

PreveCeutical Medical Inc.

Consolidated Financial Statements

For the years ended December 31, 2019 and 2018

Expressed in Canadian Dollars

INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF PREVECEUTICAL MEDICAL INC.

Opinion

We have audited the consolidated financial statements of PreveCeutical Medical Inc. and its subsidiaries (the "Company"), which comprise:

- ◆ the consolidated statements of financial position as at December 31, 2019 and 2018;
- ◆ the consolidated statements of operations and comprehensive loss for the years then ended;
- ◆ the consolidated statements of changes in shareholders' deficiency for the years then ended;
- ◆ the consolidated statements of cash flows for the years then ended; and
- ◆ the notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2019 and 2018, and its consolidated financial performance and consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company incurred a net loss of \$3,578,900 during the year ended December 31, 2019 and, as of that date, the Company's working capital deficiency is \$1,546,563. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditors' report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

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Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- ◆ Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ◆ Obtain an understanding of internal control relevant to the audit 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 Company's internal control.
- ◆ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- ◆ Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- ◆ Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- ◆ Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditors' report is Sukhjit Gill.

Smythe LLP

Chartered Professional Accountants

Vancouver, British Columbia

April 27, 2020

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PreveCeutical Medical Inc.
Consolidated Statements of Financial Position
Expressed in Canadian Dollars

As at December 31,	2019	2018
ASSETS		
Current		
Cash	\$ 28,480	\$ 64,329
Accounts receivable	95,574	78,177
Prepaid and deposits (Note 4)	164,193	1,195,363
	288,247	1,337,869
Deposits (Note 4)	89,795	413,584
Property, equipment and furniture (Note 5)	98,729	123,652
Right-of-use asset (Note 19)	355,613	-
Intangible assets (Note 6)	25,254	26,971
Total assets	\$ 857,638	\$ 1,902,076
LIABILITIES AND SHAREHOLDERS' DEFICIENCY		
Current liabilities		
Accounts payable and accrued liabilities (Note 13)	\$ 595,084	\$ 535,381
Lease liability - short term (Note 19)	146,979	-
Short-term debt (Notes 7 and 13)	325,100	-
Convertible debt - short term (Notes 8 and 13)	767,647	607,978
	1,834,810	1,143,359
Lease liability - long term (Note 19)	212,613	-
Convertible debt - long term (Notes 9 and 13)	3,296,995	3,043,888
Total liabilities	5,344,418	4,187,247
SHAREHOLDERS' DEFICIENCY		
Share capital (Note 10)	13,176,958	12,903,473
Equity portion of convertible debt (Notes 8 and 9)	2,051,650	2,030,360
Share-based compensation reserve	3,147,970	4,235,701
Reserves	719,923	177,981
Accumulated other comprehensive income	101,281	(26)
Deficit	(23,684,562)	(21,632,660)
Total shareholders' deficiency	(4,486,780)	(2,285,171)
Total liabilities and shareholders' deficiency	\$ 857,638	\$ 1,902,076

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

Approved on behalf of the Board of Directors

"Stephen Van Deventer" signed Director

"Keith Anderson" signed Director

PreveCeutical Medical Inc.

Consolidated Statements of Operations and Comprehensive Loss

Expressed in Canadian Dollars

Years ended December 31	2019	2018
REVENUE		
Product sales	\$ 3,031	\$ 15,452
Cost of sales	(779)	(4,723)
Gross profit	2,252	10,729
EXPENSES		
Amortization (Notes 5, 6 and 19)	174,534	36,289
Business development and investor relations	293,405	908,055
Consulting fees (Note 13)	4,968	136,268
Impairment of inventory	-	53,043
Insurance	11,325	36,979
Marketing and promotion	4,808	383,719
Meetings and conventions	65	8,766
Office and general	21,904	40,410
Professional fees	536,348	664,559
Rent, utilities, repair and maintenance (Note 13)	(65,329)	172,763
Research and development (Notes 4 and 13)	1,667,847	2,364,465
Salaries and wages (Note 13)	338,345	654,648
Share-based compensation (Notes 11, 12 and 13)	433,443	1,105,178
Transfer agent and filing fees	71,516	57,265
Travel and meals	11,411	346,529
Vehicle expenses	5,001	22,011
Total expenses	3,509,591	6,990,947
LOSS FROM OPERATIONS	(3,507,339)	(6,980,218)
Foreign exchange loss/gain	(153,894)	(41,622)
Accretion expense (Notes 8 and 9)	(345,787)	(339,837)
Interest expense (Notes 7, 8, 9, 13 and 19)	(232,900)	(209,237)
Option payments (Notes 13 and 20)	653,145	-
Other income	-	4,094
Loss on modification of convertible debt (Notes 8 and 9)	-	(1,582,658)
Impairment of marketing and promotion prepaid (Note 4)	-	(2,775,000)
Loss before income tax recovery	(3,586,775)	(11,924,478)
Income tax recovery	7,875	40,348
Net Loss	(3,578,900)	(11,884,130)
Item that may be reclassified subsequently to profit or loss		
Foreign exchange gain (loss) on translating foreign operations	101,307	(26)
COMPREHENSIVE LOSS	\$ (3,477,593)	\$ (11,884,156)
Basic and Diluted Loss per common share	\$ (0.009)	\$ (0.037)
Weighted average number of outstanding shares	395,745,727	318,886,820

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

PreveCeutical Medical Inc.
Consolidated Statements of Changes in Shareholders' Deficiency
Expressed in Canadian Dollars

	Number of shares	Share Capital Amount \$	Equity Component of convertible loan \$	Share-based Compensation Reserve \$	Reserves \$	Accumulated Other Comprehensive Income \$	Deficit \$	Total \$
Balance at December 31, 2017	245,522,515	5,995,039	418,688	3,724,041	-	-	(10,482,108)	(344,340)
Shares issued	128,999,750	6,449,988	-	-	-	-	-	6,449,988
Shares issued for exercise of warrants	2,950,000	295,000	-	-	-	-	-	295,000
Shares issued for service	2,225,365	125,596	-	-	-	-	-	125,596
Debt conversion	5,772,875	363,840	(51,412)	-	-	-	-	312,428
Convertible loan equity	-	-	120,774	-	-	-	-	120,774
Share issue costs	4,718,400	(325,990)	-	140,060	-	-	-	(185,930)
Debt modification	-	-	1,582,658	-	177,981	-	-	1,760,639
Recognition of deferred tax liability	-	-	(40,348)	-	-	-	-	(40,348)
Share-based compensation	-	-	-	1,105,178	-	-	-	1,105,178
Fair value of expired options	-	-	-	(733,578)	-	-	733,578	-
Net loss and comprehensive loss for the year	-	-	-	-	-	(26)	(11,884,130)	(11,884,156)
Balance at December 31, 2018	390,188,905	12,903,473	2,030,360	4,235,701	177,981	(26)	(21,632,660)	(2,285,171)
Shares issued	6,100,000	305,000	-	-	-	-	-	305,000
Convertible loan equity	-	-	29,165	-	-	-	-	29,165
Share issue costs	160,000	(31,515)	-	5,824	-	-	-	(25,691)
Debt modification	-	-	-	-	541,942	-	-	541,942
Recognition of deferred tax liability	-	-	(7,875)	-	-	-	-	(7,875)
Share-based compensation	-	-	-	433,443	-	-	-	433,443
Fair value of expired options	-	-	-	(1,526,998)	-	-	1,526,998	-
Net loss and comprehensive loss for the year	-	-	-	-	-	101,307	(3,578,900)	(3,477,593)
Balance as at December 31, 2019	396,448,905	13,176,958	2,051,650	3,147,970	719,923	101,281	(23,684,562)	(4,486,780)

The accompanying notes are an integral part of these consolidated financial statement

PreveCeutical Medical Inc.
Consolidated Statements of Cash Flows
Expressed in Canadian Dollars

Years ended December 31,	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the year	\$ (3,578,900)	\$ (11,884,130)
Adjustments to net loss:		
Amortization – property, equipment and furniture and intangibles	27,970	36,289
Amortization - right-of-use assets	146,564	-
Share-based compensation	433,443	1,105,178
Accretion expenses	345,787	339,837
Accrued interest	232,900	209,237
Income tax recovery	(7,875)	(40,348)
Shares issued for service	-	125,596
Loss on modification of convertible debt	-	1,582,658
Impairment of inventory	-	53,043
Impairment of marketing and promotion prepaid	-	2,775,000
	(2,400,111)	(5,697,640)
Change in cash on working capital items:		
Accounts receivable	(20,352)	(204)
Inventory	-	4,203
Prepaid expenses and deposits	1,354,959	(2,200,767)
Accounts payable and accrued liabilities	71,568	338,986
Government remittances payable	-	(17,608)
Net cash used in operating activities	(993,936)	(7,573,030)
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of property, equipment and furniture	-	(7,669)
Acquisition of intangible assets	(1,330)	(2,912)
Net cash used in investing activities	(1,330)	(10,581)
CASH FLOWS FROM FINANCING ACTIVITIES		
Issue of common shares, net of share issue costs	279,309	6,264,058
Shares issued upon exercise of warrants	-	295,000
Repayment of convertible debt	-	(606,227)
Lease liability payments	(163,439)	-
Proceeds from short-term debt	368,650	-
Repayment of short-term debt	(52,500)	(77,705)
Proceeds from convertible debt	435,000	1,670,000
Net cash provided by financing activities	867,020	7,545,126
Effect of change in foreign currency	92,397	(1,664)
Change in cash, during the year	(35,849)	(40,149)
Cash, beginning of the year	64,329	104,478
Cash, end of the year	\$ 28,480	\$ 64,329

Supplemental Cash Flow Information (Note 14)

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

PreveCeutical Medical Inc.
Notes to the Consolidated Financial Statements
For the years ended December 31, 2019 and 2018
Expressed in Canadian Dollars

1. NATURE OF OPERATIONS AND GOING CONCERN

PreveCeutical Medical Inc. (the “Company”) was incorporated on December 15, 2014, under the laws of British Columbia. The Company’s principal business activity is the development of innovative options for preventive and curative therapies utilizing organic and nature identical products.

The Company is located at 1177 West Hastings Street, Suite 2200, Vancouver, British Columbia, V6E 2K3, Canada and its registered office is at 1040 West Georgia Street, Suite 1170, Vancouver, British Columbia V6E 4H1, Canada.

The Company incorporated a subsidiary, PreveCeutical (Australia) Pty Ltd. (“PreveCeutical (Australia)”) in Australia on March 12, 2018. The Company’s research programs are managed by PreveCeutical (Australia).

The consolidated financial statements have been prepared on a going concern basis which assumes that the Company will continue in operations for the foreseeable future and be able to realize assets and satisfy liabilities in the normal course of business. If the going concern assumption were not appropriate for these consolidated financial statements then adjustments would be necessary for the carrying value of assets and liabilities, the reported expenses and the consolidated statement of financial position classifications used. Such adjustments could be material.

Several conditions exist that may cast significant doubt about the ability of the Company to continue as a going concern. The Company does not have significant revenue to date and has incurred operating losses since inception. As at December 31, 2019, the Company had a deficit which is being funded by debt, issuance of equity and option agreement. Management anticipates that the Company will meet its obligations and maintain its operations to support its payments to creditors and realize profits from future business activities. The Company is dependent on its ability to raise further capital through equity financing and funding from certain officers and shareholders to meet its commitments and fund its ongoing operations.

As at December 31, 2019, the Company reported the following:

	December 31, 2019	December 31, 2018
Net loss for the year	\$ 3,578,900	\$ 11,884,130
Working capital available/(deficiency)	\$ (1,546,563)	\$ 194,510
Deficit	\$ 23,684,562	\$ 21,632,660

2. BASIS OF PREPARATION

Statement of Compliance

The Company prepares its consolidated financial statements in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”). Except as described in Note 3, significant accounting policies have been consistently applied in the presentation of these consolidated financial statements.

Effective January 1, 2019, the Company adopted IFRS 16 *Leases* (“IFRS 16”). IFRS 16 was adopted retrospectively with no restatement of comparative periods, as permitted by the transition provisions of the standard.

These consolidated financial statements were approved by the Board of Directors and authorized for issue on April 27, 2020.

Basis of Measurement

These consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments, which are stated at their fair values. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The consolidated financial statements are presented in Canadian dollars, which is the Company’s functional currency. The functional currency of PreveCeutical (Australia) is Australian dollar.

2. BASIS OF PREPARATION (Continued)

Principles of Consolidation

These consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, PreveCeutical (Australia). Subsidiaries are consolidated from the date of acquisition being the date that the Company obtains control. A subsidiary is an entity in which the Company has control, where control requires exposure or rights to variable returns and the ability to affect those returns through power over the investees. All intercompany transactions and balances have been eliminated on consolidation.

3. SIGNIFICANT ACCOUNTING POLICIES

Critical Accounting Estimates and Judgments

The preparation of these consolidated financial statements requires management to make estimates and judgments and to form assumptions that affect the reported amounts and other disclosures in these consolidated financial statements. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. The results of these assumptions form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions and conditions.

The estimates and underlying assumptions are reviewed on an ongoing basis. Changes to accounting estimates are recognized in the period in which the estimate is revised and all future periods that are affected by the change in estimate.

Critical Accounting Estimates

Critical accounting estimates are estimates and assumptions made by management that may result in material adjustments to the carrying amounts of assets and liabilities within the next financial year. Critical accounting estimates include, but are not limited to, the following:

- **Intangible assets – useful life**

Following initial recognition, the Company carries the value of intangible assets at cost less accumulated amortization and any accumulated impairment losses. Amortization is recorded on a straight-line basis based upon management's estimate of the useful life and residual value. The estimates are reviewed at least annually and are updated if expectations change as a result of the technical obsolescence or legal and other limits to use.

A change in the useful life or residual value will impact the reported carrying value of the intangible assets resulting in a change in related amortization expense.

- **Property, equipment and furniture – useful lives**

The Company estimates the useful lives and selects methods used to allocate amortization amounts of property, equipment and furniture on a systematic basis. Technical obsolescence of the tangible assets could significantly impact estimated residual useful lives and in turn, carrying values being over or understated.

- **Income tax**

The measurement of income taxes payable and deferred income tax assets and liabilities requires management to make estimates in the interpretation and application of the relevant tax laws. The actual amount of income taxes only becomes final upon filing and acceptance of the tax return by the relevant tax authorities, which occurs subsequent to the issuance of the consolidated financial statements.

- **Share-based compensation**

The fair value of stock options granted, and compensatory warrants are measured using the Black-Scholes option pricing model. Measurement inputs include share price on measurement date, exercise price of the option, expected volatility, expected life of the options, expected dividends and the risk-free rate. The Company estimates volatility based on its historical share price or historical share price of comparable companies, excluding specific time frames in which volatility was affected by specific transactions that are not considered to be indicative of the entities' expected share price volatility. The expected life of the options is based on historical experience and general option holder behaviour. Dividends were not taken into consideration as the Company does not expect to pay dividends. Management also makes an estimate of the number of options that will forfeit, and the rate is adjusted to reflect the actual number of options that vest.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Critical Accounting Estimates and Judgments (Continued)

Critical Accounting Estimates (Continued)

- **Convertible debts**
The convertible debts were separated into their liability and equity components on the consolidated statements of financial position. The liability component is initially recognized at fair value, calculated at the net present value of the liability based upon non-convertible debt issued by comparable issuers and accounted for at amortized cost using the effective interest rate method. The effective interest rate used is the estimated rate for non-convertible debt with similar terms at the time of issue.
- **Right-of-use asset and lease liability**
The right of use asset and lease liability is measured by discounting the future lease payments at incremental borrowing rate. The incremental borrowing rate is an estimated rate the Company would have to pay to borrow over a similar term and with similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.
- **Accounts receivable**
The accounts receivable balance is recorded at the estimated recoverable amount, which involves the estimate of uncollectible accounts.

Critical Accounting Judgments

Critical accounting judgments are accounting policies that have been identified as being complex or involving subjective judgments or assessments. Critical accounting judgments include, but are not limited to, the following:

- **Intangible assets**
The application of the Company's accounting policy for intangible asset expenditures requires judgment in determining whether it is likely that the future economic benefits will flow to the Company, which is based on assumptions about future events or circumstances. Estimates and assumptions may change if new information becomes available. If, after expenditures are capitalized, information becomes available suggesting that the recovery of expenditures is unlikely, the amount capitalized is written off to profit or loss in the period the new information becomes available.

The Company assesses at each reporting date if the intangible assets have indicators of impairment. In determining whether the intangible assets are impaired, the Company assesses certain criteria, including observable decreases in value, significant changes with an adverse effect on the entity, a change in market interest rates, evidence of technological obsolescence and plans.
- **Research and development expenditures**
Costs to develop products that will be sold are capitalized to the extent that the criteria for recognition as intangible assets in IAS 38 *Intangible Assets* are met. Those criteria require that the product is technically, and economically feasible, which management assessed based on the attributes of the development project, perceived user needs, industry trends and expected future economic conditions. Management considers these factors in aggregate and applies significant judgment to determine whether the product is feasible. The Company has not capitalized any product development costs as at December 31, 2019 and 2018.

The Company is also entitled to refundable tax credits on qualified research and development expenditures. Management's judgment is applied in determining whether the research and development expenditures are eligible for claiming such credits and determining an appropriate accrual.
- **Going concern assumption**
The assessment of whether the going concern assumption is appropriate requires management to consider all available information about the future, which is at least, but not limited to, twelve 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.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Critical Accounting Estimates and Judgments (Continued)

Critical Accounting Judgments (Continued)

- **The determination of the Company and its subsidiary's functional currency**
The functional currency of the Company and its subsidiary is the currency of the primary economic environment and the Company reconsiders the functional currency if there is a change in events and conditions which determined the primary economic environment.
- **Modification versus extinguishment of financial liability**
Judgement is required in applying IFRS 9 *Financial Instruments* to determine whether the amended terms of the loan agreements are a substantial modification of an existing financial liability and whether it should be accounted for as an extinguishment of the original financial liability.
- **Right of Use Assets and Lease Liability**

For right of use assets and lease liability, the Company applies judgement in determining whether the contract contains an identified asset, whether they have the right to control the asset, and the lease term. The lease term is based on considering facts and circumstances, both qualitative and quantitative, that can create an economic incentive to exercise renewal options. Management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not to exercise a termination option.

Financial Instruments

Financial Assets

The Company recognizes a financial asset when it becomes a party to the contractual provisions of the instrument. The Company classifies financial assets at initial recognition as financial assets: measured at amortized cost, measured at fair value through other comprehensive income or measured at fair value through profit or loss.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Assessment and decision on the business model approach used is an accounting judgement.

Financial assets measured at amortized costs

A financial asset that meets both of the following conditions is classified as a financial asset measured at amortized cost.

- The Company's business model for such financial assets, is to hold the assets in order to collect contractual cash flows.
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the amount outstanding.

A financial asset measured at amortized cost is initially recognized at fair value plus transaction costs directly attributable to the asset. After initial recognition, the carrying amount of the financial asset measured at amortized cost is determined using the effective interest method, net of impairment loss, if necessary.

Financial assets measured at fair value through other comprehensive income ("FVTOCI")

For financial assets that are not held for trading, the Company can make an irrevocable election at initial recognition to classify the instruments at fair value through other comprehensive income ("FVOCI"), with all subsequent changes in fair value being recognized in other comprehensive income. This election is available for each separate investment. Under this FVOCI category, fair value changes are recognized in OCI while dividends are recognized in profit or loss. On disposal of the investment the cumulative change in fair value is not recycled to profit or loss, rather transferred to deficit. The Company does not have any financial assets designated as FVOCI.

PreveCeutical Medical Inc.
Notes to the Consolidated Financial Statements
For the years ended December 31, 2019 and 2018
Expressed in Canadian Dollars

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial Instruments (Continued)

Financial Assets (Continued)

Financial assets measured at fair value through profit or loss (“FVTPL”)

A financial asset measured at fair value through profit or loss is recognized initially at fair value with any associated transaction costs being recognized in profit or loss when incurred. Subsequently, the financial asset is re-measured at fair value, and a gain or loss is recognized in profit or loss in the reporting period in which it arises.

Impairment

In relation to the impairment of financial assets, IFRS 9 requires an expected credit loss model. The expected credit loss model requires the Company to account for expected credit losses (“ECL”) and changes in those ECL at each reporting date to reflect changes in credit risk since initial recognition of the financial assets.

Financial Liabilities

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument. A financial liability is derecognized when it is extinguished, discharged, cancelled or when it expires. Financial liabilities are classified as either financial liabilities at fair value through profit or loss or financial liabilities subsequently measured at amortized cost. All interest-related charges are reported in profit or loss within interest expense, if applicable.

As at December 31, 2019, the Company’s financial instruments are comprised of cash, accounts receivable, convertible debt, short-term debt, lease liability, accounts payable and accrued liabilities.

The Company classifies and discloses fair value measurements based on a three-level hierarchy:

- Level 1 – inputs are unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – inputs other than quoted prices in Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3 – inputs for the asset or liability are not based on observable market data.

The Company’s financial instruments are accounted for as follows.

Financial Asset	
Cash	FVTPL
Accounts receivable	Amortized cost
Prepays and deposits	Amortized cost
Financial Liability	
Accounts payable and accrued liabilities	Amortized cost
Short-term debt	Amortized cost
Lease Liability	Amortized cost
Convertible debt	Amortized cost

Compound Financial Instruments

Compound financial instruments issued by the Company comprise convertible debt in Canadian dollars that can be converted to common shares at the option of the holder, when the number of shares to be issued is fixed and does not vary with changes in fair value.

The liability component of compound financial instruments is initially recognized at the fair value of a similar liability that does not have a conversion option. The conversion component is initially recognized at the difference between fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and conversion components in proportion to their initial carrying amounts. Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortized cost using the discounted cash flows. Interest related to the financial liability is recognized in profit or loss. On conversion, the financial liability is reclassified to equity and no gain or loss is recognized.

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, Equipment and Furniture

Property, equipment and furniture is recorded at cost less accumulated amortization and accumulated impairment losses. Amortization is recorded using the declining-balance method, other than leasehold improvements, and is intended to amortize the cost of the assets over their estimated useful lives.

Computer equipment	55%
Computer software	40%
Office equipment	20%
Leasehold improvements	Over lease period

Any additions for equipment are amortized during the year on a prorated basis. Amortization methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

Intangible Assets

Recognition and measurement

Intangible assets include trademarks acquired by the Company and have finite useful lives and are measured at cost less accumulated amortization and any accumulated impairment losses.

Subsequent expenditure

Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditures are recognized in the consolidated statements of operations and comprehensive loss as incurred.

Amortization

Amortization is recorded using the straight-line method and is intended to amortize the cost of the assets over their estimated useful lives. The estimated useful life of the Company's trademarks is 10 years.

Amortization methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

Government assistance

Government grants, including grants from similar bodies, consisting of investment tax credits are recorded as a reduction of the related expense or cost of the asset acquired. Government grants are recognized when there is reasonable assurance that the Company has met the requirements of the approved grant program and there is reasonable assurance that the grant will be received.

Research grants that compensate the Company for expenses incurred are recognized in profit or loss in reduction thereof on a systematic basis in the same years in which the expenses are recognized. Grants that compensate the Company for the cost of an asset are applied against the cost of the asset and recognized in profit or loss on a systematic basis over the useful life of the asset. The Company received \$569,185 as government grants and is netted against research and development expenses.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Research and Development

The Company incurs costs on activities that relate to research and development of new products. Research and development costs are expensed, except in cases where development costs meet certain identifiable criteria for deferral, including technical feasibility. Development costs are capitalized only if the expenditures can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to, and has sufficient resources to, complete development and to use or sell the asset. Deferred development costs are amortized over the life of related commercial production, or in the case of serviceable property and equipment, are included in the appropriate property group and are depreciated over its estimated useful life. As at December 31, 2019, the Company has not capitalized any research and development costs.

Impairment of Non-Financial Assets

At the end of each reporting period, the Company reviews the carrying amounts of long-lived assets to determine whether there is an indication that those assets have suffered an impairment. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment charge (if any). The Company's long-lived assets consists of property, equipment and furniture, and intangible assets.

The recoverable amount used for this purpose is the higher of the fair value less costs to sell and value in use. 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 specific to the asset.

If the recoverable amount of an asset is estimated to be less than its recorded amount, the recorded amount of the asset is reduced to its recoverable amount. An impairment charge is recognized immediately in the consolidated statements of operations and comprehensive loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to a maximum amount equal to the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years.

Share Capital

Proceeds received on the issuance of units, consisting of common shares and warrants, are allocated first to common shares based on the market trading price of the common shares at the time the units are issued, and any excess is allocated to warrants.

Incremental costs directly attributed to the issuance of common shares are shown in equity as a reduction, net of tax, of the proceeds received on issue. Shares issued for non-monetary consideration are valued based on the fair value of the goods or services received unless the fair value of the shares are a more reliable measure.

Share-based Compensation

The Company has a stock option plan, described in Note 11, which grants stock options to the Company's directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes or provides services similar to those performed by an employee.

The fair value of the options is measured using the Black-Scholes option pricing model and is recognized over the vesting period. For directors and employees, the fair value of the options is measured at the date of grant. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued if it is determined the fair value of the goods or services cannot be reliably measured and are recorded at the date the goods or services are received. The offset to the recorded cost is to share-based compensation reserve. Consideration received on the exercise of stock options is recorded as share capital and the recorded amount to share-based compensation reserve is transferred to share capital. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

Where the terms and conditions of options are modified, the increase in the fair value of the options, measured immediately before and after the modification, is charged to profit or loss. For unexercised options that expire, the recorded value in share-based compensation reserve is transferred to deficit.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue

Revenue is derived primarily from the sales of the Company's product CellB9.

Revenue for product sales is recognized when all the performance obligations identified in the customer contract, typically consisting of a purchase order, are satisfied, point in time. The performance obligations in a typical purchase order are the manufacture of the CellB9 product and delivery of the product.

Foreign Exchange

Functional currency

Items included in the consolidated financial statements are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"), which has been determined to be the Canadian dollar. The functional currency of the entity's subsidiary is the Australian dollar.

Foreign currency transaction and balances

Under IFRS, the results and financial position of all the Company's entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate at the consolidated balance sheet date;
- revenues and expenses are translated at the average exchange rate for the period (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case revenues and expenses are translated at the rate on the dates of the transactions); and
- all resulting exchange differences are recognized in accumulated other comprehensive income.

Transactions in currencies other than the entity's functional currency are recorded at the average rates of exchange prevailing at the dates of the transactions. Monetary assets and liabilities are translated using the period-end foreign exchange rate.

Non-monetary assets and liabilities are translated using the historical rate on the date of the transaction.

Income Taxes

The provision for income taxes consists of current and deferred tax expense and is recorded in operations. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted at the end of the period, adjusted for amendments to tax payable for previous years.

Deferred tax assets and liabilities are computed using the asset and liability method on temporary differences between the carrying amounts of assets and liabilities on the consolidated statements of financial position and their corresponding tax values, using the enacted or substantively enacted income tax rates at each statement of financial position date. Deferred tax assets also result from unused losses, tax credits and other deductions carried forward. The valuation of deferred tax assets is reviewed on a regular basis and adjusted to the extent that it is not probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Loss per Share

The Company presents the basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share is determined by adjusting the loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all dilutive potential common shares.

Adoption of Accounting Standards

On January 1, 2019, the Company adopted the following accounting pronouncements retrospectively with no restatement of comparative periods:

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Adoption of Accounting Standards (Continued)

IFRS 16 Leases

The Company adopted IFRS 16 effective January 1, 2019 using the modified retrospective approach. The impact of the adoption is discussed on Note 19. The comparative figures for the 2018 reporting period have not been restated and are accounted for under IAS 17 *Leases*, and IFRIC 4 *Determining Whether an Arrangement Contains a Lease*, as permitted under the specific transitional provisions in the standard. The following is the new accounting policy for leases under IFRS 16.

At inception, the Company assesses whether a contract contains an embedded lease. A contract contains a lease when the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration.

The Company, as lessee, is required to recognize a right-of-use asset ("ROU asset"), representing its right to use the underlying asset, and a lease liability, representing its obligation to make lease payments.

The Company may elect to not apply IFRS 16 to leases with a term of less than 12 months or to low value assets, which is made on an asset by asset basis.

The Company recognizes a ROU asset and a lease liability at the commencement of the lease. The ROU asset is initially measured based on the present value of lease payments, plus initial direct cost, less any incentives received. It is subsequently measured at cost less accumulated depreciation, impairment losses and adjusted for certain remeasurements of the lease liability. The ROU asset is depreciated from the commencement date over the shorter of the lease term or the useful life of the underlying asset. The ROU asset is subject to testing for impairment if there is an indicator of impairment.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by the interest rate implicit in the lease, or if that rate cannot be readily determined, the incremental borrowing rate. The incremental borrowing rate is the rate which the operation would have to pay to borrow over a similar term and with similar security, the funds necessary to obtain an asset of similar value to the ROU asset in a similar economic environment.

Lease payments included in the measurement of the lease liability are comprised of:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee;
- the exercise price under a purchase option that the Company is reasonably certain to exercise;
- lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option; and
- penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payments made. It is remeasured when there is a change in future lease payments arising from a change in an index or a rate, a change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

Variable lease payments that do not depend on an index or a rate not included in the initial measurement of the ROU asset and lease liability are recognized as an expense in the consolidated statement of comprehensive loss in the period in which they are incurred.

The ROU assets are presented within "Right-of-use asset" and the lease liabilities are presented in "Lease liability" on the consolidated balance sheet.

The Company has an office lease for its headquarters in Vancouver, British Columbia that was classified as an operating lease under IAS 17. At transition to IFRS 16, this lease liability was measured at the present value of the remaining lease payments and discounted using an incremental borrowing rate of 5% as of January 1, 2019. As a result, the Company, as

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Adoption of Accounting Standards (Continued)

IFRS 16 Leases

a lessee, has recognized \$502,177 as a lease liability, representing its obligation to make lease payments. A ROU asset of the same amount was recognized, representing its right to use the underlying asset.

The following table summarizes the difference between the operating lease commitment disclosed immediately preceding the date of initial application and lease liability recognized on the consolidated statement of financial position at the date of initial application:

Operating lease obligation as at December 31, 2018	\$	546,640
Effect of discounting at incremental borrowing rate		(44,463)
Lease liability recognized as of January 1, 2019	\$	502,177

4. PREPAID AND DEPOSITS

	2019	2018
Current		
Advance to UniQuest for projects	\$ -	\$ 508,209
R&D supply prepaid – short-term	116,795	560,614
Other prepaid and deposits	47,398	126,540
	164,193	1,195,363
Non-current		
Advance to UniQuest for equipment	62,432	269,426
R&D supply prepaid – long-term	-	116,795
Office deposit	27,363	27,363
	89,795	413,584
Total prepaid and deposits	\$ 253,988	\$ 1,608,947

The advance to UniQuest Pty Limited (“UniQuest”) for the year ended December 21, 2018 related to prepayments made to UniQuest for the three research and development contracts entered in the years 2017 and 2018. Payments made to UniQuest were recorded as a prepayment and amounts for work completed is expensed to research and development (“R&D”).

The short-term R&D supply deposit relates to the R&D supply agreement the Company entered, effective September 18, 2017, with a licensed producer of medical cannabis (“Supplier”). In exchange for 12,820,515 options, the Supplier is supplying samples of cannabis-derived products and ingredient information for use by the Company in its R&D program. Each option was exercisable to one common share of the Company at \$0.156 per share for a period of 24 months from the grant date. These options were not exercised during the 24-month period and expired on September 19, 2019. The fair value of the stock options was determined using the Black-Scholes option pricing model with the following assumptions: exercise price - \$0.156, expected life – 2 years, volatility – 107%, risk-free rate – 1.54%, and dividend yield – 0%. The R&D supply deposit is amortized from March 26, 2018, when the first shipment was received, to the end of the agreement, March 20, 2020. For the year ended December 31, 2019, \$560,614 (2018 - \$443,820) was expensed and recorded as an R&D expense.

During the year ended December 31, 2018, the Company recorded an impairment of \$2,775,000 in other prepaid and deposits relating to marketing and promotion activities due to the termination of agreements with third parties as the services were not received. The Company has filed a lawsuit against the third parties to pursue a potential recovery of the prepaid and deposits written off.

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5. PROPERTY, EQUIPMENT AND FURNITURE

	Computer Equipment	Computer Software	Office Equipment	Leasehold Improvements	Total
COST	\$	\$	\$	\$	\$
Balance, December 31, 2017	48,376	1,683	36,221	82,943	169,223
Additions	7,669	-	-	-	7,669
Balance, December 31, 2018 and 2019	56,045	1,683	36,221	82,943	176,892
ACCUMULATED AMORTIZATION					
Balance, December 31, 2017	10,878	874	3,887	4,147	19,786
Amortization	18,369	324	6,467	8,294	33,454
Balance, December 31, 2018	29,247	1,198	10,354	12,441	53,240
Amortization	11,140	193	5,173	8,417	24,923
Balance, December 31, 2019	40,387	1,391	15,527	20,858	78,163
Net book value, December 31, 2018	26,798	485	25,867	70,502	123,652
Net book value, December, 2019	15,658	292	20,694	62,085	98,729

6. INTANGIBLE ASSETS

	Trademarks
COST	\$
Balance, December 31, 2017	26,894
Additions	2,912
Balance, December 31, 2018	29,806
Additions	1,330
Balance at December 31, 2019	31,136
ACCUMULATED AMORTIZATION	
Balance, December 31, 2017	-
Additions	2,835
Balance, December 31, 2018	2,835
Additions	3,047
Balance at December 31, 2019	5,882
Net book value, December 31, 2018	26,971
Net book value, December 31, 2019	25,254

Trademark costs include costs for registering and filing the Company's trademarks, which included filing in the United States, Australia and Europe.

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7. SHORT-TERM DEBT

On May 29, 2019, the Company entered into a short-term loan agreement with its Chief Executive Officer for \$300,000 with a maturity date of November 29, 2019. The loan is unsecured, at an interest rate of 5% per annum, compounded semi-annually and payable on the maturity date. Under the terms of the agreement, the Company granted 5,000,000 transferable bonus common purchase warrants entitling the holder to purchase one common share in the capital of the Company at an exercise price of \$0.06 per share for a period of one year from grant date. The Company has drawn \$300,000 on this loan and has accrued \$8,950 interest during the year ended December 31, 2019. The fair value of liability was allocated entirely to the liability component. On February 21, 2020, the maturity date was amended from November 29, 2019 to May 29, 2020.

During the year ended December 31, 2019, advances, which are unsecured, payable on demand and bearing no interest, were made to the Company by way of short-term loan as follows:

- The Company's Chief Financial Officer lent the Company \$20,000 on April 25, 2019 and \$1,500 on November 27, 2019. \$20,000 repaid on November 28, 2019, with a total of \$1,500 outstanding at December 31, 2019.
- The Company's Chief Executive Officer lent the Company \$20,000 on May 29, 2019, \$2,500 on June 28, 2019, \$1,000 on July 5, 2019, \$3,000 on September 25, 2019, and \$3,000 on November 27, 2019. \$26,500 was repaid on October 10, 2019, with a total of \$3,000 outstanding at December 31, 2019.
- The Company's shareholder and former President lent the Company \$3,000 on June 28, 2019, \$3,000 on September 25, 2019 and \$3,000 on November 27, 2019. \$6,000 repaid on October 10, 2019, with a total of \$3,000 outstanding at December 31, 2019.
- On July 5, 2019, a company owned by Chief Executive Officer lent the Company \$3,000, which was outstanding at December 31, 2019.
- An employee related to the Company's Chief Executive Officer lent the Company \$3,000 on September 25, 2019, \$2,000 on September 26, 2019 and \$650 on December 2, 2019. The total amount outstanding at December 31, 2019 was \$5,650.

8. CONVERTIBLE DEBT - SHORT-TERM

On March 28, 2018, the Company entered into an unsecured credit facility agreement with its shareholder and former President for \$700,000. Under the terms of the agreement, the amount of any outstanding principal and accrued interest thereon under the credit facility is convertible into common shares of the Company at the lender's request at \$0.10 per share. The original maturity date on the facility was March 28, 2019.

On April 20, 2018, the conversion price was amended from \$0.10 to \$0.06 per share and \$162,691 was recorded as a loss on modification to profit or loss with a corresponding adjustment to shareholders' deficiency. On March 28, 2019, the maturity date for the debt was extended from March 28, 2019 to March 29, 2020, and a gain on modification of \$67,666 (2018- \$162,691) was recorded in reserve. As at December 31, 2019, \$695,000 (2018- \$565,000) was drawn on the facility, bearing 5% simple interest. Interest of \$62,476 (2018- \$27,975) was accrued as at that date

The Company bifurcated the notes into their components using a discounted cash flow model with an estimated fair value interest rate of 15.5% to estimate the fair value of the liability component with the remaining balance representing the equity component.

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8. CONVERTIBLE DEBT - SHORT-TERM (Continued)

Reconciliation of the convertible debt is as follows:

Balance, December 31, 2017	\$	-
Cash items		
Issuance of convertible debt (Tranche 1)		590,000
Repayment of convertible debt (Tranche 1)		(325,000)
Issuance of convertible debt (Tranche 2)		300,000
Non-cash items		
Repayment of convertible debt (Tranche 1)		28,661
Equity portion of convertible debt (Tranche 1)		(54,272)
Equity portion of convertible debt (Tranche 2)		(7,501)
Interest expense		27,975
Accreted interest		48,115
Balance at December 31, 2018	\$	607,978
Cash items		
Issuance of convertible debt		130,000
Non-cash items		
Equity portion of convertible debt		(2,345)
Interest expense		34,501
Accreted interest		65,179
Debt modification		(67,666)
Balance at December 31, 2019	\$	767,647

9. CONVERTIBLE DEBT - LONG-TERM

The Company has entered into two revolving line of credit facility agreements with its Chief Executive Officer and its former President (collectively the "Lenders"), whom are shareholders of the Company. Both are unsecured, bear simple interest of 5% per annum and are convertible into common shares in the capital of the Company.

The first credit facility agreement was entered into on December 9, 2016 in the principal amount of \$1,000,000. The agreement was amended March 31, 2017, wherein the principal amount was increased by \$1,000,000 to a total of \$2,000,000. Under the terms of the agreement and waiver (the "Waiver") dated September 30, 2017, the amount of any outstanding principal and accrued interest thereon under the credit facility is convertible, after October 28, 2017, into common shares of the Company at the price of \$0.10 per share. On April 20, 2018, the conversion price was amended from \$0.10 to \$0.06 per share and \$845,130 was recorded as a loss on modification to profit or loss with a corresponding adjustment to shareholders' deficiency. On June 5, 2018, \$280,752 of the principal amount and \$19,248 of the interest amount was converted to equity at the conversion price of \$0.06 per common share, for a total of 5,000,000 shares. As at December 31, 2019, the Company has drawn \$1,949,248 (2018 - \$1,719,248) under the facility agreement and has accrued interest of \$266,508 (2018 - \$171,688).

The second facility was entered into on May 9, 2017, for a maximum of \$1,000,000. Under the terms of the agreement and the Waiver, the amount of any outstanding principal and accrued interest thereon under the credit facility is convertible after October 28, 2017, into units, each consisting of one common share of the Company and one common share purchase warrant at a price of \$0.10 per unit. Each common share purchase warrant entitles the holder to purchase one common share of the Company at the price of \$0.20 for a period of 24 months after the issuance of the units, subject to acceleration. On April 20, 2018, the conversion price was amended from \$0.10 per unit to \$0.06 per unit and \$372,234 was recorded as a loss on modification to profit or loss with a corresponding adjustment to shareholders' deficiency. As at December 31, 2019, the Company has drawn \$975,500 (2018 - \$900,500) under the facility agreement and has accrued interest \$109,083 (2018 - \$60,308).

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9. CONVERTIBLE DEBT - LONG-TERM (Continued)

On January 26, 2018, the Company entered into an agreement with the Lenders for \$500,000 in the form of an unsecured convertible promissory note bearing simple interest at 5% per annum. This promissory note was added to the second facility above. Thereby, the terms of the facility entered on May 9, 2017 apply to the January 26, 2018 agreement. On April 20, 2018, the conversion price was amended from \$0.10 per unit to \$0.06 per unit and \$202,603 was recorded as a loss on modification to profit or loss with a corresponding adjustment to shareholders' deficiency. As at December 31, 2019, the Company has accrued interest of \$48,288 (2018 - \$23,288) on this promissory note.

On April 30, 2019, the Lenders signed a waiver to waive the right to demand the funds for all above loans until after July 31, 2020 and on August 1, 2019, the Lenders signed a wavier to waive the right to demand the funds for all above loans until after July 31, 2021. The Company recorded \$474,276 gain on modification of the debt in reserve.

The Company bifurcated the notes into their components using a discounted cash flow model with an estimated fair value interest rate of 15.5% to estimate the fair value of the liability component with the remaining balance representing the equity component.

Balance, December 31, 2017	\$	2,639,509
Cash items		
Issuance of convertible debt		500,000
Non-cash items		
Debt conversion		(300,000)
Equity portion of convertible debt		(87,662)
Interest expense		178,300
Accreted interest		291,722
Debt modification		(177,981)
Balance at December 31, 2018	\$	3,043,888
Cash items		
Issuance of convertible debt		305,000
Non-cash items		
Equity portion of convertible debt		(26,820)
Interest expense		168,595
Accreted interest		280,608
Debt modification		(474,276)
Balance at December 31, 2019	\$	3,296,995

10. SHARE CAPITAL

At the annual general and special meeting of shareholders of the Company held on May 14, 2018, the shareholders passed a special resolution approving the subdivision of the Company's issued and outstanding common shares on the basis of five (5) new post-subdivision common shares for everyone (1) pre-subdivision common share (the "Stock Split"). The number of shares, warrants, options, and the related prices per share have been adjusted to reflect the Stock Split.

Authorized

The Company is authorized to issue an unlimited number of common Class "A" voting shares without par value. There were 396,448,905 common shares of the Company issued and outstanding as at December 31, 2019.

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10. SHARE CAPITAL (Continued)

Escrow shares

On June 30, 2017, the Company entered into an escrow agreement whereby certain shares, warrants, and stock options of the Company will be held in escrow.

Securities held in escrow as at December 31, 2019 were as follows:

- 44,543,400 Common shares
- 4,175,000 stock options
- 540,000 warrants
- \$2,550,000 principal amount convertible debentures

Securities held in escrow as at December 31, 2018 were as follows:

- 90,786,800 Common shares
- 6,100,000 stock options
- 1,080,000 warrants
- \$2,550,000 principal amount convertible debentures

The terms of the securities held in escrow are as follows:

- 1/4 of escrow securities to be released on the Company's listing date.
- 1/3 of escrow securities to be released 6 months after the listing date.
- 1/2 of escrow securities to be released 12 months after the listing date.
- Remaining escrow securities to be released 18 months after the listing date.

Issuance

Share issuance during the year ended December 31, 2019 consisted of:

- On February 11, 2019, the Company issued 6,100,000 units ("Unit(s)") for a total gross value of \$305,000 through a non-brokered private placement offering. Each Unit comprises of one common share and one common share purchase warrant entitling the holder to acquire one additional common share at a price of \$0.08 per warrant for a period of two years from the issuance date, subject to acceleration.
- In connection with the above private placement, the Company issued 160,000 units as finders fees, fair valued at \$8,000 (\$0.05 per unit). The Company also issued 224,000 broker warrants, exercisable into one common share at \$0.08 until February 11, 2021, fair valued at \$5,824 (Note 11) and incurred \$15,200 in cash as finders' fees for this private placement. Legal costs for the issuance of the shares for the private placement was \$10,491.

During the year ended December 31, 2018, the Company issued:

- 2,225,365 common shares for services fair valued at \$125,596 (expensed under consulting fees);
- 5,772,875 common shares for early partial debt conversion of \$363,840;
- 4,718,400 common shares were issued as finders; fees in relation to the June 2018 Private Placement, fair valued at \$235,920 (\$0.05 per common share);
- 128,999,750 common shares for gross proceeds of \$6,449,988 and 128,999,750 warrants to purchase the Company's common shares at an exercisable price of \$0.10 per share. As part of the June 2018 Private Placement, the Company issued 1,800,000 warrants for service at an exercisable price of \$0.10 per shares and 6,301,600, broker warrants for finders' fees at an exercisable price of \$0.10 per share fair valued at \$140,060. All warrants issued with the Private Placement expire on June 29, 2020. Cash share issuance cost of \$185,930 was incurred; and
- 2,950,000 warrants were exercised for issue of 2,950,000 common shares at an exercise price of \$0.10 per share for gross proceeds of \$295,000.

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11. STOCK OPTIONS

Stock Option Plan

Stock options to purchase common shares have been granted to directors, employees, contractors and consultants at exercise prices determined by reference to the market value on the date of the grant. The number of shares available for options to be granted under the Company's rolling stock option plan is 10% of the number of shares outstanding (the "Plan"). Options granted under the Plan vest immediately or over a period at the discretion of the Board of Directors.

Under the Plan, the number of shares reserved for issuance to any one optionee will not exceed 5% of the then issued and outstanding shares. The options are non-assignable and non-transferable and will be exercisable up to 10 years from the date of grant. The minimum exercise price of an option granted under the Plan must not be less than the discounted market price, as such term is defined in the policies of the Canadian Securities Exchange ("CSE") and other applicable regulatory authorities.

The changes in stock options outstanding are as follows:

	Number of Stock Options Outstanding	Weighted Average Exercise Price
Balance at December 31, 2017	36,667,855	\$ 0.10
Granted	14,401,889	\$ 0.10
Expired	(13,000,000)	\$ 0.08
Balance at December 31, 2018	38,069,744	\$ 0.11
Granted	700,000	\$ 0.06
Expired and forfeited	(23,486,904)	\$ 0.14
Balance at December 31, 2019	15,282,840	\$ 0.07

As at December 31, 2019, the Company had the following stock options outstanding and exercisable:

Date of Expiry	Number Outstanding	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price	Weighted Average Remaining Life in Years
April 15, 2020	500,000	\$ 0.07	375,000	\$ 0.07	0.29
August 10, 2020	7,749,500	\$ 0.05	7,749,500	\$ 0.05	0.61
August 31, 2020	1,250,000	\$ 0.05	1,250,000	\$ 0.05	0.67
October 20, 2020	2,000,000	\$ 0.13	2,000,000	\$ 0.13	0.81
June 30, 2021	2,250,000	\$ 0.10	2,250,000	\$ 0.10	1.50
September 7, 2021	1,333,340	\$ 0.06	1,333,340	\$ 0.06	1.69
November 4, 2021	200,000	\$ 0.03	200,000	\$ 0.03	1.85
Total	15,282,840	\$ 0.07	15,157,840	\$ 0.07	0.87

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11. STOCK OPTIONS (Continued)

Stock Option Plan (Continued)

As at December 31, 2018, the Company had the following stock options outstanding and exercisable:

Date of Expiry	Number Outstanding	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price	Weighted Average Remaining Life in Years
January 19, 2019	2,500,000	\$ 0.10	1,875,000	\$ 0.10	0.05
January 30, 2019	3,901,889	\$ 0.14	400,000	\$ 0.14	0.08
February 28, 2019	500,000	\$ 0.09	375,000	\$ 0.09	0.16
May 18, 2019	664,500	\$ 0.13	664,500	\$ 0.13	0.38
August 29, 2019	1,100,000	\$ 0.16	1,100,000	\$ 0.16	0.66
September 19, 2019	12,820,515	\$ 0.16	12,820,515	\$ 0.16	0.72
August 10, 2020	9,249,500	\$ 0.05	9,249,500	\$ 0.05	1.61
August 31, 2020	1,250,000	\$ 0.05	1,250,000	\$ 0.05	1.66
June 30, 2021	2,250,000	\$ 0.10	2,250,000	\$ 0.10	2.49
September 7, 2021	1,333,340	\$ 0.06	1,333,340	\$ 0.06	2.69
March 12, 2022	500,000	\$ 0.09	500,000	\$ 0.09	3.20
October 20, 2022	2,000,000	\$ 0.12	2,000,000	\$ 0.12	1.81
Total	38,069,744	\$ 0.11	33,817,855	\$ 0.11	1.22

When the Company issues stock options, it records a share-based compensation in the year or period in which the options are granted and/or vested. The expense is estimated using the following assumptions:

- The stock price volatility is based on the Company's historical prices
- The risk-free interest rate is based on yield curves on Canadian government zero-coupon bonds with a remaining term equal to the expected life of the stock options.
- The Company used historical data to estimate option exercise, forfeiture and employee termination within the valuation model.
- The Company has not paid and does not anticipate paying dividends on its common shares. Companies are required to utilize an estimated forfeiture rate when calculating the expense for the reporting period.
- Based on the best estimate, management applied the estimated forfeiture rate of 0% in determining the share-based compensation recorded in the accompanying consolidated statements of operations and comprehensive loss.

The Company used the Black-Scholes option pricing model to determine the fair value of 700,000 (2018 - 14,401,889) options granted during the year ended December 31, 2019 with a weighted average fair value of \$0.03 (2018 - 0.06)

The following weighted average assumptions were used with vesting from date of grant for two years:

	2019	2018
Risk-free interest rate	1.69%	1.95%
Expected dividend yield	0.00%	0.00%
Expected stock price volatility	132.6%	113%
Expected option life in years	1.33	1.76
Forfeiture rate	0.00%	0.00%

Option pricing models require the input of highly subjective assumptions, including the expected price volatility. Changes in these input assumptions can materially affect the fair value estimate. For the year ended December 31, 2019, the Company recorded \$14,381 (2018 - \$621,022) in relation to the vesting of the stock options.

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12. WARRANTS

The changes in warrants outstanding are as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance at December 31, 2017	42,639,615	\$ 0.15
Issued - private placement	128,999,750	\$ 0.10
Issued - issued for services	1,800,000	\$ 0.10
Issued - broker option warrants	6,301,600	\$ 0.10
Private placement warrants exercised	(2,950,000)	\$ 0.10
Broker option warrants expired	(283,615)	\$ 0.06
Balance at December 31, 2018	176,507,350	\$ 0.11
Issued - private placement	6,100,000	\$ 0.08
Issued - broker option warrants	384,000	\$ 0.08
Issued - debt arrangement	5,000,000	\$ 0.06
Expired - private placement	(21,356,000)	\$ 0.20
Balance December 31, 2019	166,635,350	\$ 0.10

As at December 31, 2019, the Company had the following warrants outstanding and exercisable:

Date of Expiry	Number Outstanding	Exercisable	Weighted Average Exercise Price	Weighted Average Remaining Life in Years
May 28, 2020	5,000,000	5,000,000	\$ 0.06	0.41
June 29, 2020	134,151,350	134,151,350	\$ 0.10	0.50
February 11, 2021	6,484,000	6,484,000	\$ 0.08	1.12
July 12, 2022	21,000,000	7,000,000	\$ 0.10	2.53
Total	166,635,350	152,635,350	\$ 0.10	0.77

For the February 2019 Private Placement, a total of 384,000 broker warrants were issued as finders' fees. 160,000 of these warrants were part of the units issued and 224,000 were broker warrants. For the 224,000 broker warrants, with an exercise price of \$0.08 for a term of two years, the Company recorded an estimated issuance cost of \$5,824. The estimate was based on Black-Scholes option pricing model with an expected life of 2 years, volatility of 120.45%, risk-free rate of 1.79%, and a dividend yield of 0%.

As at December 31, 2018, the Company had the following warrants outstanding and exercisable:

Date of Expiry	Number Outstanding	Exercisable	Weighted Average Exercise Price	Weighted Average Remaining Life in Years
June 30, 2019*	21,356,000	21,356,000	\$ 0.20	0.50
June 29, 2020	134,151,350	134,151,350	\$ 0.10	1.50
July 12, 2022	21,000,000	7,000,000	\$ 0.10	3.53
Total	176,507,350	162,507,350	\$ 0.11	1.62

For the June 2018 Private Placement, a total of 6,301,600 broker warrants were issued as finders' fees. 3,118,400 of these warrants were part of the units issued and 3,183,200 were broker warrants. The Company recorded an estimated issuance cost of \$140,060 for the 3,183,200 broker warrants were issued as finders' fees on June 30, 2018, with an exercise price

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12. WARRANTS (Continued)

of \$0.10. The estimate was based on Black-Scholes option pricing model with an expected life of 2 years, volatility of 118.38%, risk-free rate of 1.90%, and a dividend yield of 0%.

On July 12, 2017, 21,000,000 performance warrants were issued at an exercise price of \$0.10 per warrant with the expiry date of July 12, 2022 to certain consultants, officer and other persons. The performance warrants will vest as follows:

- One third on the issue date;
- One third on the date of filing of a patent application in Canada, Australia or the United States by the Company for any of its technologies, including synthetic scorpion venom, gene therapy for obesity and diabetes or sol-gel delivery platform; and
- One third on the date of the filing of an additional patent application in Canada, Australia or the United States by the Company for any of its technologies, including synthetic scorpion venom, gene therapy for obesity and diabetes or sol-gel delivery platform.

The Company recorded \$419,062 (2018 - \$484,156) in share-based compensation relating to warrants vested during the year ended December 31, 2019

13. RELATED PARTIES

Key Management Compensation

The Company's key management consist of the following executive officers and directors:

Name	Position	Nature of transaction
Stephen Van Deventer	CEO and Chairman	Management Services
Makarand Jawadekar	President, Director, Chief Scientific Officer	Management Services
Shabira Rajan	CFO and Controller	Management Services
Harendra Parekh	Chief Research Officer	Management Services
Kimberly Van Deventer (resigned April 9, 2018)	Former Director	Management Services
Maher Khaled (resigned October 20, 2018)	CEO, PreveCeutical (Australia)	Management Services
Keith Anderson	Director	Directors fees
Mark Lotz	Director	Directors fees

The remuneration of key management is set out below in aggregate for each of the categories specified in IAS 24 *Related Party Disclosures*.

For the years ended December 31,	2019	2018
Salaries and wages	\$ 177,196	\$ 368,785
Management consulting	79,531	411,364
Directors fees	30,000	-
	\$ 286,727	\$ 780,149

Management consulting for the year ended December 31, 2019, paid to the Chief Science Officer, was recorded as research and development consulting, and Directors fees is included in Salaries and wages in Consolidated Statements of Operations and Comprehensive Loss.

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13. RELATED PARTIES (Continued)

Related Party Transactions

Other related transactions for the year ended December 31, 2019 and 2018 included wages, benefits, royalty, interest and reimbursement for shared rent and general cost from a related company.

Except as disclosed elsewhere in the consolidated financial statements, related party transactions for the years ended December 31, 2019 and 2018 are as follows.

For the years ended December 31,	2019	2018
Wages and benefits and consulting fees to employees and consultants related to certain officer and past officer	\$ 127,792	\$ 145,337
Interest payable accrued on loan payable to company controlled by key management personnel	-	1,503
Royalty payable to company controlled by key management personnel	139	361
Accrued loan interest payable to certain officers and past officer	495,259	258,493
Shared rent and general cost received from a related company (Asterion)	(91,659)	-
Stock options and warrants issued to certain officers and directors	2,980	196,015
	\$ 534,511	\$ 601,709

Shared rent and general cost agreement

On November 1, 2018, the Company entered into a shared rent and general cost agreement with Asterion Cannabis Inc. ("Asterion"), whereby Asterion would reimburse costs related to sharing of the office space which is leased by the Company. Asterion is considered a related party as a director and executive officer of the Company is a control person of Asterion.

Related Party Payable

As at December 31, 2019, \$150,077 (2018 - \$51,934) was payable to related parties for services incurred and reimbursement of expenses, as recorded in accounts payable and accrued liabilities. All balances are unsecured, non-interest bearing, have no fixed repayment terms and are due on demand. These amounts do not include the advances made by certain officers (refer to Note 7).

On July 8, 2019, the Company entered into an option agreement with Asterion. See Note 20 for details.

14. SUPPLEMENTAL CASH FLOW INFORMATION

	2019	2018
Interest expense	\$ 232,900	\$ 209,237
Interest paid	\$ -	\$ 8,932
Previously granted options included in prepaid and deposits	\$ 116,795	\$ 677,409
Shares issued for services	\$ -	\$ 125,595
Shares issued for Finder's fees	\$ 8,000	\$ 235,920
Broker warrants for private placements	\$ 5,824	\$ 140,060

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15. MANAGEMENT OF CAPITAL

The Company manages its shareholders' deficiency as capital. The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to pursue the development of its assets and to maintain a flexible capital structure which optimizes the cost of capital at an acceptable risk.

The Company manages the capital structure and adjusts it considering changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt or acquire or dispose of assets.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

In order to maximize ongoing efforts, the Company does not pay out dividends. The Company's investment policy is to keep its cash treasury invested in demand certificates of deposit with major financial institutions.

As at December 31, 2019, the shareholders' deficiency was \$4,486,780 (2018 - \$2,285,171). The Company did not change its approach to capital management during the year ended December 31, 2019. The Company is not subject to externally imposed capital requirements.

16. INCOME TAXES

The income tax provision recorded differs from the income tax obtained by applying the statutory income tax rate of 27.00% (2018 – 27.00%) to the income for the year and is reconciled as follows:

	2019	2018
Loss before income taxes	\$ 3,578,900	\$ 11,884,130
Canadian statutory income tax rate	27%	27%
Expected income tax recovery	(966,303)	(3,208,715)
Items not deductible for income tax purposes	170,106	1,539,181
Differences on tax rates between Canada and Australia	(5,362)	(25,923)
Foreign exchange impact on timing differences	6,061	(3,627)
Effect of change in future tax rates	57,787	-
Reversal of temporary differences	38,540	-
Under/ over provided in prior years	(358,219)	571,072
Unused tax losses and tax offsets not recognized	1,065,265	1,087,664
Income tax recovery	\$ (7,875)	\$ (40,348)

The Company recognizes tax benefits on losses or other deductible amounts where it is probable future taxable income for the recognition of deferred tax assets has been met. The Company carries convertible debt with an equity portion for accounting purposes which gives rise to temporary differences that result in deferred tax liabilities for which deferred tax assets can be recognized, consisting of the following:

	2019	2018
Deferred tax liability on equity component of debt	\$ (29,165)	\$ (38,121)
Deferred tax asset recognized to offset liability	29,165	38,121
	\$ -	\$ -

Additionally, the Company's unrecognized deductible temporary differences and unused tax losses for which no deferred tax asset is recognized consist of the following amounts:

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16. INCOME TAXES (Continued)

	2019	2018
Non-capital losses carried forward	\$ 15,386,405	\$ 12,894,176
Excess of undepreciated capital cost over carrying value of fixed assets	54,481	29,199
Share issuance costs	205,511	378,089
Lease liability	359,593	-
	\$ 16,005,990	\$ 13,301,464

Year	Amount
2035	\$ 112,000
2036	1,394,000
2037	3,799,000
2038	7,280,000
2039	1,635,000
Indefinitely	1,166,000
	\$ 15,386,000

17. FINANCIAL INSTRUMENTS

The Company's financial instruments classified as level 1 in the fair value hierarchy are cash, accounts receivable, accounts payable and accrued liabilities, and short-term debt, as their carrying values approximate the fair values due to their short-term nature. The convertible debt, prepaids and deposits, and lease liability is classified as level 3.

The Company's financial instruments are exposed to certain risks, including credit risk, interest rate risk, liquidity risk and other market risk.

Credit Risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's cash is held through large Canadian and Australian financial institutions. The Company considers its credit risk on cash to be not significant and accounts receivable to be minimal.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company's short-term debt and convertible debts (Notes 7, 8 and 9) currently provides for interest at 5% per annum.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements.

At December 31, 2019, the Company had working capital deficiency of \$1,546,563 compared to working capital at December 31, 2018, of \$194,510. This included cash of \$28,480 (2018 - \$64,329) available to meet short-term business requirements and current liabilities of \$1,834,810 (2018 - \$1,143,359). The Company will require additional financing in the future to meet its obligations. The Company's accounts payable and accrued liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

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17. FINANCIAL INSTRUMENTS (Continued)

The amounts listed below are the undiscounted contractual maturities for financial liabilities held by the Company as at December 31, 2019:

	1 year	2 to 3 years	Total
Short-term debt – (Note 7)	\$ 325,100	\$ -	\$ 325,100
Convertible debt – short-term (Note 8)	757,476	-	757,476
Convertible debt – long-term (Note 9)	-	2,215,756	2,215,756
Convertible debt – long-term (Note 9)	-	1,084,583	1,084,583
Convertible debt – long-term (Note 9)	-	548,288	548,288
	\$ 1,082,576	\$ 3,848,627	\$ 4,931,203

The amounts listed below are the undiscounted contractual maturities for financial liabilities held by the Company as at December 31, 2018:

	1 year	2 to 3 years	Total
Convertible debt – short-term (Note 8)	\$ 922,192	\$ -	\$ 922,192
Convertible debt – long-term (Note 9)	-	1,964,895	1,964,895
Convertible debt – long-term (Note 9)	-	1,009,657	1,009,657
Convertible debt – long-term (Note 9)	-	550,068	550,068
	\$ 922,192	\$ 3,524,620	\$ 4,446,812

Other Market Risk

Other market risks that the Company is exposed to include currency risk. Currency risk is the risk of loss due to the fluctuation of foreign exchange rates and the effects of these fluctuations on foreign currency denominated monetary assets and liabilities.

The Company is exposed to currency risk with its foreign subsidiary which is funded from time to time in the subsidiary's currency. The Company is also exposed to currency risk with its other foreign business transactions.

The Company does not invest in derivatives to mitigate these risks.

As at December 31, 2019 and 2018, the Company's net exposure to foreign currency risk on its financial instruments is as follows:

	2019		2018	
	US Dollars	Australian Dollars	US Dollars	Australian Dollars
Cash	\$ 6	\$ 32,148	\$ 4,981	\$ 9,850
Accounts receivable	-	46,946	-	-
Accounts payable and accrued liabilities	(48,026)	(38,607)	(26,792)	(165,377)
	\$ (48,020)	\$ (40,487)	\$ (21,811)	\$ (155,527)

Based on the above, assuming all other variables remain constant, a 10% (2018 - 10%) weakening or strengthening of the Canadian dollar against the US dollar and Australian would result in an increase/decrease of approximately \$6,194 (December 31, 2018 - \$1,627) in net income (loss).

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18. SEGMENTED INFORMATION

The Company has one reportable segment being the development of innovative options for preventive and curative therapies utilizing organic and nature identical products..

Selected segmented financial information is as follows:

Years ended December 31,	2019		2018	
Product Sales				
Canada	\$	1,381	\$	5,680
United States		1,650		1,729
Other		-		8,043
Total	\$	3,031	\$	15,452

As at December 31, 2019 and 2018, the Company's long-term assets were in Canada and Australia as follows:

	2019			2018		
	Canada	Australia	Total	Canada	Australia	Total
Computer equipment	\$ 14,341	\$ 1,196	\$ 15,537	\$ 23,998	\$ 2,800	\$ 26,798
Computer software	292	-	292	485	-	485
Office equipment	20,693	-	20,693	25,867	-	25,867
Leasehold improvements	62,207	-	62,207	70,502	-	70,502
Right-of-use asset	355,613	-	355,613	-	-	-
Total	\$ 453,146	\$ 1,196	\$ 454,342	\$ 120,852	\$ 2,800	\$ 123,652

19. RIGHT-OF-USE ASSET AND LEASE LIABILITY

The Company has a lease agreement for the headquarter office space in Vancouver, British Columbia. Upon transition to IFRS 16, the Company recognized \$502,177 for a ROU asset and \$502,177 for a lease liability as at January 1, 2019

The continuity of the ROU asset and lease liability for the year ended December 31, 2019 is as follows:

Right-of-use asset	
Value of right-of-use asset as at January 1, 2019	\$ 502,177
Amortization	(146,564)
Value of right-of-use asset as at December 31, 2019	\$ 355,613
Lease liability	
Lease liability recognized as of January 1, 2019	\$ 502,177
Lease payments	(163,439)
Lease interest	20,854
Lease liability recognized as of September 30, 2019	\$ 359,592
Current portion	\$ 146,979
Long-term portion	212,613
	\$ 399,592

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20. OPTION PAYMENTS

On July 8, 2019, the Company and Asterion entered into an option to purchase agreement (the "Option Agreement"), whereby the Company has granted to Asterion the right and option (the "Option") to purchase up to 51% of the Company's right, title and interest in and to certain intellectual property rights relating to the Company's sol-gel nasal delivery system for the nose-to-brain delivery of therapeutic formulations, including cannabis and cannabinoids.

Per the Option Agreement, Asterion will make a series of payments totaling \$2,652,000. The Option will be acquired by Asterion upon making all the payments.

Prior to the earlier of ten days after the date of the exercise of the option in full by Asterion and December 22, 2019, the Company has the right to buy-back all of the earned interest earned by Asterion to the date of the buy back for an amount equal to 150% of the aggregate amount of all cash payments made by Asterion. The Company has to provide a written notice to Asterion of the buy-back intention.

As at December 31, 2019, the Company received \$653,145 under the Option Agreement. This amount has been recorded as option payment under other income.

Asterion is considered to be a related party as a director and executive officer of the Company is a control person of Asterion.

21. COMMITMENTS

The Company entered into a lease agreement for office premises commencing May 1, 2017 with an initial five-year term and a five-year equipment lease commencing July 1, 2017. For the year ended December 31, 2019, the Company incurred \$168,064 (2018 - \$149,014) in rent expense. This was offset by \$84,032 for rent reimbursed by Asterion.

Payments committed for the next three years are as follows:

Year	Amount
2020	\$ 168,704
2021	168,704
2022	56,988
	<u>\$ 394,396</u>

22. CONTINGENCIES

On July 11, 2019, the Company was named as a defendant in a lawsuit commenced in the Supreme Court of British Columbia (Tietz and Loewen v. Bridgemark Financial Corp. et al.) (the "Class Action Claim"). The Class Action Claim was brought under the British Columbia Class Proceedings Act and alleges certain misrepresentations in connection with various private placements conducted by the Company. The plaintiffs are seeking damages for claims arising from alleged misrepresentations regarding the Company's disclosure of its June 2018 private placement. The Company intends to vigorously defend the Class Action Claim and has already taken legal action against certain defendants named in the Class Action Claim. The timeline and potential outcome of the Class Action Claim remain uncertain and management considers any claim against the Company to be without merit and accordingly no amounts have been accrued.

23. EVENTS AFTER THE REPORTING DATE

Following significant events occurred after December 31, 2019:

- i) Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as “COVID-19”, has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and physical distancing, have caused material disruption to business globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods
- ii) The Company applied for the loan in the amount of \$40,000 under the Canada Emergency Business Account (“CEBA”) Loan which was received on April 15, 2020. These funds will be utilized for the Company’s operations.
- iii) A total of 1,500,000 stock options were forfeited or expired.