

**ARCH BIOPARTNERS INC.**  
**Condensed Interim Consolidated**  
**Financial Statements**  
**Six Months Ended March 31, 2019 and 2018**  
*(Unaudited - See Notice Of No Auditor Review)*

**ARCH BIOPARTNERS INC.**  
**Index to Condensed Interim Consolidated Financial Statements**  
**Six Months Ended March 31, 2019 and 2018**  
*(Unaudited - See Notice Of No Auditor Review)*

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## **NOTICE OF NO AUDITOR REVIEW**

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To the Shareholders of Arch Biopartners Inc.

The accompanying unaudited condensed interim consolidated financial statements have been prepared by and are the responsibility of the management of the company.

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the unaudited condensed interim consolidated financial statements for the period ended March 31, 2019.

"Richard Muruve" CEO and Director  
May 30, 2019

**ARCH BIOPARTNERS INC.**  
**Condensed Interim Consolidated Statement of Financial Position**  
**March 31, 2019 and September 30, 2018**  
*(Unaudited - See Notice To Reader)*

	<i>March 31,</i> <b>2019</b>	<i>September 30,</i> <b>2018</b>
<b>ASSETS</b>		
<b>CURRENT</b>		
Cash	\$ 72,817	\$ 544,324
Prepaid expenses	15,039	18,956
Goods and services taxes receivable	<u>68,652</u>	<u>109,412</u>
	<b>\$ 156,508</b>	<b>\$ 672,692</b>
<b>LIABILITIES</b>		
<b>CURRENT</b>		
Accounts payable and accrued liabilities	\$ 486,818	\$ 278,118
DEFERRED CONVERTIBLE NOTE <i>(Note 7)</i>	1,600,000	1,100,000
DUE TO SHAREHOLDERS <i>(Note 8)</i>	<u>340,100</u>	<u>340,354</u>
	<b>2,426,918</b>	<b>1,718,472</b>
<b>SHAREHOLDERS' EQUITY</b>		
Share capital <i>(Note 9)</i>	11,877,470	11,806,273
Contributed surplus <i>(Note 9)</i>	2,791,894	2,755,699
Deficit	<u>(16,939,774)</u>	<u>(15,607,752)</u>
	<b>(2,270,410)</b>	<b>(1,045,780)</b>
	<b>\$ 156,508</b>	<b>\$ 672,692</b>

**ON BEHALF OF THE BOARD**

                  "Richard Muruve"                   *Director*

                  "Andrew Bishop"                   *Director*

See notes to financial statements

**ARCH BIOPARTNERS INC.**  
**Condensed Interim Consolidated Statement of Comprehensive Loss and Deficit**  
**Six Months Ended March 31, 2019 and 2018**  
*(Unaudited - See Notice To Reader)*

	<b>3 months ended</b> <i>March 31,</i> <b>2019</b>	3 months ended <i>March 31,</i> 2018	<b>6 months ended</b> <i>March 31,</i> <b>2019</b>	6 months ended <i>March 31,</i> 2018
<b>EXPENSES</b>				
Communication	\$ 2,533	\$ -	\$ 3,841	\$ 1,454
Insurance	2,081	244	4,275	1,665
Interest and bank charges <i>(Note 8)</i>	25,947	15,649	45,737	25,872
Marketing	16,853	4,283	18,323	15,140
Office	6,254	5,600	11,715	8,330
Patent <i>(Note 6)</i>	16,231	72,088	47,066	96,141
Professional fees	56,801	20,762	101,725	38,680
Research	252,187	414,798	944,631	650,454
Share based payments <i>(Note 9)</i>	36,195	-	36,195	-
Transfer agent fee	61,468	51,414	64,078	58,279
Travel	5,402	3,690	11,626	8,126
Wages and employee benefits	26,712	26,775	53,479	52,006
	<b>508,664</b>	615,303	<b>1,342,691</b>	956,147
<b>LOSS FROM OPERATIONS</b>	<b>(508,664)</b>	(615,303)	<b>(1,342,691)</b>	(956,147)
<b>FOREIGN EXCHANGE GAIN (LOSS)</b>	<b>(5,085)</b>	31,207	<b>10,669</b>	30,283
<b>NET COMPREHENSIVE LOSS</b>	<b>\$ (513,749)</b>	\$ (584,096)	<b>\$ (1,332,022)</b>	\$ (925,864)
<b>BASIC AND DILUTED EARNINGS PER SHARE</b>	<b>\$ (0.009)</b>	\$ (0.011)	<b>\$ (0.022)</b>	\$ (0.170)
<b>WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING</b>	<b>58,556,858</b>	56,424,679	<b>58,529,963</b>	55,855,998

See notes to financial statements

**ARCH BIOPARTNERS INC.**  
**Condensed Consolidated Interim Statement of Changes in Equity**  
**Six Months Ended March 31, 2019 and 2018**  
*(Unaudited - See Notice To Reader)*

	Share Capital	Contributed Surplus	Deficit	Total
<b>BALANCE AT OCTOBER 1, 2017</b>	<b>\$ 10,223,131</b>	<b>\$ 1,622,992</b>	<b>\$ (12,409,533)</b>	<b>\$ (563,410)</b>
Loss for the period	-	-	(925,864)	(925,864)
Shares issued <i>(Note 9)</i>	1,235,392	-	-	396,750
<b>BALANCE AT MARCH 31, 2018</b>	<b>\$ 11,458,523</b>	<b>\$ 1,622,992</b>	<b>\$ (13,335,397)</b>	<b>\$ (253,882)</b>
<b>BALANCE AT OCTOBER 1, 2018</b>	<b>\$ 11,806,273</b>	<b>\$ 2,755,699</b>	<b>\$ (15,607,752)</b>	<b>\$ (1,045,780)</b>
Loss for the period	-	-	(1,332,022)	(1,332,022)
Stock options issued <i>(Note 9)</i>	-	36,195	-	36,195
Shares issued <i>(Note 9)</i>	71,197	-	-	71,197
<b>BALANCE AT MARCH 31, 2019</b>	<b>\$ 11,877,470</b>	<b>\$ 2,791,894</b>	<b>\$ (16,939,774)</b>	<b>\$ (2,270,410)</b>

**ARCH BIOPARTNERS INC.**  
**Condensed Interim Consolidated Statement of Cash Flows**  
**Six Months Ended March 31, 2019 and 2018**  
*(Unaudited - See Notice To Reader)*

	<b>3 months ended</b> <i>March 31,</i> <b>2019</b>	3 months ended <i>March 31,</i> 2018	<b>6 months ended</b> <i>March 31,</i> <b>2019</b>	6 months ended <i>March 31,</i> 2018
<b>OPERATING ACTIVITIES</b>				
Cash paid to suppliers and employees	\$ (681,990)	\$ (670,357)	\$ (996,713)	\$ (1,032,159)
Interest paid	<b>(20,806)</b>	(5,524)	<b>(35,491)</b>	(796)
Cash flow used by operating activities	<b>(702,796)</b>	(675,881)	<b>(1,032,204)</b>	(1,032,955)
<b>FINANCING ACTIVITIES</b>				
Advances from shareholder	<b>(10,500)</b>	(9,600)	<b>(10,500)</b>	(24,388)
Proceeds from convertible note <i>(Note 7)</i>	<b>500,000</b>	600,000	<b>500,000</b>	1,100,000
Issuance of share capital	<b>39,000</b>	1,235,392	<b>71,197</b>	1,235,392
Cash flow from financing activities	<b>528,500</b>	1,825,792	<b>560,697</b>	2,311,004
<b>INCREASE (DECREASE) IN CASH</b>	<b>(174,296)</b>	1,149,911	<b>(471,507)</b>	1,278,049
CASH - BEGINNING OF PERIOD	<b>247,113</b>	170,718	<b>544,324</b>	42,580
<b>CASH - END OF PERIOD</b>	<b>\$ 72,817</b>	\$ 1,320,629	<b>\$ 72,817</b>	\$ 1,320,629

See notes to financial statements

**ARCH BIOPARTNERS INC.**  
**Notes to Condensed Interim Consolidated Financial Statements**  
**Six Months Ended March 31, 2019**  
*(Unaudited - See Notice To Reader)*

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1. DESCRIPTION OF OPERATIONS

Arch Biopartners Inc. (the “Company”) is a portfolio based biotechnology company focused on the development of innovative technologies that have the potential to make a significant medical or commercial impact. The Company works closely with the scientific community, universities and research institutions to advance and build the value of select preclinical technologies, develop the most promising intellectual property, and create value for its investors.

At present, the Company has five technologies in its portfolio under development (each within its own subsidiary):

- MetaBlok™ (also referred to as "LSALT peptide") - a new drug candidate targeting sepsis, cancer metastasis and inflammation based diseases;
- AB569 – a new drug candidate for treating antibiotic resistant bacterial infections, primarily in the lungs, and urinary tract.
- Arch Inflammation - Novel treatments for chronic kidney and bowel diseases caused by non-infectious inflammation.
- Borg: Peptide-solid surface interface - binding of proprietary peptides to solid metal and plastic surfaces to inhibit biofilm formation and reduce corrosion; and
- MetaMx™ - proprietary synthetic molecules that target brain tumor initiating cells and invasive glioma cells.

The Company owns, or has exclusive licensing rights on the intellectual property ("IP") emanating from the programs listed above.

The corporate headquarters are located in Toronto, Ontario.

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**ARCH BIOPARTNERS INC.**  
**Notes to Condensed Interim Consolidated Financial Statements**  
**Six Months Ended March 31, 2019**  
*(Unaudited - See Notice To Reader)*

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2. BASIS OF PREPARATION

Statement of Compliance

The financial statements of the Company for the year ended September 30, 2018 were prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). These condensed interim consolidated financial statements for the six month period ended March 31, 2019 have been prepared in accordance with IAS 34 Interim Financial Reporting.

The condensed interim consolidated financial statements were authorized for issue by the Board of Directors on May 30, 2019.

Basis of Measurement

The condensed interim consolidated financial statements have been prepared on a historical cost basis.

The condensed interim consolidated financial statements are presented in Canadian dollars, which is also the Company’s functional currency.

The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Company’s accounting policies. The areas involving a higher degree of judgment of complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 4.

Going Concern of Operations

The Company is in the process of performing further research and development, and has not yet determined whether costs incurred are economically recoverable. The Company's continuing operations are dependent upon any one of:

1. the existence of economically recoverable medical or industrial solutions;
2. the ability of the Company to obtain the necessary financing to complete the research; or
3. future profitable production from, or proceeds from the disposition of intellectual property.

Although there are no assurances that management's plan will be realized, management believes the Company will be able to secure the necessary financing to continue operations into the future. The financial statements do not include any adjustments to the recoverability and classification of recorded assets, or the amounts of, and classification of liabilities that would be necessary if the going concern assumption were not appropriate. Such adjustments could be material.

Management believes the additional financing as described in Note 7 will provide adequate cash flow to maintain operations for the next twelve months.

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**ARCH BIOPARTNERS INC.**  
**Notes to Condensed Interim Consolidated Financial Statements**  
**Six Months Ended March 31, 2019**  
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2. BASIS OF PREPARATION *(continued)*

Basis of Consolidation

These condensed interim consolidated financial statements include the assets and liabilities and results of operations of the Company and its wholly-owned subsidiaries, Arch Biotech Inc., Arch Biophysics Inc., Arch Cancer Therapeutics Inc., Arch Bio Ohio Inc., Arch Bio Ireland Ltd and Arch Clinical Pty Ltd.

Arch Bio Ohio Inc., Arch Bio Ireland Ltd. and Arch Clinical Pty Ltd. are considered to be integrated foreign subsidiaries and are consolidated using the temporal method as described in Note 3.

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards. Because a precise determination of many assets and liabilities is dependent upon future events, the preparation of financial statements for a period necessarily involves the use of estimates which have been made using careful judgment. The financial statements have, in management's opinion, been properly prepared within the reasonable limits of materiality and within the framework of the significant accounting policies summarized below:

Foreign Currency Transactions

Foreign currency accounts are translated into Canadian dollars as follows:

At the transaction date, each asset, liability, revenue and expense denominated in a foreign currency is translated into Canadian dollars by the use of the exchange rate in effect at that date. At the period-end date, unsettled monetary assets and liabilities are translated into Canadian dollars by using the exchange rate in effect at the period-end date and the related translation differences are recognized in net income.

Non-monetary assets and liabilities that are measured at historical cost are translated into Canadian dollars by using the exchange rate in effect at the date of the initial transaction and are not subsequently restated.

Temporal Method of Consolidating Foreign Subsidiaries:

Monetary assets and liabilities are translated at year end using the year end exchange rate. Non-monetary assets are translated at the rate of exchange prevailing at the date of transaction. Revenues and expenses are translated at the average rates of exchange during the year, except for amortization, which is translated at the same rate as the related asset.

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**ARCH BIOPARTNERS INC.**  
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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Loss per share

The Company uses the treasury stock method to calculate earnings (loss) per share. Basic earnings (loss) per common share is computed by dividing net income (loss) available to common shareholders by the weighted average number of common shares outstanding for the period. To calculate diluted earnings per share, all options and warrants whose average exercise price is less than or equal to the average share price for the year are assumed to be exercised. Also under this method, certain shares are considered contingently issuable, such as escrowed shares subject to release based on performance criteria, are excluded from the calculation of weighted average common shares. For the quarter ended March 31, 2019, potentially dilutive common shares (relating to options and warrants outstanding at year end) totaling 5,710,000 (September 30, 2018 - 5,860,000) were not included in the computation of loss per share because their effect was anti-dilutive. Therefore, diluted loss per share is the same as basic loss per share.

Revenue recognition

Revenue and cost recoveries on the sales, assignment and transfer of rights of patents are recorded in the period in which the agreement relates.

Interest income is recognized as earned.

Patent fees

The company has expensed all costs incurred with the review of patentability of intellectual property. Patent fees paid for approved patent applications are expensed, since recoverability is uncertain. Future patent costs may be capitalized if future recoverability is readily estimable.

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**ARCH BIOPARTNERS INC.**  
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*(Unaudited - See Notice To Reader)*

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Financial instruments

*Financial Assets*

Financial assets are classified as into one of the following categories based on the purpose for which the asset was acquired. All transactions related to financial instruments are recorded on a trade date basis. The Company's accounting policy for each category is as follows:

*Loans and Receivables*

These assets are non-derivative financial assets resulting from the delivery of cash or other assets by a lender to a borrower in return for a promise to repay on a specified date or dates, or on demand. They are initially recognized at fair value plus transaction costs that are directly attributable to their acquisition or issue and subsequently carried at amortized cost, using the effective interest rate method, less any impairment losses. Amortized cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognized in the profit or loss when the loans and receivables are derecognized or impaired, as well as through the amortization process.

*Fair value through profit or loss assets*

A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Fair value through profit or loss assets are measured at fair value with changes in those fair values recognized in the statement of comprehensive loss. Transaction costs are expensed when incurred.

*Impairment on Financial Assets*

The Company assesses at each reporting date whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired, if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets.

*Financial Liabilities*

Financial liabilities are classified as other financial liabilities, based on the purpose for which the liability was incurred, and comprise accounts payables and accrued liabilities, and deferred convertible debt. These liabilities are initially recognized at fair value net of any transaction costs directly attributable to the issuance of the instrument and subsequently carried at amortized cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carrying in the statement of financial position. Interest expense in this context includes initial transaction costs and premiums payable on redemption, as well as any interest or coupon payable while the liability is outstanding.

Accounts payables and accrued liabilities represent liabilities for goods and services provided to the Company prior to the end of the period which are unpaid. Accounts payables and accrued liabilities amounts are unsecured and are usually paid within one month of recognition.

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**ARCH BIOPARTNERS INC.**  
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*(Unaudited - See Notice To Reader)*

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Share-based payments

Where equity-settled share options are awarded to employees, the fair value of the options at the date of grant is charged to the statement of comprehensive loss/income over the vesting period. Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted.

Where the terms and conditions of options are modified before they vest, any increase in the fair value of the options, measured immediately before and after the modification, is also charged to the statement of comprehensive loss/income over the remaining vesting period.

Where equity instruments are granted to employees, they are recorded at the fair value of the equity instrument granted at the grant date. The grant date fair value is recognized in comprehensive loss/income over the vesting period, described as the period during which all the vesting conditions are to be satisfied.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in the statement of comprehensive loss/income, unless they are related to the issuance of shares, in which case they are recorded as a reduction of share capital.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

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

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

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**ARCH BIOPARTNERS INC.**  
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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the period of the change, if the change affects that period only; or in the period of the change and future periods, if the change affects both.

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the condensed interim consolidated financial statements within the next financial year are discussed below:

Income Taxes

Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company's current understanding of the tax law. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability including the related interest and penalties in the current tax provision. Management believes they have adequately provided for the probable outcome of these matters; however, the final outcome may result in a materially different outcome than the amount included in the tax liabilities.

In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent there are sufficient taxable temporary differences (deferred tax liabilities) relating to the same taxation authority and the same taxable entity against which the unused tax losses can be utilized. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped.

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**ARCH BIOPARTNERS INC.**  
**Notes to Condensed Interim Consolidated Financial Statements**  
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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(continued)*

Share -based Payment Transactions

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 9.

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**ARCH BIOPARTNERS INC.**  
**Notes to Condensed Interim Consolidated Financial Statements**  
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5. FINANCIAL INSTRUMENTS

The company is exposed through its operations to the following financial risks:

- Market Risk
- Credit Risk
- Liquidity Risk

In common with all other businesses, the company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous years unless otherwise stated in the note.

**General Objectives, Policies and Processes:**

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's finance function. The Board of Directors receives monthly reports through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of interest rate risk.

*Interest Rate Risk:*

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company does not have any borrowings. Interest rate risk is limited to potential decreases on the interest rate offered on cash and cash equivalents held with chartered Canadian financial institutions. Had the interest rate been +/- 1% higher/lower during the six-month period ended March 31, 2019 the Company's operations for the period would have changed by \$4,320.

*Currency Risk:*

Currency risk is the risk to the company's earning that arise from fluctuations of foreign exchange rates and the degree of volatility of those rates. The Company is exposed to foreign currency exchange risk on cash and accounts payable and accrued liabilities. Had the currency rate been +/- 5% higher/lower at March 31, 2019, the resulting change to the net loss would have been \$3,718.

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**ARCH BIOPARTNERS INC.**  
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5. FINANCIAL INSTRUMENTS *(continued)*

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its cash. The Company limits exposure to credit risk by maintaining its cash with large financial institutions. The Company's credit risk is also attributable to its receivables. The amounts disclosed in the balance sheet are net of allowances for bad debts, estimated by the Company's management based on prior experience and their assessment of the current economic environment. The Company believes the credit risk of its receivables is limited due to the fact that the amounts owing, for which no allowance for bad debts was recorded, consists of goods and services taxes receivable from the Government of Canada.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages liquidity risk by maintaining adequate cash and restricted cash balances. The Company continuously monitors both actual and forecasted cash flows and matches the maturity profile of financial assets and liabilities.

As at March 31, 2019, the Company has a cash balance of \$72,817 (March 31, 2018 - \$1,320,369) to settle current liabilities due in twelve months or less of \$486,819 (March 31, 2018 - \$187,797). Management seeks additional financing through the issuance of equity instruments to continue its operations, and while it has been successful in doing so in the past, there can be no assurance it will be able to do so in the future. Please refer to Note 7, Deferred Convertible Note Financing, for details of an issuance of convertible debt which took place during the period.

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**ARCH BIOPARTNERS INC.**  
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5. FINANCIAL INSTRUMENTS *(continued)*

**Determination of Fair Value:**

Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

The consolidated balance sheet carrying amounts for cash, accounts receivable, accounts payable and accrued liabilities and short term debt approximate fair value due to their short-term nature. Due to the use of subjective judgments and uncertainties in the determination of fair values these values should not be interpreted as being realizable in an immediate settlement of the financial instruments.

	March 31, 2019		September 30, 2018	
	Carrying amount	Fair value	Carrying amount	Fair value
Cash	\$ 72,817	\$ 72,817	\$ 544,324	\$ 544,324
Goods and services taxes receivable	68,652	68,652	109,412	109,412
Accounts payable and accrued liabilities	(486,818)	(486,818)	(278,118)	(278,118)
Deferred convertible note	(1,600,000)	(1,600,000)	(1,100,000)	(1,100,000)
	<u>\$ (1,945,349)</u>	<u>\$ (1,945,349)</u>	<u>\$ (724,382)</u>	<u>\$ (724,382)</u>

6. PATENTS AND RESEARCH EXPENSES

As at March 31, 2019 it was difficult to determine the value and the future recoverability of patents owned by the Company. The Company has chosen to take a conservative approach, and expense all costs relating to patents. The total patent fee expense reflected in the interim income statement relates to professional fees incurred to obtain and file patents. Future patent costs may be capitalized if future recoverability is readily estimable.

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7. DEFERRED CONVERTIBLE NOTE FINANCING

During the period, the Company closed a non-brokered, unsecured convertible note financing for gross proceeds of \$500,000 ("Note C").

Note C matures on January 24, 2022 and will be convertible, at the option of the holder, into common shares in the capital of the Company at a price per common share of \$1.27, in the thirty-day period prior to the maturity of the Note. The Note bears interest at 5% per annum, which is payable in-kind by the Company with common shares to be issued at then market prices for the common shares and subject to TSX Venture Exchange approval in each instance.

The holder has the option starting October 24, 2021 until December 24, 2021 to extend the term of Note C another two years to January 24, 2024.

The Company had previously closed non-brokered, unsecured convertible note financing for which they received gross proceeds of \$500,000 ("Note A") and \$600,000 ("Note B") respectively.

Note A matures on October 31, 2020 and will be convertible, at the option of the holder, into Common Shares of the Company at a price per share of \$0.50, in the thirty-day period prior to maturity of the Note. The Note bears interest of 5% per annum, which is payable in kind by the Company with Common Shares to be issued at the then market price for the Common Shares and subject to TSX Venture Exchange approval in each instance.

The holder has the option until July 31, 2020 to extend the term of Note A another 2 year to October 31, 2022.

Note B matures on February 28, 2021 and will be convertible, at the option of the holder, into Common Shares of the Company at a price per share of \$0.60, in the thirty-day period prior to maturity of the Note. The Note bears interest of 5% per annum, which is payable in-kind by the Company with Common Shares to be issued at the then market price for the Common Shares and subject to TSX Venture Exchange approval in each instance.

The holder has the option until November 30, 2020 to extend the term of Note B another 2 years to February 28, 2023.

Included in accounts payable and accrued liabilities is \$52,436 (September 2018 - \$42,900) of interest relating to the deferred convertible note.

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8. DUE TO SHAREHOLDER

The amount reflected as due to shareholders is a demand promissory note payable to a director of the company.

During the six month period ended March 31, 2019, interest expense of \$10,246 (March 2018 - \$10,221) has been recorded as a result of this loan. During the six month period ended March 31, 2019, \$10,500 (March 2018 - \$24,388) of the loan was repaid to the shareholder.

On January 15, 2018 the company extended the term of the outstanding shareholder's demand promissory notes. The shareholder's loan has been extended to January 15, 2020 at a fixed rate of 6% per annum paid (or accrued) semi-annually. The consolidated principal together with any accrued interest will become due and will be paid in full on demand so long as such payment does not reduce the company's ability to complete its product development work plan for any given 12 month period from the date of repayment.

The shareholder has indicated that they will not be calling the loan in the next twelve months, therefore the loan has been treated as a long-term liability.

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9. SHARE CAPITAL

Authorized:

Unlimited Common voting shares

	# of shares	Amount
Issued and fully paid, common shares		
<b>Balance October 1, 2017</b>	<b>55,299,679</b>	\$ 10,223,131
Shares issued	<b>3,195,500</b>	15,977,500
Share issuance costs	-	(14,608)
	<b>58,495,179</b>	11,806,273
<b>Balance September 30, 2018</b>		
Shares issued	<b>167,123</b>	74,000
Share issuance costs	-	(2,803)
	<b>58,662,302</b>	<b>\$ 11,877,470</b>

During the six months ended March 31, 2019, the Company accepted the exercise of 20,000 common share purchase warrants resulting in the issuance of 20,000 new common shares. The warrants had an exercise price of \$0.50, for net proceeds of \$10,000.

The company settled an annual interest payment owing to the arm's length holder of an unsecured, deferred convertible note. The interest payment of \$25,000 was settled by an issuance of 17,123 common shares at a price of \$1.46 per share.

The company accepted the exercise of 130,000 common share purchase options resulting in the issuance of 130,000 new common shares. The options had an exercise price of \$0.30, for net proceeds of \$39,000.

The transaction costs during the six months ended totalled \$2,803.

The Company had 695,500 common share warrants exercised during the year ended September 30, 2018. The exercise price was \$0.50 per common share, for net proceeds of \$347,750.

The Company closed a private placement on March 9, 2018. The Company issued 2,500,000 common shares priced at \$0.50 per common share for net proceeds of \$1,250,000 (The "Offering"). The Offering closed in two equal tranches of \$625,000 on February 2, 2018 and \$625,000 on March 9, 2018. Private placement fees paid in connection with the offering totaled \$14,608.

The Company has a discretionary stock option plan under which the Company may grant options to its directors, officers, employees and consultants. The option plan is a rolling plan whereby the maximum number of common shares that may be reserved for issuance under the plan is a rolling amount fixed at 10% of the issued and outstanding common shares of the Company from time to time with no one optionee having shares reserved for issuance in excess of 5% of the outstanding number of shares in and twelve month period. The options granted under the plan are valid for a period not to exceed ten years from the date of their grant and may be subject to certain vesting conditions as determined by the Board of Directors. The options are exercisable at the price determined by the Company which must not be less than the last closing price of the listed shares of the Company before the date of their grant, less any applicable discount.

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9. SHARE CAPITAL *(continued)*

	Number of Stock Options	Weighted Average Exercise Price	Expiry date
<b>Balance September 30, 2017</b>	\$ 3,900,000	\$ -	*
Granted	1,550,000	-	**
Exercised	-	-	
Expired	-	-	
<b>Balance September 30, 2018</b>	<u>5,450,000</u>	<u>0.53</u>	
Granted	150,000	1.24	January 2022
Exercised	(130,000)	(0.30)	
Expired	-	-	
<b>Balance March 31, 2019</b>	<u><b>5,320,000</b></u>	<u><b>0.56</b></u>	

All issued options, with the exception of 100,000 options, have fully vested and are exercisable as at March 31, 2019.

\* 900,000 of these options have an exercise price of \$0.30 and will expire in October 2019, 100,000 of these options have an exercise price of \$0.40 and will expire in October 2019, 200,000 of these options have an exercise price of \$0.50 and will expire in October 2019. 300,000 options have an exercise price of \$0.45 and will expire in January 2021, and 300,000 options have an exercise price of \$0.50 and will expire in September 2021. The remaining 2,100,000 options have an exercise price of \$0.50 and expire April 2024. During the six months ended March 31, 2019, 130,000 of these options were exercised.

\*\* 100,000 of these options have an exercise price of \$0.60 and will expire in March 2023, 250,000 of these options have an exercise price of \$0.60 and will expire in March 2025 and 1,200,000 of these options have an exercise price of \$0.78 and expire in May 2028.

Stock-based compensation

During the six month period ended March 31, 2019, the Company granted 150,000 (2018 - NIL) incentive stock options to a consultant, 50,000 of which vested immediately. Each stock option is exercisable into a common share of the company for a period of three to ten years. The total compensation expense, as calculated using the Black-Scholes option pricing model, for the stock options granted was \$36,195 (2018 - \$NIL). The expense relating to the issuance of these options is recorded in the Statement of Loss with an offsetting increase to contributed surplus.

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9. SHARE CAPITAL *(continued)*

The fair value of options that have vested during year is estimated on the date of grant using the Black-Scholes Option Pricing Model, with the following weighted average assumptions:

Risk free interest rate	1.50%
Expected dividend yield	NIL
Expected stock price volatility	90.65%
Expected option life in years	3 years
Option exercise price	\$1.24
Fair value of options granted	\$1.25

Option pricing models require the input of highly subjective assumptions including the expected price volatility. Change in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options.

	<b>Number of Warrants</b>	<b>Weighted Average Price</b>	<b>Expiry Date</b>
<b>Balance September 30, 2017</b>	<b>1,075,500</b>	0.50	
Granted	-	-	
Exercised	<b>(665,500)</b>	0.50	June 2018
Expired	-	-	
<b>Balance September 30, 2018</b>	<b>410,000</b>	0.50	August 2019
Granted	-	-	
Exercised	<b>(20,000)</b>	0.50	August 2019
Expired	-	-	
<b>Balance March 31, 2019</b>	<b>390,000</b>	0.50	

10. RELATED PARTY TRANSACTIONS

	<b>Six months ended</b>	<b>Six months ended</b>
	<b>March 31, 2019</b>	<b>March 31, 2018</b>
Key Management Compensation	<b>\$ 53,478</b>	<b>\$ 52,005</b>

The CEO, several principal scientists and directors have significant share holdings at this time that align their interests with those of all shareholders. Due to the Corporation's early stage of development and small size of the Company's management team and board, the Board's Nominating and Compensation Committee has maintained the Company's recent practice of not compensating other executives or board members, other than those noted in Note 9 and 11. As this compensation is not readily measurable, these expenses and the related services revenue have not been recorded. For the three months ended March 31, 2019 there have been no such transactions, nor were there any for the comparative period in the previous fiscal year.

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11. EXECUTIVE COMPENSATION

COMPENSATION OF NAMED EXECUTIVE OFFICERS

Richard Muruve served as Chief Executive Officer of the Company, Andrew Bishop served as Chief Financial Officer of the Company and Daniel Muruve served as Chief Science Officer of the Company throughout the reporting period (the “Named Executive Officers”). No executive officer of the Company was paid at a rate of \$150,000 per annum in compensation during this period. The following table provides a summary of the compensation earned by the Named Executive Officers during the reporting period and in the same period of the preceding two financial years, as applicable.

<b>Name and principle position</b>	<b>October 1 to March 31</b>	<b>Compensation</b>			<b>Long-Term Compensation</b>
		<b>Salary</b>	<b>Bonus</b>	<b>Other annual compensation</b>	<b>Securities under options granted</b>
Richard Muruve <i>Chief Executive Officer</i>	2019	\$53,478	\$NIL	\$NIL	\$NIL
	2018	\$52,005	\$NIL	\$NIL	\$NIL
	2017	\$56,928	\$NIL	\$NIL	\$NIL
Andrew Bishop <i>Chief Financial Officer</i>	2019	\$NIL	\$NIL	\$NIL	\$NIL
	2018	\$NIL	\$NIL	\$NIL	\$NIL
	2017	\$NIL	\$NIL	\$NIL	\$NIL
Daniel Muruve <i>Chief Science Officer</i>	2019	\$NIL	\$NIL	\$NIL	\$NIL
	2018	\$NIL	\$NIL	\$NIL	\$NIL
	2017	\$NIL	\$NIL	\$NIL	\$NIL

*(continues)*

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11. EXECUTIVE COMPENSATION *(continued)*

***Options***

During the period ended March 31, 2019, no options were granted to the Named Executive Officers and no options were repriced during the reporting period, nor were any options exercised by the Named Executive Officers. The following table sets out the value of unexercised incentive stock options, if any, as at March 31, 2019.

<u>Named Executive Officers</u>	<u>Securities acquired on exercise</u>	<u>Aggregate value realized</u>	<u>Unexercised options as at March 31, 2019</u> <u>Exercisable/Unexercisable</u>	<u>Value of unexercised in-the-money options at March 31, 2019</u> <u>Exercisable/Unexercisable</u>
Richard Muruve <i>Chief Executive Officer</i>	NIL	N/A	1,345,000/0	\$927,900/\$NIL
Andrew Bishop <i>Chief Financial Officer</i>	NIL	N/A	1,075,000/0	\$783,500/\$NIL
Daniel Muruve <i>Chief Science Officer</i>	NIL	N/A	550,000/0	\$350,000/\$NIL

*Compensation of Directors*

Due to the Company's early stage of development and small size of the board, the Board's Nominating and Compensation Committee has maintained the Corporation's recent practice of not compensating board members, other than the share based payments noted above in Note 9. As this compensation is not readily measurable, these expenses and the related services revenue have not been recorded.

***Options***

During the period ended March 31, 2019, no options were granted to the Directors and no options were repriced during the reporting period, nor were any options exercised by the Directors. The following table sets out the value of unexercised incentive stock options, if any, as at March 31, 2019.

<u>Director</u>	<u>Securities acquired on exercise</u>	<u>Aggregate value realized</u>	<u>Unexercised options as at March 31, 2019</u> <u>Exercisable/Unexercisable</u>	<u>Value of unexercised in-the-money options at March 31, 2019</u> <u>Exercisable/Unexercisable</u>
Claude Allary	NIL	N/A	350,000/0	\$236,500/\$NIL
Conor Gunne	NIL	N/A	350,000/0	\$236,500/\$NIL
Adrian Haigh	NIL	N/A	350,000/0	\$236,500/\$NIL
Richard Rossman	NIL	N/A	350,000/0	\$236,500/\$NIL
Patrick Vink	NIL	N/A	250,000/0	\$152,000/\$NIL



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12. CAPITAL DISCLOSURES

The Company's objectives when managing capital are to maintain a strong capital base in order to:

1. Advance the Company's corporate strategies to create long-term value for its stakeholders;
2. Ensure compliance with the covenants of any applicable credit facility and other financing facilities used from time to time.

The Company monitors its capital and capital structure on an ongoing basis to ensure it is sufficient to achieve the Company's short-term and long-term strategic objectives. Management primarily funds the Company's operations and product development by issuing share capital, rather than using other capital sources that require fixed repayments of principal and interest. The Company closely watches its cash balances. The balance of current assets as at March 31, 2019 was \$156,508 (March 31, 2018 - \$1,384,050).

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is appropriate. There were no changes in the Company's approach to capital management during the period ended March 31, 2019.

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13. SUBSEQUENT EVENTS

On May 22, 2019, the company closed an unsecured convertible note financing for net proceeds of \$1,000,000. The note matures on Nov. 22, 2019, and will be convertible, at the option of the holder, into common shares in the capital of the company at a price per common share of \$1.21, in the 30-day period prior to the maturity of the note.

The note bears interest at 5% per annum which is payable in kind by the company with common shares to be issued at market prices.

The holder has the option starting Oct. 22, 2019, until Nov. 21, 2019, to extend the term of the note another three years to Nov. 22, 2022. If extended, the note is convertible into shares only in the 30 days prior to Nov. 22, 2022.

The company's board has granted a total of 20,000 stock options to a director of one of its foreign subsidiaries pursuant to the company's stock option plan and the requirements of the TSX Venture Exchange. Each of the stock options is exercisable into one common share of the company for a period of 10 ten years, exercisable at \$1.25 per share. The grant of options will be subject to all necessary regulatory approvals.

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