Statements"

The Company has not early adopted these new and revised standards and is currently assessing the impact that these standards will have on its financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

### 3. Mineral Property Costs

*Mineral property acquisition costs capitalized:*

	Monster Lake South \$
Balance, April 30, 2014	22,800
Plan of arrangement and distribution of asset	(22,800)
Balance, April 30, 2015 and 2016	-

*Mineral exploration costs expensed:*

	Year ended April 30, 2016 \$	Year ended April 30, 2015 \$
<b>Monster Lake South:</b>		
Drilling	-	129,430
Quebec mineral tax credits received	(47,802)	-
	(47,802)	129,430

*Monster Lake South Property*

On February 10, 2014, the Company entered into an agreement to purchase 100% of the early stage exploration property known as the Monster Lake South or Hazeur property (the "Property") in Quebec, Canada. As consideration, the Company paid \$7,800 in cash and issued 300,000 common shares of the Company valued at \$15,000.

## CANNABIX TECHNOLOGIES INC.

Notes to the financial statements

April 30, 2016

(Expressed in Canadian dollars)

### 3. Mineral Property Costs (continued)

#### *Monster Lake South Property (continued)*

During the year ended April 30, 2015, the Company completed a drill program on the Monster Lake South property. On March 12, 2015, the Company completed a plan of arrangement whereby the Monster Lake South Property was distributed to the Company's shareholders in the plan of arrangement. Refer to Note 4.

### 4. Plan of Arrangement and Distribution of Assets

On March 12, 2015, the Company completed the plan of arrangement agreement with Torino Ventures Inc. ("Spinco"), a private Company incorporated in British Columbia. Pursuant to the plan of arrangement agreement, the Company has transferred 100% of the Monster Lake South Property (also known as the Hazeur Property) and \$10,000 cash to Spinco in consideration for the issuance of 100% of the common shares of Spinco. These common shares have been distributed to the Company's shareholders on a pro rata basis pursuant to a plan of arrangement under the Business Corporations Act (British Columbia). Shareholder and final court approval for the plan of arrangement agreement were obtained on February 17, 2015 and February 26, 2015, respectively. The assets were distributed at their fair value, of \$22,800 for the Monster Lake Property and \$10,000 for the cash for an aggregate amount of \$32,800. In accordance with IFRIC 17, the \$32,800 distribution of assets is recorded as an equity transaction in the statement of changes in equity. The costs in relation to the plan of arrangement were \$46,980 and were expensed as plan of arrangement costs in the statement of operations.

Accordingly, the mineral exploration operations have been treated as discontinued operations for fiscal 2016 and the comparative balances for fiscal 2015 have been reclassified.

#### Net loss from discontinued operations

	Year ended April 30, 2016 \$	Year ended April 30, 2015 \$
Expenses		
Mineral exploration costs (recovery)	(47,802)	129,430
Total expenses from discontinued operations	(47,802)	129,430
Income (loss) before other income from discontinued operations	47,802	(129,430)
Recovery of flow-through premium liability	–	53,035
Net income (loss) from discontinued operations	47,802	(76,395)

### 5. Deferred Costs

A continuity of deferred license costs capitalized is as follows:

	\$
Balance, April 30, 2014	–
License payments made:	
7,500,000 common shares issued in June 2014 (Note 7(e))	375,000
7,500,000 common shares issued in April 2015 (Note 7(g))	3,262,500
7,500,000 share purchase warrants issued in June 2014	122,812
Balance, April 30, 2015 and 2016	3,760,312

## **CANNABIX TECHNOLOGIES INC.**

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### **5. Deferred Costs (continued)**

On June 5, 2014, the Company and a company controlled by the President of the Company, Cannabix Breathalyzer Inc. ("Licensor"), entered into a definitive licensing agreement ("Definitive Licensing Agreement"). The Definitive Licensing Agreement provides the Company exclusive license rights ("License Rights") to make, use and sell the products and to practice the inventories covered by the medical marijuana patent in the United States as defined in the patent application filed by the Licensor. The territory covered in the agreement is the United States and its territories and possessions, and all other countries that are deemed to constitute the North American Continent ("Territory"). In consideration for the License Rights, the Company issued 7,500,000 common shares at a fair value of \$375,000 and issued 7,500,000 share purchase warrants exercisable at \$0.075 for expiring on June 26, 2015 at a fair value of \$122,812. The fair value of the share purchase warrants was determined using the Black-Scholes pricing model.

The Definitive Licensing Agreement outlines future share payments upon reaching the following milestones: The issuance of 7,500,000 common shares of the Company within fourteen business days of prototype delivery to the Company (shares issued April 9, 2015 at a fair value of \$3,262,500). Furthermore, upon receipt of the final patent, the Company will issue 5,000,000 common shares of the Company. As the final patent has yet to be received, these 5,000,000 common shares have not yet been issued. The Definitive Licensing Agreement is also subject to a royalty of 3% of the selling price for each product manufactured, used, sold, or imported by the Company into the Territory that may be developed under the patent.

There is no assurance that a prototype or that a final patent will be issued by the U.S. patent office, however, it is management's belief and judgement that a patent will ultimately be received. As the patent has yet to be obtained, the \$3,760,312 fair value of consideration issued to the licensor is presented as deferred costs on the statement of financial position. Refer to Note 14(e).

### **6. Related Party Transactions**

- (a) As at April 30, 2016, the Company owed \$nil (2015 - \$30,814) to officers and directors of the Company which was included in accounts payable and accrued liabilities.
- (b) During the year ended April 30, 2016, the Company incurred consulting fees of \$73,500 (2015 - \$63,000) to the Chief Executive Officer of the Company.
- (c) During the year ended April 30, 2016, the Company incurred consulting fees of \$72,000 (2015 - \$63,000) to the Chief Financial Officer of the Company.
- (d) During the year ended April 30, 2016, the Company incurred consulting fees of \$34,000 (2015 - \$63,000) and research and development costs of \$48,000 (2015 - \$nil) to the President of the Company.
- (e) During the year ended April 30, 2016, the Company incurred consulting fees of \$14,000 (2015 - \$nil) to a company controlled by the President of the Company.
- (f) During the year ended April 30, 2016, the Company incurred research and development costs of \$72,000 (2015 - \$58,200) to a director of the Company.
- (g) During the year ended April 30, 2016, the Company issued 500,000 common shares to officers and directors of the Company for proceeds of \$50,000 pursuant to the exercise of share purchase warrants.
- (h) During the year ended April 30, 2015, the Company granted 1,910,000 stock options with a fair value of \$581,171 to key management personnel.

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### **7. Share Capital**

Authorized: Unlimited number of common shares without par value

Share transactions for the year ended April 30, 2016:

- (a) During the year, the Company issued 3,035,000 common shares for proceeds of \$280,500 pursuant to the exercise of share purchase warrants of \$280,500. The fair value of the share purchase warrants exercised of \$15,392 was reallocated from contributed surplus to share capital.
- (b) On March 14, 2016, the Company issued 13,880,027 units at \$0.15 per unit for gross proceeds of \$2,082,004, of which \$10,000 is recorded in share subscriptions receivable as at April 30, 2016. Refer to Note 14(c). Each unit was comprised of one common share and one common share purchase warrant exercisable at \$0.25 per common share for a period of two years from the date of closing. The Company has the option to reduce the exercise period to 30 days after the Company gives notice of the accelerated conversion in the event that the trading price of the common shares of the Company is \$0.30 or more for a period of ten consecutive trading days.

The Company paid finders' fees of \$32,740, issued 152,267 common shares with a fair value of \$22,840, and issued 370,534 share purchase warrants with a fair value of \$70,403 to the finders.

Share transactions for the year ended April 30, 2015:

- (c) During the year, the Company issued 13,578,500 common shares for proceeds of \$1,339,275 pursuant to the exercise of share purchase warrants. The fair value of the share purchase warrants exercised of \$131,200 was reallocated from contributed surplus to share capital.
- (d) During the year, the Company issued 664,000 common shares for proceeds of \$70,900 pursuant to the exercise of stock options. The fair value of the stock options exercised of \$35,000 was reallocated from contributed surplus to share capital.
- (e) On April 9, 2015, the Company issued 7,500,000 common shares with a fair value of \$375,000 pursuant to the Definitive Licensing Agreement with Cannabix Breathalyzer Inc. Refer to Note 5.
- (f) On June 30, 2014, the Company issued 15,759,841 units at \$0.05 per unit for gross proceeds of \$787,992. Each unit was comprised of one common share and one-half of one non-transferrable common share purchase warrant exercisable at \$0.10 per common share for a period of one year from the date of closing.

The Company paid finders' fees of \$25,375 and issued 564,900 common shares with a fair value of \$28,245 to the finders.

- (g) On June 20, 2014, the Company issued 7,500,000 common shares with a fair value of \$3,262,500 pursuant to the Definitive Licensing Agreement with Cannabix Breathalyzer Inc. Refer to Note 5.



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### 8. Share Purchase Warrants

The following table summarizes the continuity of share purchase warrants:

	Number of warrants	Weighted average exercise price \$
Balance, April 30, 2014	4,270,993	0.21
Issued pursuant to private placement	7,879,920	0.05
Issued pursuant to licensing agreement	7,500,000	0.04
Exercised	(13,578,500)	0.10
Expired	(147,193)	0.30
Balance, April 30, 2015	5,925,220	0.15
Issued	13,880,027	0.25
Exercised	(3,035,000)	0.09
Expired	(29,920)	0.10
Balance, April 30, 2016	16,740,327	0.22

As at April 30, 2016, the following share purchase warrants were outstanding:

Number of warrants outstanding	Exercise price \$	Expiry date
105,250	0.25	January 27, 2017
13,880,027	0.25	March 14, 2018*
2,442,050	0.20	December 16, 2018
313,000	0.25	December 16, 2018
16,740,327		

\* The Company has the option to reduce the exercise period to 30 days after the Company gives notice of the accelerated conversion in the event that the trading price of the common shares of the Company is \$0.30 or more for a period of ten consecutive trading days.

### Agent's Warrants

The following table summarizes the continuity of agent's warrants:

	Number of warrants	Weighted average exercise price \$
Balance, April 30, 2014 and 2015	—	—
Issued	370,534	0.25
Balance, April 30, 2016	370,534	0.25

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### 8. Share Purchase Warrants (continued)

As at April 30, 2016, the following agent's warrants were outstanding:

Number of warrants outstanding	Exercise price \$	Expiry date
370,534	0.25	March 14, 2018

On March 14, 2016, the Company issued 370,534 share purchase warrants as finders' fees. Each share purchase warrant is exercisable into one common share at an exercise price of \$0.25 per share expiring on March 14, 2018.

The fair value for share purchase warrants issued have been estimated using the Black-Scholes option pricing model assuming no expected dividends and forfeitures, and the following weighted average assumptions:

	2016	2015
Risk-free interest rate	0.6%	—
Expected life (in years)	2	—
Expected volatility	166%	—

### 9. Stock Options

The Company has adopted a stock option plan pursuant to which options may be granted to directors, officers, employees and consultants of the Company to a maximum of 10% of the issued and outstanding common shares. The aggregate number of options granted to any one optionee in a one year period is limited to 5% of the issued shares of the corporation. The exercise price of each option is set by the Board of Directors at the time of grant. Options vest immediately when granted and can have a maximum term of ten years.

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

	Number of stock options	Weighted average exercise price \$
Outstanding, April 30, 2014	1,445,000	0.10
Granted	5,180,000	0.21
Cancelled	(2,300,000)	0.30
Exercised	(664,000)	0.11
Outstanding, April 30, 2015	3,661,000	0.13
Granted	250,000	0.20
Outstanding, April 30, 2016	3,911,000	0.13

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### 9. Stock Options (continued)

Additional information regarding stock options outstanding as at April 30, 2016, is as follows:

Exercise price \$	Number of stock options	Outstanding and exercisable	
		Weighted average remaining contractual life (years)	Weighted average exercise price \$
0.10	961,000	2.9	0.10
0.125	2,600,000	3.5	0.125
0.20	250,000	2.6	0.20
0.50	100,000	1.0	0.50
	3,911,000	3.2	0.13

The fair value for stock options granted have been estimated using the Black-Scholes option pricing model assuming no expected dividends or forfeitures and the following weighted average assumptions:

	2016	2015
Risk-free interest rate	0.5%	1.6%
Expected life (in years)	3.0	4.9
Expected volatility	184%	92%

The total fair value of stock options vested during the year ended April 30, 2016 was \$32,706 (2015 - \$623,909) which was recorded as share-based payment reserve and charged to operations. The weighted average fair value of the stock options granted during the year ended April 30, 2016 was \$0.13 (2015 - \$0.12) per option. The weighted average share price for stock options exercised was \$nil (2015 - \$0.16).

### 10. Commitments

- On August 6, 2015, the Company entered into a research agreement with a non-related party for services to be provided from July 16, 2015 to January 15, 2016 for consideration of \$18,024. 50% of the payment is due upon execution of the agreement and the remaining 50% is due upon delivery of the final report but no later than March 1, 2016. On March 16, 2016, the Company entered into an amendment to the agreement to extend the term of the agreement to January 15, 2017.
- On January 15, 2016, the Company entered into a corporate research agreement with a non-related party for services to be provided until April 15, 2016 for consideration of \$17,305. 50% of the payment is due upon execution of the agreement, 25% is due by February 15, 2016, and the remaining 25% is due upon completion of the project. On April 14, 2016, the Company entered into an amendment to the agreement to extend the term of the agreement to June 15, 2016 for an additional payment of \$8,650, payable upon full execution of the amendment.

### 11. Capital Management

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of cash and cash equivalents, and equity comprised of issued share capital, share subscriptions receivable, and contributed surplus.

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issues or by undertaking other activities as deemed appropriate under the specific circumstances.

## CANNABIX TECHNOLOGIES INC.

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### 11. Capital Management (continued)

The Company is not subject to externally imposed capital requirements and the Company's overall strategy with respect to capital risk management remains unchanged from the period ended April 30, 2015.

### 12. Financial Instruments and Risks

#### (a) Fair Values

Assets and liabilities measured at fair value on a recurring basis were presented on the Company's statement of financial position as at April 30, 2016, as follows:

	Fair Value Measurements Using			Balance, April 30, 2016 \$
	Quoted prices in active markets for identical instruments (Level 1) \$	Significant other observable inputs (Level 2) \$	Significant unobservable inputs (Level 3) \$	
Cash and cash equivalents	2,623,711	—	—	2,623,711

The fair values of other financial instruments, which include amounts receivable, and accounts payable and accrued liabilities approximate their carrying values due to the relatively short-term maturity of these instruments.

#### (b) Credit Risk

Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash and cash equivalents and amounts receivable. The Company limits its exposure to credit loss by placing its cash and cash equivalents with high credit quality financial institutions. Amounts receivable consists of GST receivable due from the Government of Canada and accrued interest receivable due on guaranteed investment certificates held at a financial institution. The carrying amount of financial assets represents the maximum credit exposure.

#### (c) Foreign Exchange Rate Risk

The Company is not exposed to any significant foreign exchange risk.

#### (d) Interest Rate Risk

The Company is not exposed to any significant interest rate risk.

#### (e) 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 currently settles its financial obligations out of cash and cash equivalents. The ability to do this relies on the Company raising debt or equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

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### 13. Income Taxes

The tax effect (computed by applying the Canadian federal and provincial statutory rate) of the significant temporary differences, which comprise deferred income tax assets and liabilities, are as follows:

	2016 \$	2015 \$
Canadian statutory income tax rate	26%	26%
Income tax recovery at statutory rate	(238,377)	(459,933)
Tax effect of:		
Permanent differences and other	(24,017)	134,486
Adjustments related to mineral properties	–	13,556
True up of prior year difference	(19,485)	–
Change in unrecognized deferred income tax assets	281,879	311,891
Income tax provision	–	–

The significant components of deferred income tax assets and liabilities are as follows:

	2016 \$	2015 \$
Deferred income tax assets		
Non-capital losses carried forward	670,117	414,655
Resource pools	19,485	–
Share issuance costs	65,046	58,114
Unrecognized deferred income tax assets	(754,648)	(472,769)
Net deferred income tax asset	–	–

As at April 30, 2016, the Company has non-capital losses carried forward of \$2,577,373, which are available to offset future years' taxable income. These losses expire as follows:

	\$
2032	27,000
2033	74,000
2034	222,000
2035	1,271,000
2036	983,373
	<u>2,577,373</u>

### 14. Subsequent Events

- Subsequent to April 30, 2016, the Company issued 51,500 common shares for proceeds of \$10,300 pursuant to the exercise of share purchase warrants.
- On May 12, 2016, the Company granted 2,725,000 stock options exercisable at \$0.35 per common share for a period of five years to officers, directors, and consultants of the Company.
- On June 8, 2016, the Company received \$10,000 of the share subscriptions receivable as at April 30, 2016. Refer to Note 7(b).

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### **14. Subsequent Events** (continued)

- (d) July 25, 2016, the Company entered into an exclusive worldwide license agreement for intellectual property relating to breath diagnostic applications of controlled substances with the University of Florida Research Foundation, Incorporated ("UFRF"). As consideration, the Company issued 603,870 common shares to UFRF on August 8, 2016.
- (e) On July 28, 2016, Cannabix Breathalyzer Inc. assigned its right, title, and interest in certain US and Canadian patent applications to the Company.