

NeutriSci International Inc.

Condensed Consolidated Interim Financial Statements
(Unaudited – Prepared by Management)
(Expressed in US Dollars)

As at and for the six months ended June 30, 2015

NeutriSci International Inc.
(the "Company")

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
As at and for the six months ended June 30, 2015

NOTICE OF NO AUDITOR REVIEW OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

Management of the Company is responsible for the preparation of the accompanying unaudited condensed consolidated interim financial statements. The unaudited condensed consolidated interim financial statements have been prepared using accounting policies in compliance with International Financial Reporting Standards for the preparation of interim financial statements and are in accordance with IAS 34 – Interim Financial Reporting.

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

NeutriSci International Inc.

Consolidated Statements of Financial Position

(Expressed in US dollars)

As at

| | June 30, 2015 | December 31, 2014 |
|---|---------------------|----------------------|
| Assets | | |
| Current Assets | | |
| Cash | \$ 4,962 | \$ 848,770 |
| Trade receivables | 10,673 | - |
| Due from related parties (Note 8) | 35,743 | 18,736 |
| Goods and services tax receivable | 52,637 | 60,752 |
| Inventory (Note 5) | 1,218,717 | 1,167,369 |
| Prepaid expenses | 36,269 | 85,308 |
| Total current assets | 1,359,001 | 2,180,935 |
| Equipment (Note 6) | 19,465 | 25,461 |
| Intangible asset | 9,027 | - |
| Total Assets | \$ 1,387,493 | \$ 2,206,396 |
| Liabilities and Shareholders' Equity | | |
| Current Liabilities | | |
| Accounts payable and accrued liabilities | \$ 354,937 | \$ 311,121 |
| Notes payable (Note 7) | 892,730 | 1,094,730 |
| | 1,247,667 | 1,405,851 |
| Shareholders' Equity | | |
| Share capital (Note 9) | 17,844,066 | 17,724,066 |
| Warrants (Note 9) | 41,402 | 41,402 |
| Contributed surplus | 1,566,782 | 1,393,651 |
| Deficit | (19,250,213) | (18,338,868) |
| Accumulated other comprehensive loss | (62,211) | (19,706) |
| | 139,826 | 800,545 |
| Total Liabilities and Shareholders' Equity | \$ 1,387,493 | \$ 2,206,396 |
| Nature and continuance of operations (Note 1) | | |
| Related party transactions (Note 8) | | |

Approved on Behalf of the Board on August 31, 2015:

"Scott Ackerman"

Scott Ackerman – CEO

"Robert Chisholm"

Robert Chisholm – CFO

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

NeutriSci International Inc.**Condensed Consolidated Interim Statements of Loss and Comprehensive Loss**

(Unaudited – Prepared by Management)

(Expressed in US dollars)

| | For the three months ended June 30, 2015 | | For the six months ended June 30, 2015 | | For the nine months ended June 30, 2014 |
|--|---|---------------------|---|-----------------------|--|
| | | 2014 | | | |
| Sales Revenue | \$ 17,081 | \$ 11,942 | \$ 19,877 | \$ 39,329 | |
| Cost of Sales | 8,064 | 6,248 | 9,199 | 14,158 | |
| | 9,017 | 5,694 | 10,678 | 25,171 | |
| Expenses | | | | | |
| Operating expenses (Note 10) | 319,477 | 157,006 | 698,113 | 692,864 | |
| General and administrative costs (Note 10) | 74,328 | 26,050 | 218,157 | 174,241 | |
| Finance costs (Note 10) | 5,753 | 570,456 | 5,753 | 680,609 | |
| Gain on forgiveness of debt | - | - | - | (57,334) | |
| | 399,558 | 753,512 | 922,023 | 1,490,380 | |
| Loss for the period | (390,541) | (747,818) | (911,345) | (1,465,209) | |
| Translation gain/(loss) | 23,821 | - | (42,505) | - | |
| Loss and comprehensive loss for the period | \$ 366,720 | \$ (747,818) | \$ (953,850) | \$ (1,465,209) | |
| Weighted average number of shares outstanding – basic and diluted | 21,142,152 | 13,113,553 | 19,052,320 | 12,311,601 | |
| Basic and diluted loss per share | \$ (0.02) | \$ (0.06) | \$ (0.05) | \$ (0.12) | |

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

NeutriSci International Inc.

Condensed Consolidated Interim Statements of Shareholders' Equity
(Unaudited – Prepared by Management)
(Expressed in US dollars)

| | Number of Common Shares | | | | Number of Preferred Shares | | Other Comprehensive | | | | | |
|--|-------------------------|-----------|------------|----------|----------------------------|----------------------|-----------------------|---------------------|-----------|-------------|----------------|-------------|
| | Series A | Series B | Common | Series 1 | Series A, B, and C | Share Capital Amount | Subscription Receipts | Contributed Surplus | Warrants | Items | Deficit | Total |
| September 30, 2013 | 8,682,780 | 2,227,500 | - | 669,708 | - | \$ 10,042,078 | \$450,651 | \$ 2,065,575 | \$238,891 | \$ - | \$(8,902,747) | \$3,894,448 |
| Class A – Issuance of shares | 472,500 | - | - | - | - | 457,822 | (450,651) | - | - | - | - | 7,171 |
| Class A – Shares for finance fee | 20,000 | - | - | - | - | 19,600 | - | - | - | - | - | 19,600 |
| Series 1 Preferred Shares – anti-dilution clause | - | - | - | 950 | - | 3,724 | - | - | - | - | - | 3,724 |
| Class A – Shares for service | 34,000 | - | - | - | - | 34,494 | - | - | - | - | - | 34,494 |
| Class A – Shares for service | 98,668 | - | - | - | - | 98,668 | - | - | - | - | - | 98,668 |
| Class A – Options granted | - | - | - | - | - | - | - | 40,571 | - | - | - | 40,571 |
| Class A – Options exercised | 1,450,000 | - | - | - | - | 1,462,714 | - | (1,344,821) | - | - | - | 117,893 |
| Class A – Warrants issued | - | - | - | - | - | (502) | - | - | 502 | - | - | - |
| Class A – Shares to settle debt | 235,294 | - | - | - | - | 215,976 | - | - | - | - | -(1,465,209) | 215,976 |
| Net loss | - | - | - | - | - | - | - | - | - | - | - | - |
| June 30, 2014 | 10,993,242 | 2,227,500 | - | 670,658 | - | \$ 12,334,574 | \$ - | \$ 761,325 | \$239,393 | \$ - | \$(10,367,956) | \$2,967,336 |
| December 31, 2014 | - | - | 14,283,766 | - | 22,980,380 | \$ 17,724,066 | \$ - | \$ 1,393,651 | \$ 41,402 | \$ (19,706) | \$(18,338,868) | \$ 800,545 |
| Conversion of Preferred Series A shares | - | - | 6,758,938 | - | (6,758,938) | - | - | - | - | - | - | - |
| Conversion of Preferred Series B shares | - | - | 8,110,723 | - | (8,110,723) | - | - | - | - | - | - | - |
| Shares issued for services | - | - | 200,000 | - | - | 120,000 | - | - | - | - | - | 120,000 |
| Share-based compensation | - | - | - | - | - | - | - | 173,131 | - | - | - | 173,131 |
| Translation loss | - | - | - | - | - | - | - | - | - | (42,505) | - | (42,505) |
| Net loss | - | - | - | - | - | - | - | - | - | - | (911,345) | (911,345) |
| June 30, 2015 | - | - | 29,353,427 | - | 8,110,719 | \$ 17,844,066 | \$ - | \$ 1,566,782 | \$ 41,402 | \$ (62,211) | \$(19,250,213) | \$ 139,826 |

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

NeutriSci International Inc.

Condensed Consolidated Interim Statements of Cash Flows
(Unaudited – Prepared by Management)
(Expressed in US dollars)

| | For the six months ended June 30, 2015 | For the nine months ended June 30, 2014 |
|--|---|--|
| Operating Activities: | | |
| Net loss | \$ (911,345) | \$ (1,465,209) |
| Non-cash items included in net loss | | |
| Accretion of note payable | - | 281,546 |
| Accrued interest | 5,753 | - |
| Amortization | 5,996 | 7,085 |
| Gain on settlement of debt | - | (57,334) |
| Share-based compensation | 173,131 | 41,073 |
| Share-based payments | 120,000 | 215,976 |
| Net change in operating assets and liabilities | | |
| Trade receivables | (10,673) | (172,226) |
| Goods and services tax receivable | 8,115 | (16,310) |
| Accounts payable and accrued liabilities | 43,816 | 249,852 |
| Due from/to related parties | (17,007) | 55,323 |
| Inventory | (51,348) | 80,246 |
| Prepaid expenses | 49,039 | 12,624 |
| | (584,523) | (767,354) |
| Investing Activities: | | |
| Intangibles | (9,027) | - |
| Purchase of property and equipment | - | (6,454) |
| | (9,027) | (6,454) |
| Financing Activities: | | |
| Repayment of Notes payable | (440,000) | - |
| Increase in promissory notes payable | 232,247 | 157,853 |
| Proceeds from share issuance | - | 7,171 |
| | (207,753) | 165,024 |
| Impact of foreign exchange on cash | (42,505) | - |
| Decrease in cash for the period | (843,808) | (608,784) |
| Cash, beginning of the period | 848,770 | 594,377 |
| Cash, ending of the period | \$ 4,962 | \$ (14,407) |
| Supplementary Information: | | |
| Cash paid during the period for interest expense | \$ - | \$ - |
| Cash paid during the period for income taxes | \$ - | \$ - |

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

NeutriSci International Inc.

Notes to the Condensed Consolidated Interim Financial Statements
(Unaudited – Prepared by Management)
(Expressed in US dollars)
As at and for the six months ended June 30, 2015

1. NATURE OF OPERATIONS AND GOING CONCERN

NeutriSci International Inc. (the "Company" or "NeutriSci") was incorporated under the laws of the Province of Alberta on September 9, 2009 and was continued into British Columbia under the BCBCA on November 26, 2014 in conjunction with the reverse take-over of Disani Capital Corp. ("Disani"). The Company's shares are listed on Tier 2 of the TSX Venture Exchange (the "Exchange") under the symbol "NU". The Company's head office is at 4015 - 1st Street SE, Calgary, Alberta T2G 4X7 and the Company's registered office is 1600 – 609 Granville St., Vancouver BC, Canada, V7Y 1C3.

NeutriSci is focused on the market development for its nutraceutical products.

The Company has a history of losses and anticipates further losses in the development of its business. As at June 30, 2015, the Company has an accumulated deficit of \$19,250,213 (December 31, 2014 - \$18,338,868). Continuing business as a going concern is dependent upon the success of the NeuEnergy™ and BluScience™ products in the retail storefront and online markets, the existing cash flows, and the ability of the Company to obtain additional debt or equity financing all of which are uncertain. These material uncertainties may cast significant doubt on the Company's ability to continue as a going concern.

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") under the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than a process of forced liquidation. These condensed consolidated interim financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

2. BASIS OF PRESENTATION

These condensed consolidated interim financial statements have been prepared using accounting policies consistent with IFRS as issued by the International Accounting Standard Board ("IASB") and in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting, using accounting policies that the Company expects to adopt in its annual consolidated financial statements for the year ended December 31, 2015. These condensed consolidated interim financial statements do not include all of the information required for the annual consolidated financial statements and should be read in conjunction with the Company's most recent audited consolidated financial statements for the year ended December 31, 2014, which are available on www.sedar.com.

The condensed consolidated interim financial statements include the accounts of the Company and its wholly-owned subsidiaries:

| Name of Subsidiary | Ownership | Activity |
|----------------------------------|---|---|
| Britlor Health and Wellness Inc. | a Nevada State corporation | Inactive company |
| 1580306 AB Ltd. | a company incorporated in the province of Alberta | Inactive company |
| NeutriSci International Corp. | a company incorporated in the province of Alberta | Engaged in the production and sale of nutraceutical products. |

These condensed consolidated interim financial statements are presented in US dollars, which is the functional currency of the Company, and were authorized for issuance by the Board of Directors on August 31, 2015.

NeutriSci International Inc.

Notes to the Condensed Consolidated Interim Financial Statements
(Unaudited – Prepared by Management)
(Expressed in US dollars)
As at and for the six months ended June 30, 2015

3. SIGNIFICANT ACCOUNTING POLICIES

These condensed consolidated interim financial statements have been prepared on the historical cost basis, except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value. In addition, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting, except for the statement of cash flows.

The accounting policies applied in these condensed consolidated interim financial statements are the same as those applied in the Company's audited consolidated financial statements for the year ended December 31, 2014, which are available on www.sedar.com and reflect all of the adjustments necessary for fair presentation in accordance with IAS 34. There is no material impact on these condensed consolidated interim financial statements resulting from changes in accounting standards during the period.

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

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the condensed consolidated interim financial statements in conformity with International Financial Reporting Standards ("IFRS") requires management to make estimates, judgements and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

(a) Critical accounting estimates

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year:

- **Income taxes** - Tax provisions are based on enacted or substantively enacted laws. Changes in those laws could affect amounts recognized in profit or loss both in the period of change, which would include any impact on cumulative provisions, and future periods. Deferred tax assets, if any, are recognized to the extent it is considered probable that those assets will be recoverable. This involves an assessment of when those deferred tax assets are likely to reverse.
- **Fair value of stock options and warrants** - Determining the fair value of warrants and stock options requires judgments related to the choice of a pricing model, the estimation of stock price volatility, the expected forfeiture rate and the expected term of the underlying instruments. Any changes in the estimates or inputs utilized to determine fair value could have a significant impact on the Company's future operating results or on other components of shareholders' equity.
- **Inventories** - Inventories are valued at the lower of cost and net realizable value. Cost of inventory includes cost of purchase (purchase price, import duties, transport, handling, and other costs directly attributable to the acquisition of inventories), cost of conversion, and other costs incurred in bringing the inventories to their present location and condition. Net realizable value for inventories is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Provisions are made in profit or loss of the current period on any difference between book value and net realizable value.

NeutriSci International Inc.

Notes to the Condensed Consolidated Interim Financial Statements

(Unaudited – Prepared by Management)

(Expressed in US dollars)

As at and for the six months ended June 30, 2015

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

(a) Critical accounting estimates (continued)

- Estimated product returns - Revenue from product sales is recognized net of estimated sales discounts, credits, returns, rebates and allowances. The return allowance is determined based on an analysis of the historical rate of returns, industry return data, and current market conditions, which is applied directly against sales.
- Impairment of non-financial assets - The Company assesses impairment at each reporting date by evaluating conditions specific to the Company that may lead to asset impairment. The recoverable amount of an asset or a cash-generating unit ("CGU") is determined using the greater of fair value less costs to sell and value in use which requires the use of various judgments, estimates, and assumptions. The Company identifies CGUs as identifiable groups of assets that are largely independent of the cash inflows from other assets or groups of assets. Value in use calculations require estimations of discount rates and future cash flows derived from revenue growth, gross margin and operating costs. Fair value less costs to sell calculations require the Company to estimate fair value of an asset or a CGU using market values of similar assets as well as estimations of the related costs to sell.

(b) Critical accounting judgements

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the condensed consolidated interim financial statements are, but are not limited to, the following:

- Deferred income taxes – judgments are made by management to determine the likelihood of whether deferred income tax assets at the end of the reporting period will be realized from future taxable earnings. To the extent that assumptions regarding future profitability change, there can be an increase or decrease in the amounts recognized in respect of deferred tax assets as well as the amounts recognized in profit or loss in the period in which the change occurs.
- Functional currency - The functional currency for the Company and each of the Company's subsidiaries is the currency of the primary economic environment in which the respective entity operates; the Company has determined the functional currency of each entity to be the US dollar. Such determination involves certain judgments to identify the primary economic environment. The Company reconsiders the functional currency of its subsidiaries if there is a change in events and/or conditions which determine the primary economic environment.
- Going concern – As disclosed in Note 1 to these condensed consolidated interim financial statements.

NeutriSci International Inc.

Notes to the Condensed Consolidated Interim Financial Statements
(Unaudited – Prepared by Management)
(Expressed in US dollars)
As at and for the six months ended June 30, 2015

5. INVENTORY

| | Packaging Materials | Finished Goods | Total |
|-------------------------------|---------------------|---------------------|---------------------|
| Balance, December 31, 2014 | \$ - | \$ 1,167,369 | \$ 1,167,369 |
| Additions | 49,622 | 10,925 | 60,547 |
| Cost of sales | (3,144) | (6055) | (9,199) |
| Balance, June 30, 2015 | \$ 46,478 | \$ 1,172,239 | \$ 1,218,717 |

6. EQUIPMENT

| | Furniture and Equipment | Computer Equipment | Total |
|----------------------------------|-------------------------|--------------------|------------------|
| Costs: | | | |
| Balance, December 31, 2014 | \$ 75,498 | \$ 6,692 | \$ 82,190 |
| Balance, June 2015 | \$ 75,498 | \$ 6,692 | \$ 82,190 |
| Accumulated Amortization: | | | |
| Balance, December 31, 2014 | \$ 51,482 | \$ 5,247 | \$ 56,729 |
| Amortization | 5,208 | 788 | 5,996 |
| Balance, June 30, 2015 | \$ 56,690 | \$ 6,035 | \$ 62,725 |
| Net Book Value: | | | |
| December 31, 2014 | \$ 24,016 | \$ 1,445 | \$ 25,461 |
| June 30, 2015 | \$ 18,808 | \$ 657 | \$ 19,465 |

7. NOTES PAYABLE

| | Promissory Note | Other Note Payable | Loan Payable | Total |
|-------------------------------|-------------------|--------------------|-------------------|-------------------|
| Balance, December 31, 2014 | \$ 550,000 | \$ 500,000 | \$ 44,730 | \$ 1,094,730 |
| Repayments | (440,000) | - | (44,730) | (484,730) |
| Interest accrued | - | - | 5,753 | 5,753 |
| Proceeds | - | - | 276,977 | 276,977 |
| Balance, June 30, 2015 | \$ 110,000 | \$ 500,000 | \$ 282,730 | \$ 892,730 |

(a) Promissory Note Payable

On November 5, 2014, NeutriSci entered into a debt settlement agreement to settle the outstanding balance of the promissory note payable and related interest. In accordance with the amended agreement, and in full settlement of the promissory note, NeutriSci paid \$1,250,000 on November 26, 2014, and is required to make an additional five monthly payments of \$110,000 commencing on March 26, 2015. At the option of the holder of the promissory note, the balance of payments are convertible into common shares of NeutriSci, as constituted on November 26, 2014, at a price of Cdn\$0.75 per share. The Company has made its March 26, 2015, April 26, 2015, May 26, 2015, June 26, 2015 and July 26, 2015 payments in accordance with their due dates and this note has now been extinguished.

(b) Other Note Payable

The Other Note payable is unsecured, non-interest bearing, and is to be repaid in equal monthly installments with the final payment due September 18, 2015. As at June 30, 2015 no payments have been made towards this obligation.

(c) Loan Payable

Loan payable is unsecured, and pertains to a Cdn\$50,000 loan that was repayable in the amount of Cdn\$55,000. The loan was repaid in full in the amount of Cdn\$55,000 during the six months ended June 30, 2015. During the period, the Company entered into three unsecured promissory notes with unrelated third parties. The first note was for \$171,310, bearing interest at 12% per annum, the second and third notes were for CDN\$100,000 and CDN\$73,850, respectively, and were non-interest bearing. All three notes were due in one year from date of issue. Subsequent to June 30, 2015, the Company repaid the first and third notes for \$177,063, including interest, and CDN\$73,850, respectively.

NeutriSci International Inc.

Notes to the Condensed Consolidated Interim Financial Statements
(Unaudited – Prepared by Management)
(Expressed in US dollars)
As at and for the six months ended June 30, 2015

8. RELATED PARTY TRANSACTIONS

The Company had transactions with the following related parties:

| Related party | Relationship |
|--|---|
| VMC Holdings Inc. | Former CEO, President, director |
| Omni Investments Investment Strategies | Former Vice President Business Development, director |
| Tingle Merrett LLP | Former director of NeutriSci is a partner at the law firm |
| Emprise Capital Corp. | Directors and officers in common with the Company |

The Company incurred the following expenses with companies controlled by officers and directors of the Company.

| Name of the related party | Nature of the Services | For the six months ended June 30, 2015 | For the nine months ended June 30, 2014 |
|--|------------------------|--|---|
| VMC Holdings Inc. | Consulting | \$ - | \$ 6,435 |
| Omni Investments Investment Strategies | Consulting | - | 64,764 |
| Tingle Merrett LLP | Legal | - | 41,884 |
| Emprise Capital Corp. | Management | 72,900 | - |
| | | \$ 72,900 | \$ 153,083 |

The following table comprises amounts due to related parties included with accounts payable and accrued liabilities.

| | June 30, 2015 | December 31, 2014 |
|--|------------------|-------------------|
| Officers of the Company | \$ 16,119 | \$ 4,202 |
| Omni Investments Investment Strategies | - | 9,051 |
| Emprise Capital Corp. | 8,057 | 388 |
| Total | \$ 24,176 | \$ 13,641 |

The following table compares amounts due from related parties as at:

| | June 30, 2015 | December 31, 2014 |
|-----------------------------|------------------|-------------------|
| Due from a Officer/Director | \$ 18,528 | \$ 14,311 |
| Former CEO/Director | 17,215 | 4,425 |
| | \$ 35,743 | \$ 18,736 |

Key management personnel compensation:

Key management includes the Company's directors, officers and senior management.

| | For the six months ended June 30, 2015 | For the nine months ended June 30, 2014 |
|-------------------------------|--|---|
| Salaries and related benefits | \$ 110,442 | \$ 82,849 |
| Consulting fees | - | 148,647 |
| Share-based compensation | 88,229 | - |
| Management fees | 72,900 | - |
| | \$ 271,571 | \$ 231,496 |

NeutriSci International Inc.

Notes to the Condensed Consolidated Interim Financial Statements
(Unaudited – Prepared by Management)
(Expressed in US dollars)
As at and for the six months ended June 30, 2015

9. SHARE CAPITAL

(a) Authorized

Unlimited number of common shares without par value
Unlimited number of preferred shares without par value

(b) Series A, B and C Preferred Shares

These preferred shares automatically convert into common shares of the Company on the following specified release dates.

| | Series A | Series B | Series C | Total |
|------------------------------|-------------|-------------|-----------|--------------|
| Balance, December 31, 2014 | 6,758,938 | 8,110,723 | 8,110,719 | 22,980,380 |
| Converted into common shares | (6,758,938) | (8,110,723) | - | (14,869,661) |
| Balance, June 30, 2015 | - | - | 8,110,719 | 8,110,719 |

On May 26, 2015, the series B preferred shares automatically converted into common shares of the Company. The series C preferred shares automatically convert into common shares of the Company on August 26, 2015.

(c) Common share issuances

During the period, 6,758,936 common shares were issued on the conversion of the Company's series A preferred shares and 8,110,723 common shares were issued on the conversion of the Company's series B preferred shares. Subsequent to the period, 8,110,719 common shares were issued on the conversion of the Company's series C preferred shares.

On February 25, 2015, the Company issued 200,000 common shares pursuant to a marketing and branding partnership with Brand Fever Inc. The fair value of these shares, being \$120,000, was determined using the most recently completed common share financing at Cdn\$0.75 per common share. The value of these shares has been recognized in the Company's share capital amount, with the corresponding entry recognized as a marketing expense.

Subsequent to the period, on July 17, 2015, the Company completed a non-brokered private placement of 2,222,223 common shares, at Cdn\$0.18 per share, for gross proceeds of Cdn\$400,000. In connection with this closing, the Company paid a cash finders' fee of Cdn\$15,754, which has been recorded as share issuance costs.

(d) Stock options

There were no stock options granted, or exercised during the six months ended June 30, 2015.

A summary of the Company's stock option activity is as follows:

| | Number of Options | Weighted Average Exercise Price (\$Cdn) |
|----------------------------|-------------------|---|
| Balance, December 31, 2014 | 1,400,000 | \$ 0.67 |
| Cancelled | (33,334) | 0.30 |
| Balance, June 30, 2015 | 1,366,666 | \$ 0.68 |

NeutriSci International Inc.

Notes to the Condensed Consolidated Interim Financial Statements
(Unaudited – Prepared by Management)
(Expressed in US dollars)
As at and for the six months ended June 30, 2015

9. SHARE CAPITAL (continued)

(d) Stock options (continued)

A summary of the Company's stock options at June 30, 2015 are as follows:

| Grant Date | Number of Options outstanding | Number of Options exercisable | Weighted Average Exercise Price (\$Cdn) | Expiry date | Weighted Average Remaining contractual life (years) |
|-------------------|-------------------------------|-------------------------------|---|-------------------|---|
| July 15, 2013 | 216,666 | 216,666 | \$ 0.30 | July 15, 2018 | 3.04 |
| November 26, 2014 | 800,000 | 300,000 | \$ 0.75 | November 26, 2019 | 4.41 |
| December 3, 2014 | 350,000 | 262,500 | \$ 0.75 | December 3, 2019 | 4.43 |
| Total | 1,366,666 | 779,166 | \$ 0.68 | | 4.20 |

The Company recognized \$173,131 in share-based compensation relating to stock options that vested during the six months ended June 30, 2015.

(e) Warrants

The following summarizes the warrant activity:

| | Number of Warrants | Weighted average exercise price (\$Cdn) |
|--|--------------------|---|
| Total warrants outstanding, December 31, 2014 | 3,633,631 | \$ 0.91 |
| Warrants expired/unexercised | (425,000) | \$ 0.59 |
| Total warrants outstanding, June 30, 2015 | 3,208,631 | \$ 0.96 |

A summary of warrants outstanding at June 30, 2015 are as follows:

| Number of Warrants outstanding | Weighted Average Exercise Prices (\$Cdn) | Expiry date | Weighted Average Remaining contractual life (years) |
|--------------------------------|--|----------------|---|
| 340,000 | \$0.59 | March 25, 2016 | 0.74 |
| 2,868,631 | \$1.00 | May 26, 2016 | 0.91 |
| 3,208,631 | \$0.96 | | 0.89 |

(f) Broker Warrants

No broker warrants were issued, cancelled, expired or exercised during the six months ended June 30, 2015.

A summary of broker warrants outstanding at June 30, 2015 are as follows:

| | Number of Warrants outstanding | Weighted Average Exercise Prices | Expiry date | Weighted Average Remaining contractual life (years) |
|-------------------|--------------------------------|----------------------------------|--------------|---|
| November 26, 2014 | 221,669 | Cdn\$ 1.00 | May 26, 2016 | 0.91 |

NeutriSci International Inc.

Notes to the Condensed Consolidated Interim Financial Statements
(Unaudited – Prepared by Management)
(Expressed in US dollars)
As at and for the six months ended June 30, 2015

10. EXPENSES BY NATURE

| | For the three months ended June 30, | | For the six months ended June 30, 2015 | For the nine months ended June 30, 2014 |
|--|--|-------------------|--|---|
| | 2015 | 2014 | | |
| Operating Expenses: | | | | |
| Advertising and promotions | \$ 93,362 | \$ 4,841 | \$ 213,362 | \$ 89,402 |
| Amortization | 2,999 | 2,997 | 5,996 | 7,085 |
| Consulting fees | 56,269 | 86,611 | 90,979 | 292,042 |
| Insurance | 5,663 | - | 10,513 | - |
| Miscellaneous | 451 | - | 3,595 | - |
| Product development | 741 | - | 3,000 | - |
| Property taxes | (1,089) | - | 5,000 | 1,138 |
| Rent | 6,306 | 10,630 | 19,278 | 24,400 |
| Salaries and benefits | 59,478 | 28,814 | 119,247 | 126,679 |
| Share-based compensation (Note 9) | 68,045 | - | 173,131 | 41,073 |
| Storage and handling costs | 19,379 | 5,706 | 29,897 | 44,305 |
| Telephone and utilities | 6,747 | 5,465 | 10,165 | 12,539 |
| Travel and automobile expenses | 1,126 | 11,942 | 13,950 | 54,201 |
| | \$ 319,477 | \$ 157,006 | \$ 698,113 | \$ 692,864 |
| General and Administrative Expenses: | | | | |
| Management fees | \$ 36,643 | \$ - | \$ 72,900 | \$ - |
| Meals and entertainment | (13,373) | 7,210 | 10,783 | 24,782 |
| Office and Misc | 13,087 | 9,087 | 22,626 | 47,366 |
| Professional fees | 36,457 | 9,753 | 86,727 | 102,093 |
| Transfer Agent and Filing Fees | 1,514 | - | 25,121 | - |
| | \$ 74,328 | \$ 26,050 | \$ 218,157 | \$ 174,241 |
| Finance Expenses: | | | | |
| Accretion on note payable | \$ - | \$ 174,036 | \$ - | \$ 281,546 |
| Interest expense | 5,753 | 180,444 | 5,753 | 183,087 |
| Shares issued on promissory note settlement agreement | - | 215,976 | - | 215,976 |
| | \$ 5,753 | \$ 570,456 | \$ 5,753 | \$ 680,609 |

11. SUBSEQUENT EVENTS

Subsequent to June 30, 2015, the Company completed two (2) non-brokered private placements for gross proceeds of \$616,000. On July 17, 2015, the Company closed the first financing for gross proceeds of \$400,000, less a cash finder's fee of \$15,754, in exchange for the issuance of 2,222,223 common shares at \$0.18 per common share. On August 20, 2015, the Company closed a second financing for gross proceeds of \$216,000, less a cash finder's fee of \$7,129, in exchange for the issuance of 1,200,000 common shares at \$0.18 per common share.