

Canna-V-Cell Sciences Inc.

(Formerly Midnight Star Ventures Corp.)

**Condensed Consolidated Interim Financial Statements
For the Three and Nine Months Ended January 31, 2020 and 2019
(U.S. dollars in thousands)**

NOTICE TO SHAREHOLDERS

The accompanying unaudited condensed consolidated interim financial statements of Canna-V-Cell Sciences Inc. (formerly Midnight Star Ventures Corp.) for the three and nine months ended January 31, 2020 have been prepared by management in accordance with International Financial Reporting Standards applicable to consolidated interim financial statements (Note 2). Recognizing that the Company is responsible for both the integrity and objectivity of the unaudited condensed consolidated interim financial statements, management is satisfied that these unaudited condensed consolidated interim financial statements have been fairly presented.

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

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

Canna-V-Cell Sciences Inc. (Formerly Midnight Star Ventures Corp.)
Condensed Consolidated Interim Statement of Financial Position
(U.S. dollars in thousands)

	Note	January 31, 2020	April 30, 2019
		(Unaudited)	(Audited)
ASSETS			
Current			
Cash		\$ 64	\$ 532
Amounts Receivable and prepaid expenses	9	113	336
Total current assets		177	868
License	3	4,757	4,757
Total Assets		\$ 4,934	\$ 5,625
EQUITY AND LIABILITIES			
Current			
Accounts payable and accrued liabilities	9	\$ 87	\$ 27
Accounts payable - related party	9	384	-
Total current liabilities		471	27
Non-current			
Warrant liability	4	659	1,291
Royalties Commitment	1A (c)	567	590
Total liabilities		\$ 1,697	\$ 1,908
Shareholders' Equity			
Share capital	5	\$ 8,875	\$ 8,305
Reserves	6	816	552
Deficit		(6,454)	(5,140)
Total shareholders' equity		3,237	3,717
Total liabilities and shareholders' equity		\$ 4,934	\$ 5,625

Gadi: the note references are not correct.

March 31, 2020	Zaki Rakib	David Ryan
Date of approval of the financial statements	Director	President

The accompanying notes are an integral part of these Condensed Consolidated Interim Financial Statements.

Canna-V-Cell Sciences Inc. (Formerly Midnight Star Ventures Corp.)
Condensed Consolidated Interim Statement of Comprehensive Loss
(U.S. dollars in thousands, except per share data)

	For the three months ended		For the nine months ended January	
	January 31		31	
	2020	2019	2020	2019
	<u>(Unaudited)</u>		<u>(Unaudited)</u>	
Operating expenses				
Research and development	\$ 467	812	1,451	753
General and administrative	199	382	674	428
Listing expenses	-	50	-	2,782
Total operating expenses	<u>666</u>	<u>1,244</u>	<u>2,125</u>	<u>3,963</u>
Loss from operations	<u>(666)</u>	<u>(1,244)</u>	<u>(2,125)</u>	<u>(3,963)</u>
Finance income (expense)	<u>6</u>	<u>(347)</u>	<u>811</u>	<u>(2,090)</u>
Net loss and comprehensive loss	<u>\$ (660)</u>	<u>(1,591)</u>	<u>(1,314)</u>	<u>(6,053)</u>
Basic loss per share	<u>(0.01)</u>	<u>(0.02)</u>	<u>(0.01)</u>	<u>(0.14)</u>
Weighted Average Number of Shares Outstanding	103,243,680	96,577,013	99,717,110	44,493,408

The accompanying notes are an integral part of these Condensed Consolidated Interim Financial Statements.

Canna-V-Cell Sciences Inc. (Formerly Midnight Star Ventures Corp.)
Condensed Consolidated Interim Statement of Changes in shareholders' equity
For the Three and Nine Months Ended January 31, 2020 and 2019
U.S. dollars in thousands

	Number of Shares	Share Capital	Reserve	Accumulated Deficit	Total Shareholders' Equity
Balance April 30, 2018	100,000	\$ 1	\$ -	\$ (5)	\$ (4)
Issuance of shares to Bioharvest in respect of license agreement (Note 3)	900,000	4,234	-	-	4,234
RTO (Note 1A)	95,577,013	4,070	123	-	4,193
Stock based compensation (Note 6)	-	-	289	-	289
Net loss for the period	-	-	-	(6,053)	(6,053)
Balance January 31, 2019	96,577,013	\$ 8,305	\$ 412	\$ (6,058)	\$ 2,659
Stock based compensation (Note 6)	-	-	140	-	140
Net loss for the period	-	-	-	918	918
Balance April 30, 2019	96,577,013	\$ 8,305	\$ 552	\$ (5,140)	\$ 3,717
Issuance of shares (Note 5)	6,666,667	570	-	-	570
Stock based compensation (Note 6)	-	-	264	-	264
Net loss for the period	-	-	-	(1,314)	(1,314)
Balance January 31, 2020	103,243,680	\$ 8,875	\$ 816	\$ (6,454)	\$ 3,237

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Canna-V-Cell Sciences Inc. (Formerly Midnight Star Ventures Corp.)
Condensed Consolidated Interim Statements of Cash Flows
(U.S. dollars in thousands)

	For the Nine Months Ended	
	January 31	
	2020	2019
	(Unaudited)	
Cash flows from operations		
Net loss for the period	\$ (1,314)	\$ (6,053)
Adjustments to reconcile net loss to net cash used in operating activities:		
Listing fees, net		2,782
Stock based compensation	264	289
Changes in fair value of warrant liability	(804)	2,649
Change in fair value of royalty commitment	(23)	565
Changes in accounts receivable and prepaid expenses	223	(320)
Changes in accounts payable and accrued liabilities	60	68
Changes in accounts payable - related party	384	-
	(1,210)	(20)
Investing activities		
Proceeds from issuance of shares	742	-
Cash acquired on RTO	-	2,227
	742	2,227
Net change in cash	(468)	2,207
Cash, beginning of period	532	-
Cash, end of period	\$ 64	\$ 2,207

The accompanying notes are an integral part of these Condensed Consolidated Interim Financial Statements.

Canna-V-Cell Sciences Inc. (Formerly Midnight Star Ventures Corp.)

Notes to Condensed Consolidated Interim Financial Statements

For the Three and Nine Months Ended January 31, 2020 and 2019

(U.S. dollars in thousands, except per share data)

1. General

Canna-V-Cell Sciences Inc. (formerly Midnight Star Ventures Corp. (“Midnight Star”) (the “Company” or “CannaVCell”) was incorporated under the Business Corporations Act of British Columbia on April 19, 2013.

On September 27, 2018, the Company completed a qualifying transaction (the “Transaction”) with Bio Harvest Ltd. (“BioHarvest”), a company incorporated in Israel, and BioHarvest’s 100% wholly owned subsidiary, Dolarin Ltd. (“Dolarin”), a corporation incorporated in the Israel (“Business Combination Agreement”). The Company issued 48,337,496 shares to BioHarvest in consideration for 100% of the issued share capital of Dolarin (1,000,000 shares). As a result of the Transaction, Dolarin became a wholly-owned subsidiary of the Company. Completion of the Transaction resulted in a reverse takeover and change of business for the Company (the “RTO”).

Following the completion of the Transaction, Midnight Star Ventures Corp. changed its name to Canna-V-Cell Sciences Inc. Subsequent to the Transaction, the Company’s principal business is to develop and produce cannabis active ingredients based on biopharming technology. The Company’s shares trade on the Canadian Securities Exchange under the symbol “CNVC”.

These condensed consolidated interim financial statements were authorized for issue by the Board of Directors on March 31, 2020.

A. Licensing and Service Agreement

On closing of the Transaction indicated above, BioHarvest and Dolarin entered into a license agreement pursuant to which Dolarin acquired certain worldwide, non-transferable, sales-based royalty bearing licenses in perpetuity from BioHarvest, for the use of BioHarvest’s biotechnology for the production and sale of cannabis products for the medical and recreational markets (the “Licenses”).

Dolarin acquired the licenses for the following consideration:

- a) The issuance of 900,000 common shares of Dolarin to BioHarvest.
- b) The payment of \$160 in 16 equal monthly payments of \$10 commencing on the effective date.
- c) The payment to BioHarvest of a milestone payment comprising \$840 upon the commencement of construction of the first manufacturing facility for relevant licensed product.

On closing of the Transaction indicated above, BioHarvest and Dolarin also entered into a service agreement (“Service Agreement”) pursuant to which BioHarvest provides certain limited research, development and commercialization of BioHarvest’s biopharming technology (including equipment, materials, facilities and personnel), to develop and produce cannabis active ingredients.

Canna-V-Cell Sciences Inc. (Formerly Midnight Star Ventures Corp.)

Notes to Condensed Consolidated Interim Financial Statements

For the Three and Nine Months Ended January 31, 2020 and 2019

(U.S. dollars in thousands, except per share data)

1. General (continued)

B. Merger With BioHarvest

On December 9, 2019, the Company entered into an agreement with BioHarvest and the Company's wholly owned Israeli subsidiary Biofarming Ltd, which incorporated on December 2, 2019 ("Agreement and Plan of Merger"). Under the terms of the Agreement and Plan of Merger, The Company will acquire 100% of BioHarvest by issuing 299,200,000 common shares at a deemed price of \$0.15 per share to the shareholders of BioHarvest. (BioHarvest owns 48,337,496 common shares of the Company so the net new shares issued after subtracting the intercorporate holding is 250,862,504.) The Company will also issue 39,581,480 warrants (the "Creditor Warrants") to the convertible debt holders of BioHarvest who will convert their debt to shares immediately prior to closing. The Creditors Warrants which are exercisable until August 31, 2020 to purchase an additional common share at \$1.00 per share, replace warrants the creditors were entitled to receive in Bio Harvest. In addition, the Company will grant 11,910,000 stock options to BioHarvest's and The Company's Chief Technology Officer. The options will be exercisable to purchase shares of The Company at \$0.15 per share for a period of two years and will vest quarterly over that period. The acquisition price is based on a valuation report from Evans and Evans dated November 20, 2019 estimating the value of BioHarvest Ltd. to be between \$33,700 (approximately CAD\$44,484,000) and \$34,600 (approximately CAD\$45,670,000). The above transaction constitutes a fundamental change under the rules of the Canadian Securities Exchange.

In addition to the increase in value to the Company there are a number of significant advantages that arise out of the acquisition.

The closing of the acquisition is subject to a number of conditions including required regulatory and shareholder approvals, and the Company completing a concurrent private placement financing of up to 35,200,000 common shares at \$0.15 per share. (This amount is subject to adjustment depending on the cash position of BioHarvest at closing.)

The Company will pay commissions of up to 6% of the proceeds and issue warrants to purchase up to 6% of the number of shares sold in the private placement to brokers or finders where permitted by law. Zaki Rakib the Company's CEO and Chairman is Chief Executive Officer of BioHarvest, Vivien Rakib is a director and significant shareholder of BioHarvest and Yochi Hagay the Company's Chief Technology Officer, is Chief Technology Officer of BioHarvest. Accordingly, the transactions are not arm's length transactions and are subject to Multilateral Instrument 61-101 requirements.

The following steps have or will be taken to satisfy these requirements:

- 1) The Company has obtained an Independent Valuation. The Company has determined that Evans and Evans are qualified and independent.
- 2) The Company appointed a Special Committee of the Board consisting of David K. Ryan and Jake Fiddick, to supervise preparation of the valuation and to make recommendations to shareholders.
- 3) Approval of a majority of disinterested shareholders will be obtained at the shareholder meeting.

On March 30, 2020, the shareholders of the Company approved the Agreement and Plan of Merger.

Canna-V-Cell Sciences Inc. (Formerly Midnight Star Ventures Corp.)

Notes to Condensed Consolidated Interim Financial Statements

For the Three and Nine Months Ended January 31, 2020 and 2019

(U.S. dollars in thousands, except per share data)

1. General (continued)

C. Going Concern

These financial statements have been prepared on a going concern basis, which contemplates that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. Accordingly, they do not give effect to adjustments that would be necessary, should the Company be unable to continue as a going concern, and therefore be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying condensed consolidated interim financial statements. Such adjustments could be material. It is not possible to predict whether the Company will be able to raise adequate financing or to ultimately attain profitable levels of operations. These conditions indicate the existence of material uncertainties that may cause significant doubt about the Company's ability to continue as a going concern. Changes in future conditions could require material write downs of the carrying values. The Company has yet to have any revenues and has incurred losses to date resulting in a cumulative deficit of \$6,454 as at January 31, 2020. The recoverability of the carrying value of the assets and the Company's continued existence is dependent upon the achievement of profitable operations. While management has been historically successful in raising the necessary capital, it cannot provide assurance that it will be able to execute its business strategy or be successful in future financing activities.

2. Basis of Preparation

Statement of Compliance

The Company prepares its unaudited condensed consolidated interim financial statements in accordance with International Financial Reporting Standards ("IFRS") using the accounting policies described herein as issued by International Accounting Standards Board ("IASB") and International Financial Reporting Interpretations Committee ("IFRIC") interpretations. The unaudited condensed consolidated interim financial statements are in compliance with IAS 34. Accordingly, certain information and note disclosures normally included in the annual consolidated financial statements prepared in accordance with IFRS have been omitted or condensed.

Basis of Presentation

The financial statements have been prepared on a historical cost basis except for certain financial assets measured at fair value. All dollar amounts presented are in United States dollars unless otherwise specified.

Foreign currencies

These condensed consolidated interim financial statements are presented in United States dollars. The functional currency of the Company and its subsidiary is the United States dollar.

Basis of Consolidation

These consolidated financial statements include the accounts of the Company and its directly owned 100% subsidiary, Dolarin.

All inter-company balances, and transactions, have been eliminated upon consolidation.

Significant accounting judgments and estimates

Determining the fair value of share-based payment transactions

The fair value of share-based payment transactions is determined upon initial recognition by an acceptable option pricing model. The inputs to the model include share price, exercise price, assumptions regarding expected volatility, expected life of share option and expected dividend yield.

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Notes to Condensed Consolidated Interim Financial Statements

For the Three and Nine Months Ended January 31, 2020 and 2019

(U.S. dollars in thousands, except per share data)

2. Basis of Preparation (continued)

Fair value of derivative financial instruments

Management assesses the fair value of the Company's financial derivatives in accordance with the accounting policies in the consolidated financial statements. Fair value of the warrant liability has been measured using the Black-Scholes model, taking into account the terms and conditions upon which the warrants are granted. These calculations require the use of estimates and assumptions. Changes in assumptions concerning volatilities, interest rates, foreign exchange rates, and expected life could have a significant impact on the fair value attributed to the Company's financial derivatives.

Income Taxes

Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

Business Combination

In a business combination, substantially all identifiable assets, liabilities and contingent liabilities acquired are recorded at the date of acquisition at their respective fair values. One of the most significant areas of judgment and estimation relates to the determination of the fair value of these assets and liabilities, including the fair value of contingent consideration, if applicable. If any intangible assets are identified, depending on the type of intangible asset and the complexity of determining its fair value, an independent external valuation expert may develop the fair value, using appropriate valuation techniques, which are generally based on a forecast of the total expected future net cash flows. These valuations are linked closely to the assumptions made by management regarding the future performance of the assets concerned and any changes in the discount rate applied. In certain circumstances where estimates have been made, the Company may obtain third-party valuations of certain assets, which could result in further refinement of the fair-value allocation of certain purchase prices and accounting adjustments.

Amortization of intangible assets

Amortization of intangible assets are dependent upon estimates of useful lives, which are determined through the exercise of judgment and market comparable information.

Canna-V-Cell Sciences Inc. (Formerly Midnight Star Ventures Corp.)

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(U.S. dollars in thousands, except per share data)

3. License:

As part of the License Agreement noted in Note 1A, Dolarin issued 900,000 common shares to BioHarvest. The fair value of the shares issued was determined by reference to the 49,867,707 shares issued by the Company to BioHarvest to acquire Dolarin. Accordingly, the fair value of the shares issued was deemed to be \$4,234.

As the company considers it is probable that it will reach the milestone indicated in Note 1A and construct the factory, it recorded a liability for the milestone payment. The company currently does not consider the royalty stream probable and therefore did not recognize a liability for future streams.

As Dolarin assumed an amount payable of \$590 to BioHarvest to recognize the periodic payments pursuant to the License Agreement, the fair value of the License Agreement has been computed based on the fair value of the shares issued as indicated above (\$4,234), plus the assumption of the amount payable of \$590 for a total valuation of the License Agreement at \$4,757.

4. Derivative liability - Warrants:

A summary of changes in share purchase warrants for the nine months period ending January 31, 2020 is presented below:

	Number	Weighted Average Exercise Price
Balance, April 30, 2019	20,890,148	\$ 0.17
Issued during the period (Note 5)	6,666,667	0.23
Balance, January 31, 2020	27,556,815	\$ 18.83

The following table summarizes information about warrants outstanding as at January 31, 2020:

Date of issuance	Date of expiry	Exercise price	Exercisable at January 31, 2020
September 27, 2018	September 26, 2020	\$ 0.17 (CAD 0.23)	20,890,148 see (1)
September 23, 2019	September 22, 2021	\$ 0.23 (CAD 0.3)	6,666,667 see (2)

Each warrant entitles the holder to purchase one common share of the Company.

The Company uses the Black-Scholes option pricing model to estimate fair value of the warrant liability at the end of each reporting period. The following assumptions were used to estimate the fair value of the derivative warrant liability on the dates indicated:

1)	January 31, 2020	April 30, 2019
Expected life of warrants	0.64 years	1.4 years
Expected volatility	100%	100%
Expected dividend yield	0%	0%
Risk-free interest rate	1.5%	1.8%
Market price of Common share	CAD 0.15	CAD 0.20
Exercise price	CAD 0.23	CAD 0.23

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Notes to Condensed Consolidated Interim Financial Statements

For the Three and Nine Months Ended January 31, 2020 and 2019

(U.S. dollars in thousands, except per share data)

4. Derivative liability - Warrants: (continued)

2)	January 31, 2020	At Issuance Date September 23, 2019
Expected life of warrants	1.65 years	2 years
Expected volatility	100%	100%
Expected dividend yield	0%	0%
Risk-free interest rate	1.5%	1.6%
Market price of Common share	CAD 0.15	CAD 0.115
Exercise price	CAD 0.3	CAD 0.3

The Company considers expected volatility of the shares of comparable companies and its common shares in estimating its future stock price volatility. The risk-free interest rate for the expected life of the options was based on the yield available on Canadian government benchmark bonds with an approximate equivalent remaining term at the time of the grant. The expected life is based on the contractual term. For the three month period ended January 31, 2020, the Company recorded a loss of \$169 and gain for the nine month period ended January 31, 2020 of \$833 in the statement of comprehensive loss as a result of the change in the fair value of the warrant liability as of January 31, 2020 (2019: loss of \$508 and \$2,023, respectively).

5. Share Capital:

	Number of shares	
	January 31, 2020	April 30, 2019
	Issued and outstanding	Issued and outstanding
Ordinary shares without par value	103,243,680	96,577,013

On September 23, 2019 the Company closed a private placement financing (the “Private Placement Financing”) by issuing 6,666,667 units at a price of CAD\$0.15 per unit for gross proceeds of \$754 (CAD\$1 million). (CAD\$985,000 after payment of commissions and finder’s fees). The securities issued under the Private Placement Financing will be subject to a hold period expiring four months and one day from the date of issuance pursuant to applicable Canadian securities laws. Each unit consists of one common share of the Company and one non-transferable share purchase warrant (“Private Placement Warrant”). Each Private Placement Warrant will be exercisable to purchase an additional common share at a price of CAD\$0.30 per share for a period of two years from closing of the Private Placement Financing.

The Private Placement Warrants have been valued at \$172, using the black-Scholes options pricing model with the following assumptions: Share price: CAD\$0.115, exercise price: CAD\$0.30, risk-free rate: 1.60%, dividend yield: Nil, volatility: 100%, expected life: 2 years.

Since the Private Placement Warrants have an exercise price denominated in a different currency (Canadian Dollars) than the functional currency of the Company (US Dollars), the Private Placement Warrant are recorded at their fair value as a derivative liability.

The increase in Share Capital is \$570, being the net proceeds received (\$742) less the fair value of the Private Placement Warrants (\$172).

Canna-V-Cell Sciences Inc. (Formerly Midnight Star Ventures Corp.)

Notes to Condensed Consolidated Interim Financial Statements

For the Three and Nine Months Ended January 31, 2020 and 2019

(U.S. dollars in thousands, except per share data)

6. Stock Options

The Company maintains a stock option plan (the "Plan") for the directors, officers, consultants and employees of the Company. The maximum number of options issuable under the Plan is equal to ten percent (10%) of the outstanding shares of the Company less the aggregate number of shares reserved for issuance or issuable under any other security-based compensation arrangement of the Company.

No options were issued during the three and nine month periods ended January 31, 2020.

During the three and nine months ended January 31, 2020, share-based compensation of \$55 and \$261, respectively was recognized based on options vested during the period (three and nine months ended January 31, 2019 - \$211 and \$289, respectively)

The following table summarizes information about the options outstanding as at January 31, 2020 and April 30, 2019:

Options Outstanding			Options Exercisable		
Number Outstanding at January 31, 2020	Exercise Price		Weighted Average Remaining Contractual Life (years)	Number Exercisable at January 31, 2020	Weighted Average Exercise Price
10,405,105	CAN\$	0.15	4.64	5,004,886	CAN\$ 0.15
10,405,105	CAN\$	0.15	4.64	5,004,886	CAN\$ 0.15

7. Financial instruments and risk management:

The Company is exposed to a variety of financial risks, which results from its financing, operating and investing activities. The objective of financial risk management is to contain, where appropriate, exposures in these financial risks so as to limit any negative impact on the Company's financial performance and position. The Company's financial instruments are its cash, trade and other receivables, trade payables and other liabilities. The main purpose of these financial instruments is to raise finance for the Company's operations. The Company actively measures, monitors and manages its financial risk exposures by various functions pursuant to the segregation of duties and principals. The risks arising from the Company's financial instruments are mainly currency risk and liquidity risk. The Company has no interest rate risk as the balances exposure to interest is minimal. The risk management policies employed by the Company to manage these risks discussed below.

Fair value of financial assets and liabilities:

The fair value of the Company's current financial assets and liabilities approximates their carrying amounts as their maturity date is less than 1 year and they do not bear a fixed interest rate.

The following table summarises the information about the level 3 fair value measurements:

Item	Fair value	Valuation technique	Fair value hierarchy level	Significant unobservable inputs
Derivative liability - Warrants	659	Black-Scholes model	level 3	Volatility of firm's assets returns*

* A change in the volatility measure by 5% results in a change of +/- \$56 of the fair value.

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Notes to Condensed Consolidated Interim Financial Statements

For the Three and Nine Months Ended January 31, 2020 and 2019

(U.S. dollars in thousands, except per share data)

8. Financial instruments and risk management: (continued)

Capital management:

The Company's objective is to maintain, as much as is possible, a stable capital structure. In the opinion of management its current capital structure is stable. Consistent with others in the industry, the Company monitors capital, including others also, on the basis of the gearing ratio.

This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including 'current and non-current borrowings' as shown in the condensed consolidated interim statement of financial position) less cash and cash equivalents. Total capital is calculated as 'equity' as shown in the condensed consolidated interim statement of financial position plus net debt.

Measurements that are categorized within Level 3 of the fair value hierarchy:

Derivative liability - Warrants	\$
Balance as of May 1, 2019	1,291
Issuance of Warrants	175
Loss recognized in Profit or loss:	(807)
Balance as of January 31, 2020	659

9. Loss per share:

Net loss per share attributable to equity owners:

	For the three months ended January 31		For the nine months ended January 31	
	2020	2019	2020	2019
	(Unaudited)		(Unaudited)	
Net loss used in basic and diluted EPS	(660)	(1,591)	(1,314)	(6,053)
Weighted average number of shares used in basic and diluted EPS	106,206,643	96,577,013	99,717,110	44,493,408
Basic and diluted net EPS	(0.01)	(0.02)	(0.01)	(0.14)

Canna-V-Cell Sciences Inc. (Formerly Midnight Star Ventures Corp.)**Notes to Condensed Consolidated Interim Financial Statements****For the Three and Nine Months Ended January 31, 2020 and 2019****(U.S. dollars in thousands, except per share data)**

10. Related Parties:

	For the three months ended January 31		For the nine months ended January 31	
	2020	2019	2020	2019
	(Unaudited)		(Unaudited)	
Compensation of key management personnel of the Company:				
CEO Management Fees	25	33	65	33
CFO Management Fees	3	3	7	4
Share base payment to CEO (Note 6)	23	95	99	130
Other related party transactions:				
Research and development (Note 1A- Service Agreement)	462	717	1,352	718
Balances with related parties:	January 31, 2020	April 30, 2019		
Prepayments	-	325		
Accounts payable	(384)	-		
Royalties Commitment	(567)	(590)		