



IMMUNOPRECISE ANTIBODIES LTD.
CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2018 AND 2017

(Unaudited – Expressed in Canadian Dollars)

IMMUNOPRECISE ANTIBODIES LTD.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Unaudited – Expressed in Canadian Dollars)

	Note	January 31, 2018 \$	April 30, 2017 \$
ASSETS			
Current assets			
Cash		1,838,133	2,578,445
Amounts receivable		1,165,242	432,559
Inventory		118,941	58,499
Unbilled revenue		268,182	36,929
Prepaid expenses		200,305	116,808
Investment tax credits recoverable		-	61,151
Deferred acquisition costs		19,424	-
		3,610,227	3,284,391
Investment	7	90,404	-
Equipment and leasehold improvements	8	1,040,600	644,578
Customer relationships	6	1,115,000	-
Licenses	6	2,221,000	-
Intellectual property	6	651,000	-
Goodwill	6	4,354,245	-
Total assets		13,082,476	3,928,969
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	11	444,389	664,447
Deferred revenue		242,069	172,468
Deferred acquisition payments	6	813,877	-
Income taxes payable		44,197	-
		1,544,532	836,915
Deferred acquisition payments	6	1,393,083	-
		2,937,615	836,915
SHAREHOLDERS' EQUITY			
Share capital	10	16,430,622	7,459,909
Contributed surplus	10	1,164,047	198,032
Accumulated other comprehensive income		88,754	-
Deficit		(7,538,562)	(4,565,887)
		10,144,861	3,092,054
Total liabilities and equity		13,082,476	3,928,969

Nature of operations (Note 1)
Commitments (Note 12)
Subsequent events (Notes 10, 15 and 16)

Approved and authorized on behalf of the Board of Directors on March 27, 2018

"Robert Beecroft" Director

"Guy Champagne" Director

IMMUNOPRECISE ANTIBODIES LTD.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
For the three and nine months ended January 31, 2018 and 2017
(Unaudited – Expressed in Canadian Dollars)

		Three months ended January 31,		Nine months ended January 31,	
	Note	2018 \$	2017 \$	2018 \$	2017 \$
REVENUE		1,723,308	510,835	3,630,627	2,036,067
COST OF SALES		798,787	386,035	2,039,245	1,170,132
GROSS PROFIT		924,521	124,800	1,591,382	865,935
EXPENSES					
Accretion	6, 9	59,113	2,086	103,168	3,187
Advertising		36,382	17,427	115,484	26,320
Amortization	8	37,953	10,917	129,585	28,109
Bad debt		6,856	-	6,856	-
Consulting fees	11	294,147	264,093	641,303	283,636
Foreign exchange loss (gain)		63,615	(201)	676	(201)
Insurance		16,997	-	38,672	-
Interest and bank charges		2,793	2,374	10,361	7,245
Management fees	11	45,407	-	84,540	-
Office and general		235,191	63,093	395,696	136,058
Professional fees	11	214,500	126,324	536,259	149,290
Rent		14,771	-	37,377	-
Repairs and maintenance		1,012	-	22,848	-
Salaries and benefits	11	479,974	174,447	1,176,127	476,241
Share-based payments	10, 11	566,749	51,685	1,080,319	51,685
Telephone and utilities		10,663	1,334	20,741	2,599
Travel		49,989	1,322	172,809	2,727
		2,136,112	714,901	4,572,821	1,166,896
Loss before other income (expense) and income taxes		(1,211,591)	(590,101)	(2,981,439)	(300,961)
OTHER INCOME (EXPENSE)					
Interest income		-	-	8,764	-
Listing expense	5	-	(3,847,160)	-	(3,847,160)
		-	(3,847,160)	8,764	(3,847,160)
Loss before income taxes		(1,211,591)	(4,437,261)	(2,972,675)	(4,148,121)
Income taxes		-	-	-	(39,037)
Net loss for the period		(1,211,591)	(4,437,261)	(2,972,675)	(4,187,158)
Other comprehensive income					
Currency translation differences		45,237	-	88,754	-
COMPREHENSIVE LOSS FOR THE PERIOD		(1,166,354)	(4,437,261)	(2,883,921)	(4,187,158)
LOSS PER SHARE – BASIC AND DILUTED		(0.03)	(0.26)	(0.07)	(0.73)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING		47,267,372	17,240,619	43,842,121	5,748,726

IMMUNOPRECISE ANTIBODIES LTD.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Unaudited – Expressed in Canadian dollars, except for share figures)

	Number of Shares	Share Capital \$	Contributed Surplus \$	Accumulated Other Comprehensive Income \$	Retained Earnings (Deficit) \$	Total \$
Balance, April 30, 2016	2,780	332	-	-	907,933	908,265
Recapitalization transactions (Note 5)						
Shares issued to Tanqueray shareholders for RTO	13,275,639	3,982,692	-	-	-	3,982,692
Exchanged for shares issued to 0496106 BC Ltd. Shareholders pursuant to RTO	9,602,966	-	-	-	-	-
0496106 BC Ltd. shares cancelled pursuant to RTO	(2,780)	-	-	-	-	-
Return of capital	-	(1,000,000)	-	-	-	(1,000,000)
Shares issued pursuant to private placements	14,883,250	4,313,250	-	-	-	4,313,250
Cash issue costs	-	(153,913)	-	-	-	(153,913)
Share-based payments	-	-	51,685	-	-	51,685
Dividends paid	-	-	-	-	(90,000)	(90,000)
Comprehensive loss for the period	-	-	-	-	(4,187,158)	(4,187,158)
Balance, January 31, 2017	37,761,855	7,142,361	51,685	-	(3,369,225)	3,824,821
Shares issued pursuant to debt settlement	166,667	213,333	-	-	-	213,333
Shares issued pursuant to exchangeable note	650,000	104,215	-	-	-	104,215
Share-based payments	-	-	146,347	-	-	146,347
Comprehensive loss for the period	-	-	-	-	(1,196,662)	(1,196,662)
Balance, April 30, 2017	38,578,522	7,459,909	198,032	-	(4,565,887)	3,092,054
Shares issued pursuant to private placements	5,531,100	5,250,000	-	-	-	5,250,000
Cash issue costs and finders' fees	-	(29,669)	-	-	-	(29,669)
Shares issued pursuant to acquisition of U- Protein (Note 6)	3,030,503	3,485,078	-	-	-	3,485,078
Shares issued pursuant to option exercise	503,334	265,304	(114,304)	-	-	151,000
Share-based payments	-	-	1,080,319	-	-	1,080,319
Comprehensive loss for the period	-	-	-	88,754	(2,972,675)	(2,883,921)
Balance, January 31, 2018	47,643,459	16,430,622	1,164,047	88,754	(7,538,562)	10,144,861

IMMUNOPRECISE ANTIBODIES LTD.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
For the nine months ended January 31, 2018 and 2017
(Unaudited – Expressed in Canadian Dollars)

	2018 \$	2017 \$
Operating activities:		
Net loss for the period	(2,972,675)	(4,187,158)
Items not affecting cash:		
Amortization	129,585	28,109
Income taxes	-	39,037
Share-based payments	1,080,319	51,685
Accretion	103,168	3,187
Interest income accrued	-	(779)
Listing expense	-	3,847,160
	(1,659,603)	(218,759)
Changes in non-cash working capital related to operations:		
Amounts receivable	(362,153)	(2,549)
Inventory	(23,542)	-
Unbilled revenue	(118,438)	4,205
Investment tax credits recoverable	61,151	209,047
Prepaid expenses	(83,497)	(10,027)
Accounts payable and accrued liabilities	(489,715)	170,643
Deferred revenue	69,601	(88,337)
Net cash (used in) provided by operating activities	(2,606,196)	64,223
Investing activities:		
Investments and marketable securities	-	58,000
Cash acquired on RTO	-	141,994
Deposit on equipment and leasehold improvements	-	(317,839)
Purchase of equipment	(257,080)	(131,360)
Deferred acquisition costs	(19,424)	-
Cash paid to acquire U-Protein	(4,062,607)	-
Cash acquired on acquisition of U-Protein	797,276	-
Net cash used in investing activities	(3,541,835)	(249,205)
Financing activities:		
Proceeds on share issuance	5,401,000	4,313,250
Share issuance costs	(29,669)	(153,913)
Return of capital	-	(1,000,000)
Proceeds from exchangeable note	-	97,500
Dividends paid	-	(90,000)
Net cash provided by financing activities	5,371,331	3,166,837
(Decrease) increase in cash during the period	(776,700)	2,981,855
Foreign exchange	36,388	-
Cash – beginning of the period	2,578,445	340,881
Cash – end of the period	1,838,133	3,322,736
Cash paid for interest	-	-
Cash paid for income tax	-	-
Non-cash transactions:		
Shares issued pursuant to acquisition of U-Protein	3,485,078	

IMMUNOPRECISE ANTIBODIES LTD.
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
For the three and nine months ended January 31, 2018 and 2017
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1. NATURE OF OPERATIONS

ImmunoPrecise Antibodies Ltd. (the "Company" or "IPA") (formerly Tanqueray Exploration Ltd. ("Tanqueray")) was incorporated under the laws of Alberta on November 22, 1983. The Company is listed on the TSX Venture Exchange (the "Exchange") as a Tier 2 life science issuer under the trading symbol "IPA". The Company's OTC symbol is "IPATF". The address of the Company's corporate office is 3204 – 4464 Markham Street, Victoria, BC V8Z 7X8.

On December 21, 2016, IPA completed a reverse takeover transaction (the "RTO" or the "Transaction") with 0496106 BC Ltd., pursuant to which IPA acquired all of the issued and outstanding common shares of 0496106 BC Ltd. Upon completion of the Transaction, the consolidated entity has continued to carry on the business of 0496106 BC Ltd., which is as a supplier of custom hybridoma development services. Refer to Note 5.

2. BASIS OF PRESENTATION

(a) Statement of compliance

These condensed interim consolidated financial statements have been prepared in conformity with International Accounting Standard ("IAS") 34, Interim Financial Reporting, using the same accounting policies as detailed in the Company's audited annual financial statements for the year ended April 30, 2017. They do not include all the information required for complete annual financial statements in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC") and therefore should be read together with the audited annual financial statements for the year ended April 30, 2017.

These condensed interim consolidated financial statements were approved by the Board of Directors for issue on March 27, 2018.

(b) Basis of measurement

These condensed interim consolidated financial statements have been prepared on the historical cost basis. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting, except for cashflow information.

(c) Basis of consolidation

These condensed interim consolidated financial statements include the financial statements of the Company and all subsidiaries which are wholly owned subject to control by the Company, 0496106 BC Ltd., ImmunoPrecise Antibodies (USA) Ltd. and U-Protein Express BV ("U-Protein").

Control is achieved when the Company has the power to, directly or indirectly, govern the financial and operating policies of an entity so as to obtain benefits from its activities. Subsidiaries are fully consolidated from the date on which control is obtained and continue to be consolidated until the date that such control ceases. Intercompany balances, transactions and unrealized intercompany gains and losses are eliminated upon consolidation.

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(d) Functional and presentation currency

The functional currency of a company is the currency of the primary economic environment in which the company operates. The presentation currency for a company is the currency in which the company chooses to present its financial statements.

The functional currency of the Company, 0496106 BC Ltd. and ImmunoPrecise Antibodies (USA) Ltd. is the Canadian dollar. The functional currency of U-Protein is the Euro. The presentation currency of the Company is the Canadian dollar.

Entities whose functional currencies differ from the presentation currency are translated into Canadian dollars as follows: assets and liabilities – at the closing rate as at the reporting date, and income and expenses – at the average rate of the period. All resulting changes are recognized in other comprehensive loss as cumulative translation differences.

Transactions in foreign currencies are translated into the functional currency at exchange rates at the date of the transactions. Foreign currency differences arising on translation are recognized in profit or loss. Foreign currency monetary assets and liabilities are translated at the functional currency exchange rate at the reporting date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. All gains and losses on translation of these foreign currency transactions are included in profit or loss.

When the Company disposes of its entire interest in a foreign operation, or loses control, joint control, or significant influence over a foreign operation, the foreign currency gains or losses accumulated in other comprehensive loss related to the foreign operation are recognized in profit or loss. If an entity disposes of part of an interest in a foreign operation which remains a subsidiary, a proportionate amount of foreign currency gains or losses accumulated in other comprehensive loss related to the subsidiary are reallocated between controlling and non-controlling interests.

3. INITIAL ADOPTION OF ACCOUNTING POLICIES AND ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

(a) Initial Adoption of Accounting Policies

Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible

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assets with finite lives is recognized in profit or loss in the expense category that is consistent with the function of the intangible assets.

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in profit or loss when the asset is derecognised.

Goodwill

Goodwill represents the excess of the purchase price in a business combination over the fair value of net tangible and intangible assets acquired. Goodwill is not subject to amortization and an impairment test is performed annually or as events occur that could indicate impairment. Goodwill is reported at cost less any impairment.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows ("cash generating units" or "CGU"s). To test for impairment, goodwill is allocated to each of the Company's CGUs, groups of CGUs, or an operating segment expected to benefit from the acquisition. Goodwill is tested by combining the carrying amounts of equipment and leasehold improvements, intangible assets and goodwill and comparing this to the recoverable amount. Fair value less costs of disposal, is derived by estimating the discounted after-tax future net cash flows that can be generated from the combined assets. Value in use is assessed using the present value of the expected future cash flows. Any excess of the carrying amount over the recoverable amount is recorded as impairment. Impairment charges, which are not tax affected, are recognized in profit or loss and are not reversed.

Impairment of long-lived assets

The Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by comparison of their carrying amount to the recoverable amount. The recoverable amount is the higher of the fair value less selling costs or the value in use. Value in use is determined by the present value of the future cash flows from the asset. If the recoverable amount is less than the carrying amount, then there is impairment. Where an impairment loss exists, the portion of the carrying amount exceeding the recoverable amount is recorded as an expense immediately. Assets that have been impaired in prior periods are tested for possible reversal of impairment whenever events or changes in circumstance indicate that the impairment has reversed. If the impairment has reversed, the carrying amount of the asset is increased to its recoverable amount but not beyond the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior periods. The reversal is recognized in profit or loss immediately.

(b) Accounting Standards Issued But Not Yet Effective

The following revised standards are effective for the annual periods noted with earlier application permitted. The Company also has not early adopted any amendment, standard or interpretation that has been issued but is not yet effective.

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Financial instruments

In July 2014, the IASB issued the final version of IFRS 9, *Financial Instruments* ("IFRS 9"), which reflects all phases of the financial instruments project and replaces IAS 39, *Financial Instruments: Recognition and Measurement* ("IAS 39") and all previous versions of IFRS 9. The new standard introduces new requirements for classification and measurement, impairment and hedge accounting. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early application permitted. The Company intends to adopt IFRS 9 in its financial statements for the fiscal year beginning May 1, 2018. The extent of the impact of adoption has not yet been determined.

Revenue recognition

In May 2014, the IASB issued IFRS 15, *Revenue from Contracts with Customers* ("IFRS 15") establishing a comprehensive framework for revenue recognition. The standard replaces IAS 18, *Revenue* and IAS 11, *Construction Contracts* and related interpretations and is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. The Company intends to adopt IFRS 15 in its financial statements for the fiscal year beginning May 1, 2018. The extent of the impact of adoption has not yet been determined.

Leases

In January 2016, the IASB issued IFRS 16, *Leases*, which supersedes IAS 17, *Leases*. IFRS 16 establishes principles for the recognition, measurement, presentation and disclosure of leases. The standard establishes a single model for lessees to bring leases on-balance sheet while lessor accounting remains largely unchanged and retains the finance and operating lease distinctions. The Company intends to adopt IFRS 16 in its financial statements for the annual period beginning May 1, 2019. The extent of the impact of adoption has not yet been determined.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of the consolidated financial statements in conformity with IFRS required estimates and judgments that affect the amounts reported in the financial statements. Actual results could differ from these estimates and judgments. Significant areas requiring the use of estimates and judgments are as follows:

Functional currency

The Company has used judgment in determining the currency of the primary economic environment in which the entity operates.

Amounts receivable

The Company monitors the financial stability of its customers and the environment in which they operate to make estimates regarding the likelihood that the individual trade receivable balances will be paid. Credit risks for outstanding customer receivables are regularly assessed and allowances are recorded for estimated losses.

Investment tax credit receivable

The investment tax credits are estimated by management based on quantitative and qualitative analysis and interpretation of various government programmes, related restrictions, limitations, definitions, and eligibility conditions. Management involves its technical staff and external specialists in determining if the expenditures meet the requirements of the different tax credit claims.

Equipment

The Company has used estimates in the determination of the expected useful lives and amortization rates of equipment and leasehold improvements.

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Revenue recognition

The percentage-of-completion method requires the use of estimates to determine the stage of completion which is used to determine the recorded amount of revenue, unbilled revenue and deferred revenue on uncompleted contracts. The determination of anticipated revenues includes the contractually agreed revenue and may also involve estimates of future revenues if such additional revenues can be reliably estimated and it is considered probable that they will be recovered. The determination of anticipated costs for completing a contract is based on estimates that can be affected by a variety of factors, including the cost of materials, labour, and sub-contractors. The determination of estimates is based on the Company's business practices as well as its historical experience. Estimates are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimate is revised.

Impairments

Each asset or CGU is evaluated every reporting period to determine whether there are any indicators of impairment. If any such indicators exist, which is often judgment-based, a formal estimate of recoverable amount is performed and an impairment charge is recognized to the extent that the carrying amount exceeds the recoverable amount. The recoverable amount of an asset or CGU of assets is measured at the higher of fair value less costs of disposal or value in use. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period. The estimates and assumptions are subject to risk and uncertainty; hence, there is the possibility that changes in circumstances will alter these projections, which may impact the recoverable amount of the assets. In such circumstances, some or all of the carrying value of the assets may be further impaired or the impairment charge reversed with the impact recorded in profit or loss.

Determination of segments

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses. All operating segments' results are reviewed by the Company's management in order to make decisions regarding the allocation of resources to the segment. Segment results include items directly attributable to a segment as those that can be allocated on a reasonable basis.

As the Company provides antibody production and related services in one distinct category, there is only one category to report revenues by geographical area.

Life of intangible assets

Intangible assets are amortized based on estimated useful life less their estimated residual value. Significant assumptions are involved in the determination of useful life and residual values and no assurance can be given that actual useful lives and residual values will not differ significantly from current assumptions. Actual useful life and residual values may vary depending on a number of factors including internal technical evaluation, attributes of the assets and experience with similar assets. Changes to these estimates may affect the carrying value of assets, net income (loss) and comprehensive income (loss) in future periods.

Purchase price allocation

The acquisition of U-Protein on August 22, 2017 was accounted for as a business combination at fair value in accordance with IFRS 3, *Business Combinations*. The acquired assets and assumed liabilities were adjusted to their fair values assigned through completion of a preliminary purchase price allocation, as described below.

The purchase price allocation process resulting from a business combination requires management to estimate the fair value of identifiable assets acquired including intangible assets and liabilities assumed including the deferred acquisition payment obligations. The Company uses valuation techniques, which are generally based on forecasted future net cash flows discounted to present value, and also relies on work performed by third-party valuation specialists. These valuations are closely linked to the assumptions used by management on the future performance of the related assets and the discount rates applied.

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5. REVERSE TAKEOVER

On December 21, 2016, IPA completed the Transaction with 0496106 BC Ltd., pursuant to which IPA acquired all of the issued and outstanding common shares of 0496106 BC Ltd. Upon completion of the Transaction, the consolidated entity (the "Resulting Issuer") has continued to carry on the business of 0496106 BC Ltd., which is as a supplier of custom hybridoma development services. As part of the Transaction, the Company changed its name from Tanqueray Exploration Ltd. to ImmunoPrecise Antibodies Ltd. and commenced trading on the Exchange under the symbol "IPA" on December 29, 2016.

Under the terms of the Transaction, IPA acquired all of the issued and outstanding common shares of 0496106 BC Ltd. and, in consideration of which, IPA (A) paid the principal shareholders of 0496106 BC Ltd. \$1,000,000 and (B) issued a total of 9,602,966 common shares to the shareholders of 0496106 BC Ltd. such that they hold 25% of the issued and outstanding shares of the Company on closing of the Transaction and the concurrent private placement that closed at the same time.

As a result of the Transaction, the former shareholders of 0496106 BC Ltd., for accounting purposes, were considered to have acquired control of IPA. Accordingly, the acquisition of 0496106 BC Ltd. was accounted for as a reverse takeover that was not a business combination and effectively was a capital transaction of 0496106 BC Ltd. 0496106 BC Ltd. has been treated as the accounting parent company (legal subsidiary) and IPA has been treated as the accounting subsidiary (legal parent) in these consolidated financial statements. As 0496106 BC Ltd. was deemed to be the acquirer for accounting purposes, its assets, liabilities and operations since incorporation are included in these consolidated financial statements at their historical carrying value. IPA's results have been included from December 21, 2016, the date of the Transaction.

The cash consideration has been treated as a return of capital. Since IPA's operations do not constitute a business, the carrying value of the net assets of IPA has been credited to the share capital of the Resulting Issuer. Listing expense is expensed and represents the excess of fair value of IPA shares issued in the concurrent financing at \$0.30 per share over the net assets of IPA.

The purchase price has been allocated as follows:

	\$
13,275,639 common shares of the Company at \$0.30 per share	3,982,692
Fair value of consideration	3,982,692
Cash	141,994
Amounts receivable	3,595
Prepaid expenses	5,000
Equipment and leasehold improvements	1,784
Accounts payable and accrued liabilities	(56,841)
Listing expense	3,887,160
	3,982,692

As part of the Transaction, the Company paid a finder's fee of \$97,022.

6. ACQUISITION OF U-PROTEIN

On August 22, 2017, the Company completed the acquisition of U-Protein whereby the Company has acquired all of the issued and outstanding shares of U-Protein for €6,830,000 on terms as follows:

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- €2,734,732 (CAD\$4,062,607) was paid in cash on closing;
- 3,030,503 common shares of the Company were issued on closing; and
- €2,047,634 (CAD\$3,022,305) in deferred payments over a three-year period. The deferred payments can be made in cash or common shares of the Company at the election of U-Protein shareholders.

The transaction was accounted for as a business combination, as the operations of U-Protein meet the definition of a business. As the transaction was accounted for as a business combination, transaction costs of \$17,717 were expensed. The goodwill resulting from the allocation of the purchase price to the total fair value of net assets represented the sales and growth potential of U-Protein. Goodwill recorded is allocated in its entirety to U-Protein.

The consideration transferred was allocated on a preliminary basis to the assets acquired and liabilities assumed based on their estimated fair values at the date of acquisition. Due to the timing of the acquisition, the fair values assigned to the net assets acquired are preliminary and may be revised by the Company as additional information is received. The Company has allocated the purchase price on a preliminary basis as follows:

	\$
Cash	4,062,607
3,030,503 common shares of the Company at \$1.15 per share	3,485,078
Fair value of deferred payments	2,103,792
Fair value of consideration	9,651,477
Cash	797,276
Amounts receivable	370,530
Unbilled revenue	112,815
Inventory	36,900
Investment	90,404
Equipment, net of accumulated amortization	216,161
Customer relationships	1,115,000
Licenses	2,221,000
Intellectual property	651,000
Goodwill (not deductible for tax purposes)	4,354,245
Accounts payable and accrued liabilities	(269,657)
Income taxes payable	(44,197)
	9,651,477

The fair value of the 3,030,503 common shares issued (\$3,485,078) was determined to be \$1.15 per share based on the fair value of the Company's shares immediately prior to the completion of the acquisition.

The operating results for U-Protein have been recognized in the consolidated statement of comprehensive loss beginning on August 22, 2017, the effective date of control. During the three and nine months ended January 31, 2018 the Company recorded revenues of \$908,405 and \$1,583,146 and net income of \$606,432 and \$979,677 related to U-Protein.

The deferred payments of €2,047,634 (CAD\$3,022,305) over a three-year period was fair valued on the date of acquisition using a discounted cash flow model. A discount rate of 17.5% was used. The changes in the value of the deferred payments during the nine months ended January 31, 2018 are as follows:

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	\$
Balance, April 30, 2017	-
Amount at date of acquisition	2,103,792
Accretion expense	103,168
Balance, January 31, 2018	2,206,960

7. INVESTMENT

Investment consists of a 37% interest in QVQ Holding B.V. ("QVQ"), which is recorded at cost.

Judgment is required as to the extent of influence that the Company has over QVQ. The Company considered the extent of voting power over the entity, the power to participate in financial and operating policy decisions of the entity, representation on the board of directors, material transactions between the entities, interchange of management personnel, and provision of essential technical information. The Company has determined that the Company is not considered to have significant influence over QVQ, as the Company does not have the power to participate in financial and operating policy decisions, does not have representation on the Board of Directors of QVQ, and the majority of the common shares are held by QVQ management.

8. EQUIPMENT AND LEASEHOLD IMPROVEMENTS

	Computer Hardware	Furniture & Equipment	Computer Software	Leasehold Improvements	Lab Equipment	Total
	\$	\$	\$	\$	\$	\$
Cost:						
Balance, April 30, 2016	62,399	75,384	6,754	49,221	655,503	849,261
Additions	4,313	4,953	-	238,365	284,903	532,534
Balance, April 30, 2017	66,712	80,337	6,754	287,586	940,406	1,381,795
Acquired on acquisition of U-Protein	-	448,247	-	-	-	448,247
Additions	12,907	119,471	5,619	105,835	13,248	257,080
Foreign exchange	-	18,254	-	-	-	18,254
Balance, January 31, 2018	79,619	666,309	12,373	393,421	953,654	2,105,376
Accumulated Amortization:						
Balance, April 30, 2016	56,689	63,090	6,754	33,901	526,174	686,608
Amortization	2,731	4,333	-	8,537	35,008	50,609
Balance, April 30, 2017	59,420	67,423	6,754	42,438	561,182	737,217
Acquired on acquisition of U-Protein	-	232,086	-	-	-	232,086
Amortization	5,318	20,328	1,305	47,844	54,790	129,585
Foreign exchange	-	(34,112)	-	-	-	(34,112)
Balance, January 31, 2018	64,738	285,725	8,059	90,282	615,972	1,064,776
Net Book Value:						
April 30, 2017	7,292	12,914	-	245,148	379,224	644,578
January 31, 2018	14,881	380,584	4,314	303,139	337,682	1,040,600

The Company acquired \$1,784 of furniture and equipment on completion of the RTO.

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9. EXCHANGEABLE NOTE

On September 12, 2016, the Company entered into an exchangeable note for an aggregate sum of \$97,500. The exchangeable note bore interest at a rate of 5% per annum and was due and payable on September 12, 2017. The holder of the exchangeable note may exchange principal amount of the note for 650,000 units of the Company. Each unit was comprised of one common share of the Company and one share purchase warrant. Each share purchase warrant would be exercisable into one additional common share at a price of \$0.30 per share for a period of one year from the date of issuance of the warrants.

For accounting purposes, the exchangeable note was separated into liability and equity components. The fair value of the liability component was calculated as the discounted cash flows for the exchangeable note assuming a 15% effective interest rate which was the estimated rate for exchangeable notes without a conversion feature. On initial recognition, the Company bifurcated \$89,022 to the carrying value of the loan and \$8,478 to equity.

On March 17, 2017 the exchangeable note was converted into 650,000 units of the Company. On conversion date the Company had recorded interest and accretion of \$6,715.

10. SHARE CAPITAL

a) Authorized:

Unlimited common shares without par value.

b) Share capital transactions:

2017 transactions

Prior to completion of the RTO, 0496106 BC Ltd. had the following shares outstanding:

Issued	\$
1,000 Class D non-voting participating common shares without par value	10
1,000 Class E non-voting participating common shares without par value	10
500 Class F non-voting participating common shares without par value	5
280 Class G non-voting participating common shares without par value	207
400 Class H voting non-participating shares, redeemable at a price of \$0.01 per share	4
11,400 Class I preferred non-voting, non-cumulative redeemable retractable shares redeemable at a price of \$100 per share	96
	332

Prior to the completion of the RTO, 0496106 BC Ltd. declared dividends of \$180 per class F common share for total dividends of \$90,000. Upon completion of the RTO the original shares of 0496106 BC Ltd. were cancelled.

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On December 21, 2016, 13,275,639 common shares were deemed to be issued by 0496106 BC Ltd. as a result of the RTO (refer to Note 5). The fair value of the 13,275,639 common shares deemed issued (\$3,982,692) was estimated using a fair value of \$0.30 per share.

On December 21, 2016 the Company completed a private placement, issuing 14,377,500 common shares at \$0.30 per share for gross proceeds of \$4,313,250. The Company also issued 505,750 finders' shares and incurred \$153,913 of cash issue costs.

On March 17, 2017 the Company issued 650,000 units pursuant to the settlement of the exchangeable note (note 9). Each unit consisted of one common share of the Company and one share purchase warrant. Each share purchase warrant was exercisable into one additional common share of the Company at a price of \$0.30 per share and would expire on March 17, 2018.

The Company also issued 166,667 common shares to settle debt of \$25,000. The shares were fair valued at \$213,333 and therefore the Company recorded a loss on debt settlement of \$188,333 during the year ended April 30, 2017.

2018 Transactions

On August 16, 2017, the Company completed a non-brokered private placement, issuing 5,250,000 common shares at \$1.00 per share for gross proceeds of \$5,250,000. The Company issued 281,100 common shares valued at \$328,887 and paid a total of \$24,000 as finders' fees. The Company also incurred \$5,669 of cash issue costs.

On August 22, 2017, the Company issued 3,030,503 common shares pursuant to the acquisition of U-Protein. The fair value of the 3,030,503 common shares issued (\$3,485,078) was estimated using a fair value of \$1.15 per share.

During the nine months ended January 31, 2018, the Company issued 503,334 common shares pursuant to exercise of stock options for total gross proceeds of \$151,000. A value of \$114,304 was transferred from contributed surplus to share capital as a result.

c) Escrow

There are 6,511,780 common shares of the Company held in escrow as at January 31, 2018. Under the Escrow Agreement, the common shares held in escrow will be released from escrow as to 1,627,945 common shares on each of June 29, 2018, December 29, 2018, June 29, 2019 and December 29, 2019.

d) Options

The Company has an incentive Stock Option Plan ("the Plan") under which non-transferable options to purchase common shares of the Company may be granted to directors, officers, employees or service providers of the Company. The terms of the plan provide that the Directors have the right to grant options to acquire common shares of the Company at not less than the closing market price of the shares on the day preceding the grant at terms of up to five years. The maximum number of options outstanding under the Plan shall not result, at any time, in more than 10% of the issued and outstanding common shares.

On December 21, 2016, the Company granted 1,655,000 stock options, exercisable at \$0.30 per option, to officers, directors, employees and consultants of the Company. The options are subject to vesting conditions as follows: one-third 6 months after grant date; one-third 12 months after grant date and one-third 18 months after grant date. The fair value of these options was estimated to be \$375,839 using the Black-Scholes

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option pricing model and the following assumptions: dividend yield of 0%, expected volatility of 102%, a risk-free interest rate of 1.38%, and an expected life of 5 years.

On March 15 2017, the Company granted 305,000 stock options, exercisable at \$1.24 per option, to consultants and employees of the Company. The options are subject to vesting conditions as follows: one-third 6 months after grant date; one-third 12 months after grant date and one-third 18 months after grant date. 105,000 options expire on March 15, 2022 and the fair value of these options was estimated to be \$97,201 using the Black-Scholes option pricing model using the following assumptions: dividend yield of 0%, expected volatility of 100%, a risk-free interest rate of 1.55%, and an expected life of 5 years. 200,000 options expire on March 15, 2019 and the fair value of these options was estimated to be \$130,569 using the Black-Scholes option pricing model using the following assumptions: dividend yield of 0%, expected volatility of 100%, a risk-free interest rate of 1.25%, and an expected life of 2 years.

On September 18, 2017, the Company granted 2,140,000 stock options, exercisable at \$1.01 per option, to officers and employees of the Company. The options are subject to vesting conditions as follows: one-third 6 months after grant date; one-third 12 months after grant date and one-third 18 months after grant date. The fair value of these options was estimated to be \$2,124,459 using the Black-Scholes option pricing model and the following assumptions: dividend yield of 0%, expected volatility of 212%, a risk-free interest rate of 1.60%, and an expected life of 5 years.

On January 3, 2018, the Company granted 1,250,000 stock options, exercisable at \$0.65 per option, to officers and directors of the Company. The options are subject to vesting conditions as follows: one-third 6 months after grant date; one-third 12 months after grant date and one-third 18 months after grant date. The fair value of these options was estimated to be \$795,696 using the Black-Scholes option pricing model and the following assumptions: dividend yield of 0%, expected volatility of 206%, a risk-free interest rate of 1.60%, and an expected life of 5 years.

Expected volatility was based on the historical volatility of similar companies.

During the three and nine months ended January 31, 2018 the Company has recorded \$566,749 and \$1,080,319 (2017 - \$51,685 and \$51,685) of share based payments expense.

The changes in the stock options for the nine months ended January 31, 2018 and the year ended April 30, 2017 are as follows:

	Number of options #	Weighted average exercise price \$	Weighted average life remaining (years)
Balance, April 30, 2016	-	-	-
Granted	1,960,000	0.45	-
Balance, April 30, 2017	1,960,000	0.45	4.12
Granted	3,390,000	0.88	-
Exercised	(503,334)	0.30	-
Forfeited	(603,333)	1.04	-
Balance, January 31, 2018	4,243,333	0.72	4.35
Unvested	(3,408,333)	0.81	4.52
Exercisable, January 31, 2018	835,000	0.38	3.67

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Details of the options outstanding as at January 31, 2018 are as follows:

Expiry Date	Exercise price \$	Remaining life (year)	Options outstanding	Unvested	Vested
March 15, 2019	1.24	1.12	200,000	133,334	66,666
December 20, 2021	0.30	3.89	1,148,333	381,666	766,667
March 15, 2022	1.24	4.12	5,000	3,333	1,667
September 18, 2022	1.01	4.63	1,640,000	1,640,000	-
January 3, 2023	0.65	4.93	1,250,000	1,250,000	-
	0.72	4.35	4,243,333	3,408,333	835,000

e) Warrants

As at January 31, 2018 the Company had 650,000 warrants outstanding. The warrants had an exercise price of \$0.30 per share and were exercised subsequent to January 31, 2018.

11. RELATED PARTY TRANSACTIONS

Key management compensation:

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company. Key management consists of Thomas D'Orazio, former President and Chief Executive Officer, Robert Beecroft, former Interim Chief Executive Officer, Dr. Jennifer Bath, President and Chief Executive Officer, Natasha Tsai, Chief Financial Officer, Reginald Beniac, Chief Operating Officer, and Directors of the Company. The compensation for key management is as follows:

	Three months ended January 31,		Nine months ended January 31,	
	2018	2017	2018	2017
	\$	\$	\$	\$
Consulting fees	6,292	-	43,286	-
Management fees	45,407	-	84,540	-
Professional fees	13,773	-	43,881	-
Salaries and other short-term benefits	95,028	141,942	287,857	315,618
Share-based payments	174,923	38,100	300,478	38,100
	335,423	180,042	760,042	353,718

At January 31, 2018, included in accounts payable and accrued liabilities is \$1,263 (April 30, 2017 - \$14,036) due to related parties.

During the three and nine months ended January 31, 2018 and 2017, the spouse of a Director provided administrative services for \$15,820 and \$41,296 (2017 – \$12,580 and \$33,413).

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12. COMMITMENTS

During the year ended April 30, 2017, the Company extended its existing operation lease agreements for rental of office and laboratory space in Victoria, BC, Canada to include one additional office space and for an additional term of 5 years. The new lease agreement commenced January 1, 2017 and terminates on December 31, 2021. The new lease is in the amount of \$12,553 per month for all three spaces from January 1, 2017 to April 30, 2018 and \$13,543 per month from May 1, 2018 to December 31, 2021. The Company also has two operating leases for laboratory equipment with commitments to August 2018. The minimum annual payments under these leases, excluding operating costs, are as follows:

	\$
2018	37,658
2019	162,518
2020	162,518
2021	162,518
2022	108,345
	633,557

For the Company's rental of office and laboratory space in Utrecht, Netherlands, the current lease commenced on January 1, 2017 and terminates on December 31, 2019. Annual minimum lease payments are as follows:

	€
2018	30,200
2019	124,741
2020	88,415
	243,356

13. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to ensure sufficient liquidity for operations and adequate funding for growth and capital expenditures while maintaining an efficient balance between debt and equity. The capital structure of the Company consists of credit facilities and shareholders' equity.

The Company makes adjustments to its capital structure upon approval from its Board of Directors, in light of economic conditions and the Company's working capital requirements. There were no changes in the Company's approach to capital management during the year. The Company is not subject to any externally imposed capital requirements.

14. SEGMENTED INFORMATION AND ECONOMIC DEPENDENCE

At January 31, 2018 and April 30, 2017, the Company has one reportable segment, being antibody production and related services.

During the nine months ended January 31, 2018, the Company had sales to one (2017 - four) customer who in aggregate accounted for 24% (2017 – 53%) of revenue.

The Company's revenues are allocated to geographic segments for the three and nine months ended January 31, 2018 and 2017 as follows:

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	Three months ended January 31,		Nine months ended January 31,	
	2018	2017	2018	2017
	\$	\$	\$	\$
United States of America	519,138	382,647	1,449,735	1,769,174
Canada	295,765	128,188	597,746	266,893
Netherlands	908,405	-	1,583,146	-
	1,723,308	510,835	3,630,627	2,036,067

Geographic segmentation of the Company's loss is as follows:

	Three months ended January 31,		Nine months ended January 31,	
	2018	2017	2018	2017
	\$	\$	\$	\$
North America	(1,818,023)	(4,437,261)	(3,952,352)	(4,187,158)
Netherlands	606,432	-	979,677	-
	(1,211,591)	(4,437,261)	(2,972,675)	(4,187,158)

15. PROPOSED ACQUISITIONS

Acquisition of Crossbeta

On December 22, 2017, the Company announced that it has signed a binding letter of intent with Crossbeta Biosciences B.V. ("Crossbeta") whereby the Company has agreed to acquire all of the issued and outstanding shares of Crossbeta for €8,500,000 by either (A) the issuance of common shares of the Company, or (B) the issuance of convertible notes that bear interest at a rate of 6% per annum (the "Notes") on closing of the transaction. The Notes will be convertible, at the option of the holder, into cash or shares of the Company in increments of 25% of their total value at 6, 18, 30 and 36 months after the date of closing. Notwithstanding the foregoing, the Company can repay the notes with cash at any time.

The letter of intent also sets forth the Company's commitment to fund Crossbeta, after being acquired by the Company, for a total of €15,000,000 (CAD\$22,650,000) as follows: (A) €800,000 (CAD\$1,208,000) on closing of the transaction, (B) €5,000,000 (CAD\$7,550,000) upon commencement of preclinical trials, and (C) €9,200,000 (CAD\$13,892,000) upon commencement of human clinical trials. The Company will also commit up to €800,000 (CAD\$1,208,000) for gene therapy for the shark antibody.

Completion of the transaction with Crossbeta is subject to a number of conditions, including but not limited to, completion of due diligence, negotiation of definitive agreements in respect of such a transaction, the availability of financing on terms acceptable to the Company, and receipt of any required regulatory and shareholder approvals.

Acquisition of Preclinics

On December 28, 2017, the Company announced that it has signed a binding letter of intent with Preclinics GmbH ("Preclinics") whereby the Company has agreed to acquire all of the issued and outstanding shares of Preclinics for €2,300,000 with 35% payable in cash and the remainder through the issuance of shares of the Company and an additional €750,000 payable based on continued profitability over 3 years with €250,000 paid in year one, €250,000 in year two and €250,000 in year three at the option of the Preclinics shareholders to receive payment in cash or equity.

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Completion of the transaction with Preclinics is subject to a number of conditions, including but not limited to, completion of due diligence, negotiation of definitive agreements in respect of such a transaction, the availability of financing on terms acceptable to the Company, and receipt of any required regulatory and shareholder approvals.

16. SUBSEQUENT EVENTS

Acquisition of ModiQuest

On March 16, 2018, the Company announced that it has entered into the definitive share purchase agreement (the "Definitive Agreement") to acquire all of the issued and outstanding shares of ModiQuest Research B.V. ("ModiQuest") and Immulease B.V. ("Immulease") for €7,000,000 on terms as follows:

- €2,500,000 (CAD\$4,025,000) will be paid in cash on closing;
- 6,600,399 common shares of the Company will be issued on closing; and
- €2,000,000 (CAD\$3,220,000) in deferred payments over a three-year period. The deferred payments will be made in three equal installments of cash and equity totaling €666,666 (CAD\$1,073,332) 60 days after ModiQuest's next three fiscal year ends following closing of the transaction and will be prorated if the EBITDA of ModiQuest fails to equal the average EBITDA from the previous two years.

Closing of the acquisition is subject to final acceptance of the transaction by the Exchange and satisfaction of the conditions set forth in the Definitive Agreement.

Debentures Offering

On March 16, 2018, the Company also announced it will complete a debenture (the "Debentures") financing in the principal amount of up to \$4,100,000 (the "Offering"). The Debentures will be unsecured, bear interest at a rate of 10% per annum, payable semi-annually, and be due eighteen months from the date of issue. Further, the Debentures will not be convertible into common shares of the Company. Under the Offering, a holder of a Debenture will receive 37,500 detachable share purchase warrants (the "Warrants") for every \$25,000 of Debentures subscribed for by the holder. The Warrants will be exercisable at \$0.70 per share for a period of four years from the date of issue.