

**Network Oncology Inc.**  
**(Formerly Organach Beverage Acquisition Corp.)**

Financial Statements

For the period from incorporation on September 19, 2013 to June 30, 2014

(Expressed in Canadian dollars)

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## INDEPENDENT AUDITORS' REPORT

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To the Shareholders of  
Network Oncology Inc. (formerly Organach Beverage Acquisition Corp.)

We have audited the accompanying financial statements of Network Oncology Inc. (formerly Organach Beverage Acquisition Corp.) which comprise the statement of financial position as at June 30, 2014, and the statements of comprehensive loss, changes in equity and cash flows for the period from incorporation on September 19, 2013 to June 30, 2014 and the related notes comprising 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 as issued by the International Accounting Standards Board, 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 our 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, we consider 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 based on our audit 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 Network Oncology Inc. as at June 30, 2014, and its financial performance and cash flows for the period from incorporation on September 19, 2013 to June 30, 2014 in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

### **Emphasis of Matter**

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

*Manning Elliott LLP*

CHARTERED ACCOUNTANTS  
Vancouver, British Columbia  
October 3, 2014

**Network Oncology Inc. (formerly Organach Beverage Acquisition Corp.)**  
**Statement of Financial Position**  
**As at June 30, 2014**  
(Expressed in Canadian dollars)

	Note	\$
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash		10,786
Deposit on Acquisition Agreement	4	50,000
		<b>60,786</b>
<b>LIABILITIES</b>		
<b>Current Liabilities</b>		
Accounts payable and accrued liabilities		9,977
<b>SHAREHOLDERS' EQUITY</b>		
Share capital	5	100
Subscriptions received	5(b)	71,340
Deficit		(20,631)
		50,809
		<b>60,786</b>
<b>Nature of operations and going concern</b>	1	
<b>Corporate restructuring and commitments</b>	4	
<b>Subsequent events</b>	9	

**Approved and authorized for issuance by the Board of Directors on October 3, 2014:**

***"Donald Gordon"***

Donald Gordon, Director

***"William Gordon"***

William Gordon, Director

The accompanying notes are an integral part of these financial statements

**Network Oncology Inc. (formerly Organach Beverage Acquisition Corp.)**  
**Statement of Comprehensive Loss**  
**For the Period From Incorporation on September 19, 2013 to June 30, 2014**  
(Expressed in Canadian dollars)

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\$

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**Expenses**

Office and miscellaneous	6,757
Professional fees	13,355
Regulatory fees	519

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**Net loss and comprehensive loss** **(20,631)**

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**Basic and diluted loss per common share** **(134.84)**

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**Weighted average number of common shares outstanding** **153 (1)**

*(1) On July 11, 2014, the Company completed a stock split of its existing share capital on the basis of two and one-half new common shares (2.5) for every one (1) currently issued and outstanding common share, resulting in an aggregate of 250 common shares outstanding and a weighted average of 153 common shares (see Note 9(a)). Earnings per share in the financial statements were recorded on a post-stock split basis in accordance to IAS 33 Earnings Per Share.*

The accompanying notes are an integral part of these financial statements

**Network Oncology Inc. (formerly Organach Beverage Acquisition Corp.)**  
**Statement of Changes in Equity**  
**For the Period From Incorporation on September 19, 2013 to June 30, 2014**  
(Expressed in Canadian dollars)

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	Number of Outstanding Shares #	Share Capital \$	Subscriptions Received \$	Deficit \$	Total \$
Share issued on incorporation	100	100	-	-	100
Share subscriptions received	-	-	71,340	-	71,340
Comprehensive loss	-	-	-	(20,631)	(20,631)
<b>Balance, June 30, 2014</b>	<b>100</b>	<b>100</b>	<b>71,340</b>	<b>(20,631)</b>	<b>50,809</b>

The accompanying notes are an integral part of these financial statements

**Network Oncology Inc. (formerly Organach Beverage Acquisition Corp.)**  
**Statement of Cash Flows**  
**For the Period From Incorporation on September 19, 2013 to June 30, 2014**  
(Expressed in Canadian dollars)

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		\$
<b>Cash (used in) /provided by:</b>		
<b>Operating activities</b>		
Net loss	(20,631)	
Change in non-cash working capital components:		
Accounts payable and accrued liabilities	10,077	
<b>Net cash used in operating activities</b>	<b>(10,554)</b>	
<b>Investing activity</b>		
Deposit on Acquisition Agreement	(50,000)	
<b>Net cash used in investing activity</b>	<b>(50,000)</b>	
<b>Financing activity</b>		
Share subscriptions received	71,340	
<b>Net cash provided by financing activity</b>	<b>71,340</b>	
<b>Increase in cash</b>	<b>10,786</b>	
<b>Cash, beginning of period</b>	<b>-</b>	
<b>Cash, ending of period</b>	<b>10,786</b>	
<b>Cash paid for interest expense</b>	<b>-</b>	
<b>Cash paid for income taxes</b>	<b>-</b>	

The accompanying notes are an integral part of these financial statements

## **Network Oncology Inc. (formerly Organach Beverage Acquisition Corp.)**

Notes to the Financial Statements

For the Period From Incorporation on September 19, 2013 to June 30, 2014

(Expressed in Canadian dollars)

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### **1. NATURE OF OPERATIONS AND GOING CONCERN**

Network Oncology Inc. (the “Company”), formerly Organach Beverage Acquisition Corp., was incorporated on September 19, 2013. The Company is a B.C. fully reporting company. The address of the registered office is Suite 500, 900 West Hastings Street, Vancouver, British Columbia, Canada V6C 1E5.

The Company was initially formed for the purpose of developing the letter of intent with WULU Beverage Co. (“WULU”) to distribute quality organic and fair trade coffees, glacier drinking water, and carbonated water manufactured by WULU. The Company entered into to a Plan of Arrangement (the “Arrangement Agreement”) with Web Watcher Systems Ltd. (“Web Watcher”) dated October 23, 2013. The principal business of the Company under the Letter of Intent was to distribute quality organic and fair trade coffees, glacier drinking water, and carbonated water supplied by WULU. The Letter of Intent was cancelled by WULU on March 21, 2014 (see also Note 4).

On May 12, 2014, the Company entered into a Supply Agreement Sale and Assignment (the “Acquisition Agreement”) with Resolute Oncology Limited (“ROL”), a company domiciled in Ireland. The Company is now in the process of commencing operations as an emerging specialty pharmaceutical company working with ROL’s core portfolio of oncology-targeted generic pharmaceuticals, which address a market comprised of up to 50% of new cancer patients in the European Union. The Company intends to focus on the acquisition and commercialization of proven, and thus low-risk, generic pharmaceutical oncology based products that provide a cost effective response to unmet needs in the market, specifically Germany and other major European countries, with possible expansion to the United States.

These financial statements have been prepared on the basis of accounting principles applicable to a going concern which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence. The success of the Company is dependent upon certain factors that may be beyond management’s control. If the Company is unable to fund its future business, its business, financial condition or results of operations could be materially and adversely affected. The success of the Company depends on its ability to profitably penetrate its target market with its new products on a sustainable basis. The Company has never generated revenue, cash flows or profits from operations.

The Company’s ability to launch its operations as intended is dependent on its ability to obtain necessary financing and raise capital sufficient to cover its marketing and other costs. All of these facts raise significant doubt about the Company’s ability to continue as a going concern. These financial statements do not include any adjustments relating to the recoverability and classification of recorded assets and liabilities that might be necessary should the Company be unable to continue in existence.

## **Network Oncology Inc. (formerly Organach Beverage Acquisition Corp.)**

Notes to the Financial Statements

For the Period From Incorporation on September 19, 2013 to June 30, 2014

(Expressed in Canadian dollars)

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### **2. 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”).

These financial statements are presented in Canadian dollars, which is the Company’s functional and reporting currency. These financial statements are prepared on a historical cost basis except for financial instruments classified as at fair value through profit or loss (“FVTPL”) as described at Note 3, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

### **3. SIGNIFICANT ACCOUNTING POLICIES**

#### Significant accounting judgments and estimates

The preparation of these financial statements requires management to make judgements and estimates that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these judgements and estimates. The financial statements include judgements and estimates which, by their nature, are uncertain. The impacts of such judgements and estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

Significant assumptions about the future and other sources of judgements and estimates that management has made at the statement of financial position date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

#### i) Impairment

At the end of each reporting period, the Company’s assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm’s length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit of loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.



## **Network Oncology Inc. (formerly Organach Beverage Acquisition Corp.)**

Notes to the Financial Statements

For the Period From Incorporation on September 19, 2013 to June 30, 2014

(Expressed in Canadian dollars)

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### **3. SIGNIFICANT ACCOUNTING POLICIES (continued)**

#### Significant accounting judgments and estimates (continued)

##### i) Impairment (continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

##### ii) Fair value of financial instruments

Management uses valuation techniques in measuring the fair value of financial instruments, where active market quotes are not available. Details of the assumptions used are provided in the notes regarding financial assets and liabilities.

In applying the valuation techniques management makes maximum use of market inputs wherever possible, and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. Such estimates include liquidity risk, credit risk and volatility may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

##### iii) Going concern

The assessment of the Company's ability to execute its strategy effectively operating the Company involves judgement.

##### iv) Acquisition of assets

The assessment of the acquisition of assets or business relating to the Acquisition Agreement involves significant judgement on the future operation of the Company.

#### Deferred finance costs

Professional, consulting and regulatory fees as well as other costs directly attributable to financing transactions are reported as deferred financing costs until the transactions are completed, if the completion of the transaction is considered to be more likely than not. Share issuance costs are charged to share capital when the related shares are issued. Costs relating to financing transactions that are not completed, or for which successful completion is considered unlikely, are charged to operations.

## **Network Oncology Inc. (formerly Organach Beverage Acquisition Corp.)**

Notes to the Financial Statements

For the Period From Incorporation on September 19, 2013 to June 30, 2014

(Expressed in Canadian dollars)

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### **3. SIGNIFICANT ACCOUNTING POLICIES (continued)**

#### Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount can be made. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. As at June 30, 2014, no provision has been recorded in the Company.

#### Cash and cash equivalents

Cash and cash equivalents are comprised of cash in banks, and all short-term investments that are highly liquid in nature, cashable, and have an original maturity date of three months or less.

#### Shared-based payments

Pursuant to the Company's option plan ("Option Plan"), the Company may grant stock options to directors, officers and employees for the purchase of the capital stock of the Company. Included in the Option Plan are provisions that provide that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares of the Company. At the discretion of the Board of Directors of the Company, options granted under the Option Plan can have a maximum exercise term of 5 years from the date of grant. Vesting terms will be determined at the time of grant by the Board of Directors.

The fair value of the options is measured at grant date, using the Black-Scholes option pricing model, and is recognized over the period that the employees earn the options. The fair value is recognized as an expense with a corresponding increase in equity. The amount recognized as expense is adjusted to reflect the number of share options expected to vest. No options are granted at present.

#### Deferred income taxes

Deferred income tax assets and liabilities are recognized for deferred income tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred income tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on deferred income tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment occurs. To the extent that the Company does not consider it becomes probable that a deferred income tax asset will be recovered, the deferred income tax asset is not recognized. Deferred income tax assets and liabilities are offset only if a legally enforceable right exists to offset current tax assets against liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

## Network Oncology Inc. (formerly Organach Beverage Acquisition Corp.)

Notes to the Financial Statements

For the Period From Incorporation on September 19, 2013 to June 30, 2014

(Expressed in Canadian dollars)

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### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Earnings (loss) per share

Basic earnings (loss) per share is computed by dividing the net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

#### Financial instruments

All financial instruments are recorded initially at fair value. In subsequent periods, all financial instruments are measured based on the classification adopted for the financial instruments: held to maturity, loans and receivables, fair value through profit or loss ("FVTPL"), available-for-sale, FVTPL liabilities or other liabilities.

FVTPL assets and liabilities are subsequently measured at fair value with the change in the fair value recognized in net income (loss) during the period.

Held to maturity assets, loans and receivable, and other liabilities are subsequently measured at amortized cost using the effective interest rate method.

Available-for-sale assets are subsequently measured at fair value with the change in fair value recorded in other comprehensive income (loss), except for equity instruments without a quoted market price in active markets and whose fair value cannot be reliably measured, which are measured at cost.

The Company has classified its financial instruments as follows:

<u>Financial Instrument</u>	<u>Classification</u>
Cash	FVTPL
Accounts payable	Other liabilities

The three levels of the fair value hierarchy are as follows:

Level 1: Values based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities.

Level 2: Values based on quoted prices in markets that are not active or models inputs that are observable either directly or indirectly for substantially the full term of the asset or liability.

Level 3: Values based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement.

## **Network Oncology Inc. (formerly Organach Beverage Acquisition Corp.)**

Notes to the Financial Statements

For the Period From Incorporation on September 19, 2013 to June 30, 2014

(Expressed in Canadian dollars)

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### **3. SIGNIFICANT ACCOUNTING POLICIES (continued)**

#### Impairment

##### i) Non-financial assets

The carrying amounts of the Company's non-financial assets, other than deferred income tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the assets' recoverable amount is estimated.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or group of assets (the "cash-generating unit").

An impairment loss is recognized if the carrying amount of a cash-generating unit exceeds its estimated recoverable amount. The recoverable amount of an asset or a cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the assets. Impairment losses are recognized in net income (loss).

Impairment losses recognized in prior years are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss has been recognized.

##### ii) Financial assets

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognized in net income (loss) and reflected in an allowance account against receivables. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through net income (loss).

## **Network Oncology Inc. (formerly Organach Beverage Acquisition Corp.)**

Notes to the Financial Statements

For the Period From Incorporation on September 19, 2013 to June 30, 2014

(Expressed in Canadian dollars)

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### **3. SIGNIFICANT ACCOUNTING POLICIES (continued)**

#### Comprehensive income (loss)

Comprehensive income (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 net profit. Other comprehensive income (loss) consists of changes to unrealized gain and losses on available for sale financial assets, changes to unrealized gains and losses on the effective portion of cash flow hedges and changes to foreign currency translation adjustments of self-sustaining foreign operations during the period. Comprehensive income measures net earnings for the period plus other comprehensive income. Amounts reported as other comprehensive income (loss) are accumulated in a separate component of shareholders' equity as Accumulated Other Comprehensive Income (Loss). The Company has not had other comprehensive income (loss) since inception.

#### Segment reporting

A reportable segment, as defined by 'IFRS 8 Operating Segments', is a distinguishable business or geographical component of the Company, which is subject to risks and rewards that are different from those of other segments. The Company considers its primary reporting format to be business segments. The Company considers that it has only one reportable segment, being the pharmaceutical business.

#### Future changes in accounting policies

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended March 31, 2014, and have not been applied in preparing these financial statements. The following standards and interpretations have been issued by the IASB and the IFRIC effective for annual periods beginning on or after January 1, 2014:

#### *IAS 1 – Presentation of Financial Statements*

In June 2011, the IASB issued an amendment to IAS 1, which requires entities to separately present items in other comprehensive income based on whether or not they may be reclassified to profit or loss in future periods.

#### *IAS 32 – Financial Instruments: Presentation*

In December 2011, the IASB issued an amendment to clarify the meaning of the offsetting criterion and the principle behind net settlement, including identifying when some gross settlement systems may be considered equivalent to net settlement. Earlier application is permitted when applied with corresponding amendments to IFRS 7.

#### *IAS 36 – Impairment of Assets*

In May 2013, the IASB issued an amendment to address the disclosure of information about the recoverable amount of impaired assets or a cash-generating unit ("CGU") for periods in which an impairment loss has been recognized or reversed. The amendments also address disclosure requirements applicable when an asset's or a CGU's recoverable amount is based on fair value less costs of disposal.

## **Network Oncology Inc. (formerly Organach Beverage Acquisition Corp.)**

Notes to the Financial Statements

For the Period From Incorporation on September 19, 2013 to June 30, 2014

(Expressed in Canadian dollars)

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### **3. SIGNIFICANT ACCOUNTING POLICIES (continued)**

#### Future changes in accounting policies (continued)

##### *IFRIC 20 – Stripping Costs*

In October 2011, the IASB issued IFRIC 20, which requires the capitalization and depreciation of stripping costs in the production phase if an entity can demonstrate (i) that it is probable future economic benefits will flow to the entity, (ii) the component of the ore body for which the access has been improved is identifiable, (iii) the costs related to the stripping activity associated with that component can be reliably measured.

##### *IFRIC 21 – Levies*

IFRIC 21 provides guidance on when to recognize a liability for a levy imposed by a government, both for levies that are accounted for in accordance with IAS 27 – *Provisions, Contingent Liabilities and Contingent Assets* and those where the timing and amount of the levy is certain.

The following standard will be effective for annual periods beginning on or after January 1, 2016:

##### *IAS 16 – Property, Plant and Equipment and IAS 38 – Intangible Assets*

In May 2014, the IASB issued amendments to IAS 16 Property, Plant and Equipment and IAS 38 Intangible Assets. The amendments clarify that the use of revenue-based methods to calculate the depreciation of an asset is not appropriate because revenue generated by an activity that includes the use of an asset generally reflects factors other than the consumption of the economic benefits embodied in the asset. The amendments also clarify that revenue is generally presumed to be an inappropriate basis for measuring the consumption of the economic benefits embodied in an intangible asset. This presumption, however, can be rebutted in certain limited circumstances.

##### *IFRS 12 – Disclosure of Interests in Other Entities Contributions.*

IFRS 12 establishes disclosure requirements for interests in other entities, such as joint arrangements, associates, special purpose vehicles and off balance sheet vehicles. 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 interests in other entities.

The following standard will be effective for annual periods beginning on or after January 1, 2018:

##### *IFRS 9 – Financial Instruments*

IFRS 9 includes requirements for recognition and measurement, derecognition and hedge accounting. IFRS 9 was originally issued on November 2009, reissued in October 2010, and then amended in November 2013. The IASB is adding to the standard as it completes the various phases of its comprehensive project on financial instruments, and so it will eventually form a complete replacement for IAS 39 Financial Instruments: Recognition and Measurement.

## **Network Oncology Inc. (formerly Organach Beverage Acquisition Corp.)**

Notes to the Financial Statements

For the Period From Incorporation on September 19, 2013 to June 30, 2014

(Expressed in Canadian dollars)

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### **3. SIGNIFICANT ACCOUNTING POLICIES (continued)**

#### Future changes in accounting policies (continued)

In July 2014, the IASB published the final version of IFRS 9 bringing together the classification and measurement, impairment and hedge accounting phases of the IASB project to replace IAS 39. This version adds a new expected loss impairment model and limited amendments to classification and measurement of financial assets. IFRS 9 is effective for periods beginning on or after May 1, 2018.

The Company has not yet begun the process of assessing the impact that the new and amended standards will have on its financial statements or whether to early adopt any of the new requirements.

### **4. CORPORATE RESTRUCTURING AND COMMITMENTS**

The Company and Web Watcher entered into the Arrangement Agreement on October 23, 2013 to conduct a corporate restructuring by way of a statutory plan of arrangement (the "Plan of Arrangement") to transfer Web Watcher's interest in the WULU Letter of Intent dated as of June 27, 2013 (the "Transfer"). As consideration for the Transfer, the Company is committed to issue 14,403,698 common shares (not issued) to shareholders of Web Watcher ("Distributed Shares"). The Arrangement Agreement was approved by Web Watcher's shareholders on December 19, 2013 and by the Supreme Court of British Columbia on January 7, 2014. Under the Transaction WULU was to complete a takeover or reverse takeover with Network Oncology Inc. The agreement may be amended, waived, discharged or terminated by either party on 10 days notice. The Letter of Intent dated June 27, 2013 was cancelled by WULU on March 21, 2014.

Pursuant to the Plan of Arrangement, Web Watcher's outstanding share purchase warrants and stock options at the effective date of the Arrangement, were to entitle their holders to acquire common shares of the Company based on an exchange factor, being the number arrived at by dividing 14,403,698 by the number of issued common shares of Web Watcher as of the Share Distribution Record Date (defined by the Arrangement Agreement). Web Watcher may be required to remit to the Company a portion of the funds received by Web Watcher in the event any options in Web Watcher are exercised, in accordance with the formula set out in the Arrangement Agreement. No options were issued in Web Watcher since its incorporation.

On May 12, 2014, the Company entered into an Acquisition Agreement with ROL for an asset acquisition whereby the assets were acquired in exchange for \$50,000 in cash (paid in April 2014), issuance of 15,000,000 common shares, a 3% net sales royalty and continued fund raising as part of the private placement (see Note 9(c)). On July 31, 2014, the Acquisition Agreement was amended to change the closing date to the date that the shares of the Company are approved trading on the Canadian Stock Exchange and increased the number of shares to be issued to 17,000,000 common shares. The assets to be acquired by the Company under the Acquisition Agreement comprise the following material agreements:

## **Network Oncology Inc. (formerly Organach Beverage Acquisition Corp.)**

Notes to the Financial Statements

For the Period From Incorporation on September 19, 2013 to June 30, 2014

(Expressed in Canadian dollars)

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### **4. CORPORATE RESTRUCTURING AND COMMITMENTS (continued)**

1. Agreement on Sale and Purchase of Dossier for Docetaxel between AqVida GmbH of Hamburg, Germany and ROL, dated June 6, 2013. Pursuant to the agreement, AqVida GmbH granted to ROL and its affiliates the non-exclusive right to use dossier and know-how associated with Docetaxel concentrate, to obtain marketing authorizations and to sell products in Germany, France, the United Kingdom, Spain, Italy, the Netherlands, Belgium, Austria, Switzerland, Sweden, Denmark, Finland, and Norway. The purchase price is EUR 70,000 for marketing authorizations in Germany, and EUR 10,000 for every other country, payable in the following installments:
  - (i) EUR 35,000 after signing the binding term sheet (signed and not paid);
  - (ii) EUR 35,000 after replying to a deficiency letter and restarting the procedure (not paid);
  - (iii) EUR 10,000 upon receipt of marketing authorizations in each further country in the territory.
  
2. Agreement on Sale and Purchase of Dossier for Paclitaxel, dated February 22, 2013, between AqVida GmbH of Hamburg, Germany and ROL and Resolute Oncology Inc. ("ROI"), the parent company of ROL, incorporated in Nevada, the United States of America. Pursuant to the agreement, AqVida GmbH granted to ROL and ROI the non-exclusive right to use the dossier and know-how associated with Paclitaxel concentrate, to obtain marketing authorizations and to sell products in Germany, France, the United Kingdom, Spain, Republic of Ireland, Italy, the Netherlands, Belgium, Austria, Switzerland, Sweden, Denmark, Finland, and Norway. The purchase price is EUR 70,000 for marketing authorizations in Germany, and EUR 10,000 for every other country, payable in the following installments:
  - (i) EUR 35,000 after signing the binding term sheet (signed) (paid by ROL);
  - (ii) EUR 35,000 after transferring the German marketing authorization in the name of ROI (paid by ROL);
  - (iii) EUR 10,000 upon receipt of marketing authorizations in each further country in the territory.
  
3. Agreement on Sale and Purchase of Dossier for Oxaliplatin between AqVida GmbH of Hamburg, Germany and ROL and ROI, dated March 28, 2013. Pursuant to the agreement, AqVida GmbH granted to ROL and ROI the non-exclusive right to use the dossier and know-how associated with Oxaliplatin concentrate, to obtain marketing authorizations and to sell products in Germany, France, the United Kingdom, Spain, Republic of Ireland, Italy, the Netherlands, Belgium, Austria, Switzerland, Sweden, Denmark, Finland, and Norway. The purchase price is EUR 50,000 for the marketing authorization in Germany, and EUR 10,000 for every other country, payable in the following installments:
  - (i) EUR 50,000 upon transfer of the German marketing authorizations in the name of Resolute or its affiliates (paid by ROL);
  - (ii) EUR 10,000 upon receipt of a marketing authorization in each further country in the territory.



## **Network Oncology Inc. (formerly Organach Beverage Acquisition Corp.)**

Notes to the Financial Statements

For the Period From Incorporation on September 19, 2013 to June 30, 2014

(Expressed in Canadian dollars)

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### **4. CORPORATE RESTRUCTURING AND COMMITMENTS (continued)**

4. Principal Agreement between Neogen Developments N.V. (“Neogen”) of Anderlecht, Belgium and ROL, dated March 20, 2013. Pursuant to the agreement, Neogen granted ROL a personal, non-exclusive, and non-transferable right to use registration documentation for zoledronic acid 4 mg/5 ml vial and zoledronic acid 4 mg/100 ml to obtain one marketing authorization in Spain, the United Kingdom, Germany, and Italy and two marketing authorizations in France, for the purpose of selling, marketing, and distributing the products in the territory. The initial term of this agreement is 5 years. Upon expiry of the initial term, the agreement will automatically extend for consecutive periods of 2 years.

ROL has the right to convert the license to an exclusive license in Spain, the United Kingdom, France, and Germany within six months of signing the agreement by matching any offer made by a third party for a license in that country within seven days of being notified by Neogen or by paying an additional EUR 39,000, whichever is higher. For Italy, ROL has the option of converting the license to a semi-exclusive license (two parties) within six months of signing the agreement by matching any offer made by a third party for a license in that country within seven days of being notified by Neogen or by paying an additional EUR 39,000, whichever is higher.

ROL must pay to Neogen a total one-time down payment of EUR 232,000 for the rights granted, by making the following milestone payments:

- (i) EUR 50,000 has been paid on November 15, 2012;
  - (ii) EUR 50,000 to be paid upon grant of the marketing authorization for the 4 mg/5 ml product in the first country of the territory (not paid);
  - (iii) EUR 50,000 to be paid upon grant of the marketing authorization for the 4 mg/100 ml product in the first country of the territory (not paid);
  - (iv) EUR 45,000 to be paid upon the first sale in the territory of the 4 mg/5 ml product no later than six months following grant of the first marketing authorization (not paid);
  - (v) EUR 37,000 to be paid upon the first sale in the territory of the 4 mg/100 ml product no later than six months following the grant of the first marketing authorization (not paid).
5. Three year Service Agreement between World Medical Care GmbH & Co (“WMC”) KG of Hamburg, Germany and ROL, dated March 20, 2014. Pursuant to the agreement, WMC will exclusively sell and distribute ROL products. The Company will pay WMC the followings:
    - (i) ROL will pay to WMC a one-time payment of EUR 50,000 (paid by ROL);
    - (ii) WMC charges ROL a monthly rate of up to EUR 10,000 for every Key Account Business Executives (“KABE”) (no amount has been paid);
    - (iii) A monthly bonus to be paid to the sales team leader and each KABE based on sales in the individual territories. The bonus will be paid 50% by both Parties one month in arrears (no amount has been paid);
    - (iv) Monthly rates provided to WMC by ROL include the provision for a company car for each employee (no amount has been paid).

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### **4. CORPORATE RESTRUCTURING AND COMMITMENTS (continued)**

- (v) WMC is selling and invoicing on behalf of ROL using consignment stock. Both Parties agree to share the gross profit 50/50%.
- (vi) In case gross profit in relation to the net invoice price is 20% or less, ROL is entitled to receive the amount invoiced by WMC to the customer.

As part of the corporate restructuring described above, a Director who is also an Officer of the Company has entered into a commitment to sell his shares of the Company to third parties to facilitate the listing of the Company's shares on the Canadian Securities Exchange.

### **5. SHARE CAPITAL**

(a) Authorized: unlimited common shares without par value

(b) Issued and Outstanding:

On September 19, 2013, 100 shares were issued for the incorporation of the Company.

Subsequent to the period end, the Company is conducting an offering by private placement of 12,500,000 units at \$0.02 per unit for gross proceeds of \$250,000. Each unit comprised of one common share and one common share purchase warrant exercisable at \$0.05 for a period of one year from the closing date. As at June 30, 2014, \$71,340 was received from this private placement. See also Note 9(d).

(c) Stock Options:

The Company has adopted an incentive stock option plan (the "Option Plan") which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the applicable stock exchange's requirements, grant to directors, officers, employees and consultants to the Company, non-transferable options to purchase common shares. Pursuant to the Option Plan, the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares of the Company. Options granted under the Option Plan can have a maximum exercise term of 5 years from the date of grant. Vesting terms will be determined at the time of grant by the Board of Directors. As at June 30, 2014, no options were granted or outstanding.

## **Network Oncology Inc. (formerly Organach Beverage Acquisition Corp.)**

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For the Period From Incorporation on September 19, 2013 to June 30, 2014

(Expressed in Canadian dollars)

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### **6. CAPITAL DISCLOSURES**

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders. The Company considers the items included in shareholders' equity as capital. The Company manages the capital structure and makes adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets. The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the operation of the Company. To secure the additional capital necessary to pursue these plans, the Company intends to raise additional funds through equity or debt financing. The Company is not subject to any capital requirements imposed by a regulator.

### **7. FINANCIAL INSTRUMENTS**

The Company's financial instrument consist of cash and accounts payable, the fair values of which are considered to approximate their carrying value due to their short-term maturities.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Strategic and operational risks are risks that arise if the Company fails to carry out sales and the economic viability of achieving a level of sufficient sales and/or to raise sufficient equity and/or debt financing in financing the market development. These strategic opportunities or threats arise from a range of factors that might include changing economic and political circumstances and regulatory approvals and competitor actions. The risk is mitigated by consideration of other potential development opportunities and challenges which management may undertake.

Credit risk is the risk that one party to a financial instrument will cause a loss for the other party by failing to discharge an obligation. The Company currently has minimal exposure to credit risk.

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at June 30, 2014, the Company had cash of \$10,786 and accounts payable of \$9,977.

Interest risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market risk. The Company's sensitivity to interest rates is currently insignificant.

Current risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company holds no financial instruments that are denominated in a currency other than the Canadian dollar. Therefore, the Company's exposure to currency risk is minimal at present. However, the Company plans for substantial operations and sales in Germany and expects to generate income and expenses denominated in Euros. Fluctuation in currency may impact future financial performance of the Company and its future cash flows.

## **Network Oncology Inc. (formerly Organach Beverage Acquisition Corp.)**

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For the Period From Incorporation on September 19, 2013 to June 30, 2014

(Expressed in Canadian dollars)

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### **8. INCOME TAXES**

As at June 30, 2014, the Company had non-capital losses carried forward of \$20,631 which are available for deduction against future Canadian taxable income. The non-capital losses will expire in 2034. A deferred income tax asset of \$5,364 was not recognized due to the uncertainty of probable future taxable profit in the Company.

### **9. SUBSEQUENT EVENTS**

- (a) On July 11, 2014, the Company completed a stock split of its existing share capital on the basis of two and one-half new common shares (2.5) for every one (1) currently issued and outstanding common share, resulting in an aggregate of 250 common shares.
- (b) On August 12, 2014, the Company changed its name from Organach Beverage Acquisition Corp. to Network Oncology Inc.
- (c) The Company was subject to a cease trade order for failure to file its quarterly financial statements to June 30, 2014.
- (d) The Company has received Conditional Listing Approval to the Canadian Securities Exchange subject to rescission of the cease trade order mentioned in Note 9(c) and closing of all matters in the application including the concurrent completion of the private placement of 12,500,000 units at \$0.02 per unit for gross proceeds of \$250,000. Each unit comprised of one common share and one common share purchase warrant exercisable at \$0.05 for a period of one year from the closing date. As at June 30, 2014, the Company had received \$71,340 in subscriptions related to this financing.