Aequus Pharmaceuticals Inc.

Condensed Interim Financial Statements

For the three and six months ended June 30, 2015 and 2014

(Unaudited – expressed in Canadian dollars)

NOTICE TO READER

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

The accompanying unaudited condensed interim financial statements of Aequus Pharmaceuticals Inc. (the “Company”) have been prepared by and are the responsibility of management. These condensed interim financial statements for the three and six months ended June 30, 2015 and 2014 have not been reviewed or audited by the Company’s independent auditors. All amounts are stated in Canadian Dollars.

Aequus Pharmaceuticals Inc.
Condensed Interim Statements of Financial Position
(Unaudited - Expressed in Canadian dollars)

	Note	June 30, 2015 $	December 31, 2014 $
ASSETS			
Current			
Cash and cash equivalents		1,339,948	3,576,071
Amounts receivable		61,311	75,340
Prepaid expenses and other		111,709	9,250
		1,512,968	**3,660,661**
Property and equipment		6,779	5,243
Total assets		**1,519,747**	**3,665,904**
LIABILITIES AND SHAREHOLDERS' EQUITY			
LIABILITIES			
Current			
Accounts payable and accrued liabilities	6	467,912	744,507
Total liabilities		**467,912**	**744,507**
SHAREHOLDERS' EQUITY			
Share capital			
Issued and outstanding:			
Common shares	5 [a]	5,693,670	2,029,127
Special warrants	5 [a]	—	3,599,524
Contributed surplus		1,667,789	1,333,221
Deficit		(6,309,624)	(4,040,475)
Total shareholders' equity		**1,051,835**	**2,921,397**
Total liabilities and shareholders' equity		**1,519,747**	**3,665,904**

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

Going Concern and Uncertainty [Note 1]
Commitments and Contingencies [Note 7]
Subsequent Events [Note 10]

These financial statements were approved for issue by the Board of Directors on August 28, 2015 and signed on its behalf by:

/s/ Douglas G. Janzen
Director

/s/ Fotios Plakogiannis
Director

Aequus Pharmaceuticals Inc.

Condensed Interim Statements of Loss and Comprehensive Loss

(Unaudited - Expressed in Canadian dollars)

	Note	Three Months Ended June 30, 2015	Three Months Ended June 30, 2014	Six Months Ended June 30, 2015	Six Months Ended June 30, 2014
		$	$	$	$
Expenses					
Research and development					
Patent expenses		20,025	6,845	42,102	15,802
Consulting and management fees	6	115,639	43,941	206,423	77,066
Share-based payments	5[d] and 6	12,296	15,042	24,591	30,082
Subcontract costs		442,440	113,863	688,198	169,173
Travel and accommodation		15,872	6,187	24,544	6,513
		606,272	185,878	985,858	298,636
General administration					
Advertising and promotion		26,612	3,861	44,386	8,209
Consulting and management fees	6	128,050	58,557	300,150	125,700
Depreciation		367	374	741	749
Legal and professional fees		53,842	84,306	194,836	110,063
Office and other		48,501	24,820	76,836	58,346
Regulatory, transfer agent and listing fees		150,420	—	229,789	—
Salaries and benefits		30,051	—	41,587	—
Share-based payments	5[d] and 6	79,183	18,091	339,996	36,182
Travel and accommodation		31,289	4,155	54,126	8,220
		548,315	194,164	1,282,447	347,469
Loss before other income		**1,154,587**	**380,042**	**2,268,305**	**646,105**
Other income (loss)					
Government grant		4,450	21,500	4,450	21,500
Foreign exchange gain (loss) and other		7,217	(7,508)	(5,294)	(1,079)
		11,667	**13,992**	**(844)**	**20,421**
Net loss and comprehensive loss		**1,142,920**	**366,050**	**2,269,149**	**625,684**
Basic and diluted loss per common share		**(0.03)**	**(0.01)**	**(0.07)**	**(0.03)**

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

Aequus Pharmaceuticals Inc.

Condensed Interim Statements of Changes in Shareholders' Equity

(Unaudited - Expressed in Canadian dollars)

	Common Shares		Special Warrants		Subscriptions Received	Contributed Surplus	Deficit	Total
	Number	$	Number	$	$	$	$	$
Balance, December 31, 2013	**24,367,606**	**1,195,281**	**—**	**—**	**—**	**714,590**	**(1,629,276)**	**280,595**
Issued for cash pursuant to exercise of warrants	586,961	322,828	—	—	—	—	—	322,828
Subscriptions received	—	—	—	—	216,667	—	—	216,667
Share-based payments	—	—	—	—	—	66,264	—	66,264
Net loss for the period	—	—	—	—	—	—	(625,684)	(625,684)
Balance, June 30, 2014	**24,954,567**	**1,518,109**	—	—	216,667	**780,854**	**(2,254,960)**	**260,670**
Issued for cash pursuant to private placements	1,020,780	511,018	8,044,301	3,599,524	(216,667)	122,963	—	4,016,838
Share-based payments	—	—	—	—	—	429,404	—	429,404
Net loss for the period	—	—	—	—	—	—	(1,785,515)	(1,785,515)
Balance, December 31, 2014	**25,975,347**	**2,029,127**	**8,044,301**	**3,599,524**	—	**1,333,221**	**(4,040,475)**	**2,921,397**
Deemed exercise of special warrants	7,618,780	3,599,524	(8,044,301)	(3,599,524)	—	—	—	—
Issued for cash pursuant to exercise of options	100,000	65,019	—	—	—	(30,019)	—	35,000
Share-based payments	—	—	—	—	—	364,587	—	364,587
Net loss for the period	—	—	—	—	—	—	(2,269,149)	(2,269,149)
Balance, June 30, 2015	**33,694,127**	**5,693,670**	—	—	—	**1,667,789**	**(6,309,624)**	**1,051,835**

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

Aequus Pharmaceuticals Inc.
Condensed Interim Statements of Cash Flows
(Unaudited - Expressed in Canadian dollars)

	Note	Six Months Ended June 30, 2015	Six Months Ended June 30, 2014
		$	$
OPERATING ACTIVITIES			
Net loss for the period		(2,269,149)	(625,684)
Add items not affecting cash:			
Depreciation of property and equipment		741	749
Loss from sale of fixed assets		919	—
Share-based payments	5[d]	364,587	66,264
		(1,902,902)	(558,671)
Changes in non-cash working capital items relating to operations:			
Amounts receivable		14,029	(9,005)
Prepaid expenses and other		(102,459)	(10,844)
Accounts payable and accrued liabilities		(276,595)	22,767
Cash used in operating activities		**(2,267,927)**	**(555,753)**
INVESTING ACTIVITIES			
Purchase of property and equipment		(4,211)	—
Proceeds from sale of property and equipment		1,015	—
Cash used in investing activities		**(3,196)**	—
FINANCING ACTIVITIES			
Issuance of common shares, net of issuance costs		35,000	322,828
Subscriptions received		—	216,667
Cash provided by financing activities		**35,000**	**539,495**
Decrease in cash and cash equivalents		**(2,236,123)**	**(16,258)**
Cash and cash equivalents, beginning of the period		3,576,071	311,732
Cash and cash equivalents, end of the period		**1,339,948**	**295,474**
Cash and cash equivalent consists of:			
Cash		183,889	283,850
Demand deposits		1,156,059	11,624
		1,339,948	**295,474**

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Business Description

Aequus Pharmaceuticals Inc. (the "**Company**") was incorporated under the *Business Corporations Act* (British Columbia) on January 3, 2013. The Company is a speciality pharmaceutical company focused on enhancing delivery methods for approved drugs and consumer products that are limited by non-compliance, high frequency dosing, first-pass metabolism side effects, painful injections, or where the commercial presentation can be improved by making a long acting alternative available.

The Company's registered and records office is located at Suite 2600, 595 Burrard Street, Vancouver, British Columbia, Canada V7X 1L3 and its head office is located at Suite 2820, 200 Granville Street, Vancouver, British Columbia, Canada, V6C 1S4.

Going Concern and Uncertainty

These condensed interim financial statements (the "**Financial Statements**") have been prepared under the assumption that the Company will continue as a going concern. The going concern basis of presentation assumes that the Company will be able to meet its obligations and continue its operations for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business. Realization values may be substantially different from the carrying values as shown, and these Financial Statements do not give effect to adjustments that would be necessary to the carrying values and classifications of assets and liabilities should the Company be unable to continue as a going concern.

The Company has incurred losses and negative operating cash flows since its inception. As of June 30, 2015, the Company has accumulated a deficit of $6,309,624 (December 31, 2014 - $4,040,475) and working capital of $1,045,056 (December 31, 2014 - $2,916,154). Given its current working capital, the Company may not be able to meet its financial obligations and sustain its operations in the normal course of business, all of which cast substantial doubt about the Company's ability to continue as a going concern.

The Company's ability to continue as a going concern depends on its ability to obtain additional equity financing and to generate operational cash flow from its newly acquired business of TeOra Health Ltd. ("**TeOra**"). On July 28, 2015, the Company completed its acquisition of TeOra, a privately held Canadian specialty pharmaceutical company (the "**Acquisition**"). The Acquisition provided the Company with sales and marketing capabilities, and a right to promote and market a branded generic ophthalmology product within Canada. The Company expects launch of this branded generic product in Canada by end of 2015. The Company's longer term business strategy for internal operation cash flow is to successfully develop its product pipeline for partnering revenue or commercialization profits.

The Company has funded its operations primarily by common shares and warrants issuances. While the Company has been successful in raising sufficient funding in the past, there can be no assurance it will be able to do so in the future. The Company plans to raise capital through equity financing in the near term to bridge its working capital requirements to product sales and to finance its product development. If the Company fails to execute its business and financing plans, and is unable to continue as a going concern, significant adjustments would be required to the carrying values of the assets and liabilities, reported expenses and balance sheet classifications of these Financial Statements.

2. BASIS OF PRESENTATION

[a] Statement of compliance

These Financial Statements have been prepared in accordance with International Accounting Standard ("**IAS**") 34 "Interim Financial Reporting". They do not include all of the information required for full annual financial statements and should be read in conjunction with the Company's audited annual financial statements for the fiscal year ended December 31, 2014, which have been prepared with International Financial Reporting Standards ("**IFRS**").

These Financial Statements were approved by the Company's Board of Directors on August 28, 2015.

[b] Basis of measurement

These Financial Statements have been prepared on a historical cost basis, except for the revaluation of certain financial assets and financial liabilities to fair value.

[c] Functional and foreign currency

These Financial Statements are presented in Canadian dollars, which is the Company's functional currency. Foreign currency transactions are translated into Canadian dollars using the exchange rates at the date of the transactions. Foreign exchange gains or losses resulting from the settlement of transactions and from the translation at year-end rate of monetary assets and liabilities denominated in foreign currencies are recognized in net income or loss.

[d] Significant accounting estimates and judgments

The preparation of these Financial Statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These Financial Statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Company reviews its estimates and underlying assumptions on an ongoing basis.

2. BASIS OF PRESENTATION (CONTINUED)

[d] Significant accounting estimates and judgments (continued)

Critical Judgments

The following are critical judgments that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the Financial Statements:

i. Research costs are recognized as an expense when incurred but development costs may be capitalized as intangible assets if certain conditions are met as described in IAS 38, *Intangible Assets*. Management has determined that development costs do not meet the conditions for capitalization under IAS 38 and all research and development costs have been expensed.

ii. Management is required to assess the functional currency of the Company. In concluding that the Canadian dollar is the functional currency of the Company, management considered the currency that mainly influences the operating expenditures in the jurisdiction in which the Company operates.

iii. The determination of categories of financial assets and financial liabilities has been identified as an accounting policy which involves judgments or assessments made by management.

Estimation Uncertainty

The following are key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the current and next fiscal financial years:

i. The Company uses the Black-Scholes option pricing model method to account for share-based payments and warrants. This pricing model requires management to make assumptions and estimates including future volatility of share price, expected yield and expected risk-free interest rate. Given their inherently uncertain nature, any changes in these assumptions and estimates will affect the fair value of share-based payments and warrants.

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

iii. The fair value of accrued liabilities at the time of initial recognition is made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors.

3. SIGNIFICANT ACCOUNTING POLICIES

These Financial Statements have been prepared on the basis of accounting policies and methods of computation consistent with those applied in the Company's audited annual financial statement for the fiscal year ended December 31, 2014. There were no changes in accounting policies during the periods ended June 30, 2015.

4. RECENT ACCOUNTING PRONOUNCEMENTS

New Standards Recently Adopted

The Company has not adopted any new standards The Company has adopted the following new accounting standards and interpretations effective January 1, 2015. These changes were made in accordance with the applicable transitional provisions and had no impact on its Interim Financial Statements.

- **IFRS 2** – *Share-based Payment (Amendment)* **-** This new standard provides revised definition for "vesting conditions" and "market condition" related to share based payment. The standard is effective for annual periods beginning on or after July 1, 2014.

- **IAS 24 –** *Related Party Disclosures (Amendment)* **-** This new standard provides new definition for "related party" which encompasses key management personnel. The standard is effective for annual periods beginning on or after July 1, 2014.

New Standards Not Yet Effective

The following is an overview of new accounting standards that the Company will be required to adopt in future years. The Company does not expect to adopt any of these standards before their effective dates. The Company continues to evaluate the impact of these standards on its financial statements.

- **IFRS 9 -** *Financial Instruments* **-** This standard provides added guidance on the classification and measurement of financial liabilities. The standard is effective for annual periods beginning on or after January 1, 2018.

- **IFRS 15 -** *Revenue from Contacts with Customers* – The standard covers principles for reporting about the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. IFRS 15 is effective for annual periods beginning or after January 1, 2018.

- **IAS 38 –** *Intangible Assets (Amendment)* – This new standard provides guidance on revaluation methods for intangible assets. The standard is effective for annual periods beginning on or after January 1, 2016.

The Company is currently assessing the impact of adoption of these new standards.

(Unaudited - expressed in Canadian dollars)

5. SHARE CAPITAL

[a] Common shares

	Number of Shares	Amount $
Authorized		
Unlimited number of common shares without par value		
Unlimited number of Class A preferred shares without par value		
Issued and Outstanding		
Balance, December 31, 2013	**24,367,606**	**1,195,281**
Issued for cash pursuant to exercise of warrants *[note 5 [a] (i)]*	586,961	322,828
Balance, June 30, 2014	**24,954,567**	**1,518,109**
Issued for cash pursuant to a private placement *[note 5 [a] (ii)]*	415,780	192,270
Issued for cash pursuant to a private placement *[note 5 [a] (iii)]*	605,000	318,748
Balance, December 31, 2014	**25,975,347**	**2,029,127**
Issued for cash pursuant to a private placement *[note 5 [a] (iv)]*	7,618,780	3,599,524
Issued for cash pursuant to exercise of options	100,000	65,019
Balance, June 30, 2015	**33,694,127**	**5,693,670**

(i) On March 6, 2014, the Company provided notices to its common share warrant holders that it would enter into a development and manufacturing agreement. As a result, the expiry date of the common share purchase warrants was accelerated to July 4, 2014 pursuant to the terms of the private placements closed in June and September 2013. Concurrently, warrant holders were given offers until April 11, 2014 for early exercise. The offered terms were a lower exercise price of $0.55 instead of $0.65 per common share, and the right to transfer the warrant in exchange for an earlier expiry date of May 5, 2014 (the "**Offer**").

Warrant holders of 817,857 warrants accepted the Offers resulting in 586,961 warrants being exercised into common shares and 230,896 warrants expiring on May 5, 2014. The remaining 1,862,999 common share purchase warrants expired unexercised on July 4, 2014.

Of the 586,961 warrants exercised into common shares, 10,000 warrants were exercised in the three months ended March 31, 2014 and the remaining 576,961 were exercised during the period from April 1, 2014 to July 4, 2014.

(ii) On July 11, 2014, the Company closed a private placement of common shares. The Company issued 415,780 common shares at a price of $0.55 per common share for total gross proceeds of $228,680. The Company incurred $36,410 in other share issuance costs. The Company subsequently entered into amending agreements with the investors of this financing and issued 207,890 common share purchase warrants to the investors. Each such warrant is exercisable to acquire one common share in the capital of the Company at an exercise price of $0.75 per warrant for a period of 24 months following the date of issuance of such warrant, subject to adjustment in certain circumstances and the Company's right to accelerate the exercise period of such warrants upon meeting certain conditions.

5. SHARE CAPITAL (CONTINUED)

(iii) On December 17, 2014, the Company issued an aggregate of 605,000 units at a price of $0.55 per unit for aggregate gross proceeds of $332,750. Each unit consists of one common share and one half of one common share purchase warrant of the Company. Each whole common share purchase warrant warrant is exercisable into one common share of the Company at $0.75 per such warrant until December 17, 2016. The Company has a right to accelerate the exercise period of the warrants upon meeting certain conditions.

This is a follow-on financing to the Offering defined herein. As such, the Company has allocated a pro-rata share of the professional fees and other related financing costs in connection to the Offering to this financing. The Company incurred $14,002 in issuance costs which are comprised of $1,485 cash commissions and $12,517 of professional fees and other related financing costs.

(iv) On November 20, 2014, the Company closed a brokered private placement offering and a non-brokered private placement offering of special warrants (collectively the "**Offering**"). Cormark Securities Inc. and Clarus Securities Inc. acted as co-lead agents in the brokered private placement offering for a syndicate of agents that also included Wolverton Securities Ltd. and PI Financial Corp. (collectively the "**Agents**").

In connection with the Offering, the Company issued a total of 7,618,780 special warrants at a price of $0.55 per special warrant for total gross proceeds of $4,190,329 and agreed to file a final long form prospectus with securities regulators in British Columbia, Alberta, Manitoba and Ontario. The Company obtained a receipt (the "**Receipt**") for its final long form prospectus on February 19, 2015 and listed its common shares on the TSX Venture Exchange on March 17, 2015. As a result of the Receipt, all 7,618,780 special warrants were deemed exercised on February 25, 2015. These securities converted into 7,618,780 common shares and 3,809,388 common share purchase warrants (the "**Warrants**"). Each Warrant is exercisable into one common share in the capital of the Company at a price of $0.75 per Warrant until November 20, 2016. The Company has a right to accelerate the exercise period of such warrants upon meeting certain conditions.

In connection to the Offering, the Company incurred $248,270 cash commissions and issued 425,521 agents' special warrants valued at $122,963. These agents' special warrants were deemed exercised into 425,521 agents' warrants (the "**Agents' Warrants**") at no additional consideration on February 25, 2015. Each Agents' Warrant entitles the holder to acquire one unit consisting of one common share in the capital of the Company and one-half of one common share purchase warrant at an exercise price of $0.55 per Agents' Warrant until November 20, 2016. Each whole warrant entitles the holder to acquire an additional common share at a purchase price of $0.75 per warrant for a period of 24 months following the date of the Agents' warrant. The Company has a right to accelerate the exercise period of such warrants upon meeting certain conditions. The Company has allocated $219,572 of professional fees and other related financing costs to this Offering and recorded a total issuance cost of $590,805 including cash commissions.

(Unaudited - expressed in Canadian dollars)

5. SHARE CAPITAL (CONTINUED)

[c] Common share purchase warrants

Common share purchase warrant transactions and the number of common share purchase warrants outstanding are summarized below:

	Number	Weighted Average Exercise Price $
Balance, December 31, 2013	**2,680,856**	**0.65**
Exercised	(586,961)	0.65
Expired	(2,093,895)	0.65
Balance, June 30, 2014	**—**	**—**
Issued	510,390	0.75
Balance, December 31, 2014	**510,390**	**0.75**
Issued	3,809,388	0.75
Balance, June 30, 2015	**4,319,778**	**0.75**

Date of Expiry	Number	Exercise Price $
December 17, 2016	487,663	0.75
December 23, 2016	22,727	0.75
November 20, 2016	3,809,388	0.75
	4,319,778	**0.75**

[c] Agents' warrants

In connection with the Offering, the Company issued 425,521 Agents' Warrants and the number of Agents' Warrants outstanding is summarized below:

	Number	Weighted Average Exercise Price $
Balance, December 31, 2013 and June 30, 2014, and December 31, 2014	—	—
Issued	425,521	0.55
Balance, June 30, 2015	**425,521**	**0.55**

Each Agents' Warrant entitles the holder to acquire one unit consisting of one common share in the capital of the Company and one-half of one common share purchase warrant at an exercise price of $0.55 per Agents' Warrant until November 20, 2016. Each whole warrant entitles the holder to acquire an additional common share at a purchase price of $0.75 per warrant for a period of 24 months following the date of the Agents' warrant.

(Unaudited - expressed in Canadian dollars)

5. SHARE CAPITAL (CONTINUED)

[d] Stock options

On December 10, 2014, the Company adopted a stock option plan (the "**Stock Option Plan**", as amended February 4, 2015 and August 10, 2015) providing the granting of options to employees, officers, directors, consultants and scientific advisory board members. The maximum number of common shares that are issuable under the Stock Option Plan is an aggregate of 10% of the issued and outstanding common shares, calculated as at the award date of the options. The maximum number of common shares that may be optioned in favour of any single individual will not exceed 5% of the issued and outstanding common shares at the date of grant. The maximum number of common shares that may be optioned in favour of directors and senior officers under the Stock Option Plan is 10% of the issued and outstanding common shares at the date of grant. The options can be granted for a maximum term of 10 years.

During the six months ended June 30, 2015 and 2014, the Company recorded share-based payments of $364,587 and $66,264, respectively. The following weighted-average assumptions were used to estimate fair values of share options granted during the six months ended June 30, 2015; and there were no options granted during the six months ended June 30, 2014.

	2015	**2014**
Risk-free interest rate	1.02%	—
Estimated annualized volatility based on comparable companies	100%	—
Expected life	8.00 years	—
Expected dividend yield	0%	—
Exercise price	$0.55	—
Fair value	$0.47	—
Share price	$0.55	—

Stock option transactions and the number of stock options outstanding are summarized below:

	Number	**Weighted Average Exercise Price** $
Balance, December 31, 2013 and June 30, 2014	**1,369,735**	**0.27**
Amendment [(i)]	674,602	0.35
Granted	553,000	0.55
Balance, December 31, 2014	**2,597,337**	**0.35**
Granted	750,000	0.55
Exercised	(100,000)	0.35
Balance, June 30, 2015	**3,247,337**	**0.40**

(i) In November 2014, the Company amended certain terms of the stock options previously granted in May 2013. The amendments include changing the right to acquire additional common shares, from 449,735 to 1,124,337 common shares, and increasing the exercisable price from $0.10 to $0.25 per common shares. All other terms remained unchanged.

(Unaudited - expressed in Canadian dollars)

5. SHARE CAPITAL (CONTINUED)

[d] Stock options (continued)

Date of Expiry	Exercise Price	Number of Options Outstanding	Number of Options Exercisable
May 31, 2020	$0.25	1,124,337	843,253
December 12, 2021	$0.35	820,000	422,500
December 1, 2022	$0.55	203,000	89,000
December 18, 2022	$0.55	350,000	175,000
March 6, 2023	$0.55	750,000	432,500
Balance, June 30, 2015	**$0.40**	**3,247,337**	**1,962,253**

As of June 30, 2015, the weighted average remaining life for outstanding options was 6.4 years (December 31, 2014 – 6.5 years).

6. RELATED PARTY DISCLOSURE

[a] Transactions with related parties

Related parties include members of the Board of Directors and officers of the Company, and enterprises controlled by these individuals. The following fees and expenses were incurred in the normal course of business:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
	$	$	$	$
Management fees(i)(ii)	121,000	30,000	262,000	70,000
Consulting fees(iii)	75,739	24,000	161,473	48,000
Subcontract research and licensing fees(iv)	86,111	107,863	159,565	163,173
	282,850	**161,863**	**583,038**	**281,173**

(i) Effective September 1, 2014, the Company entered into a management services agreement with Northview Ventures and Associates General Partners ("**Northview**"), Doug Janzen, and Anne Stevens (the "**Services Agreement**"). Mr. Janzen is Chairman, President, and Chief Executive Officer and Miss. Stevens is Secretary and Chief Operating Officer. Pursuant to the Service Agreement, Mr. Janzen, Miss. Stevens and other employees of Northview, direct and manage the affairs and the day-to-day operations of the Company at a monthly rate of $27,000. Northview is entitled to incentive bonuses upon the satisfaction of specified milestones. Management fee is allocated to research and development and general and administration based on Mr. Janzen and Ms. Steven's time involvement in the respective activities. During the six months ended June 30, 2015, Northview received $40,000 and $60,000 for completing a multi-product collaboration deal with Corium and listing on the TSX Venture Exchange, respectively.

As of June 30, 2015, the Company included in its accounts payable and accrued liabilities $34,242 (December 31, 2014 – $28,350) and amounts receivable $9,884 due to and from Northview, respectively. The amounts receivable were related to sublet office rental and other related charges.

6. RELATED PARTY DISCLOSURE (CONTINUED)

[a] Transactions with related parties (continued)

(ii) In the preceding year, the Company had a consultancy arrangement with Mr. Janzen for his management services at a monthly rate of $10,000. This arrangement was replaced by the Service Agreement on September 1, 2014.

(iii) Consulting fees include fees paid to other officers and directors detailed as follows:

(a) On December 1, 2014, the Company entered into a consulting services agreement with KeenVision Consulting Inc. ("**KeenVision**") and Christina Yip (the "Consulting Agreement"). Ms. Yip is the Acting Chief Financial Officer of the Company. Pursuant to the Consulting Agreement with a term expiring on November 30, 2016, Ms. Yip and other personnel of KeenVision provide financial services normally assumed by the Chief Financial Officer and Controller of a publicly listed company. KeenVision is compensated at a monthly rate of $8,000 and is entitled to incentive bonuses upon the satisfaction of specified milestones. During the six months ended June 30, 2015, KeenVision received a payment of $12,500 for listing on the TSX Venture Exchange.

As of June 30, 2015, the Company has included in its accounts payable and accrued liabilities $549 (December 31, 2014 – $8,400) due to KeenVision.

(b) The Company entered into a consulting service agreement with Dr. Don McAfee who serves as the Acting Chief Scientific Officer of the Company. Pursuant to the Consulting Agreement which expired on April 22, 2015, Dr. McAfee was compensated at a daily rate of US$1,000. The Company is in discussion with Dr. McAfee to extend his consulting contract. During the six months ended June 30, 2015, Dr. McAfee charged a total consulting fee of $49,234.

As of June 30, 2015, the Company has included in its accounts payable and accrued liabilities $57,459 (December 31, 2014 – $33,778) due to Dr. McAfee.

(c) In the preceding year, the Company paid consulting fees to Peter Wilson and K. Charlie Perperidis, at a monthly rate of $4,000 each pursuant to their consulting agreements with them. Mr. Wilson and Mr. Perperidis ceased to be directors of the Company in October 2014.

(Unaudited - expressed in Canadian dollars)

6. RELATED PARTY DISCLOSURE (CONTINUED)

[a] Transactions with related parties (continued)

(iv) On July 30, 2013, the Company and Transdermal Pharma Research Laboratories LLC ("**TRPL**"), entered into a licensing agreement. TRPL is controlled by Dr. Fotios Plakogiannis and Dr. Rodoula Plakogiannis, the current directors of the Company. Pursuant to the licensing agreement, and subsequent amendments dated June 1, 2014 and March 11, 2015, the Company obtains an exclusive worldwide right to a novel transdermal formulation of aripiprazole for all uses. The Company paid TRPL $310,790 of licensing fees and other associated costs and fulfilled all of its obligations under the licensing agreement in 2013.

On August 1, 2013, the Company and TRPL further entered into a research service contract to cover formulation work in connection with the aripiprazole formulation and other pipeline programs as directed by the Company. Pursuant to the terms of this research service contract expiring on June 30, 2015, the Company compensates TRPL for research work requested and pre-approved by the Company in exchange for the right to acquire an exclusive worldwide right to any intellectual property arising from or related to the research work. There is no fixed financial commitment under this research service contract.

The Company incurred subcontract research and licensing fees of $159,565 and $163,173 during six months ended June 30, 2015 and 2014, respectively. As of June 30, 2015, the Company included in its accounts payable and accrued liabilities $Nil (December 31, 2014 – $57,363) due to TRPL.

[b] Key management compensation

Key management includes members of the Board of Directors and executive officers of the Company. Compensation awarded to key management is listed below:

	Three Months Ended June 30,		**Six Months Ended June 30,**	
	2015	**2014**	**2015**	**2014**
	$	**$**	**$**	**$**
Management fees	121,000	30,000	262,000	70,000
Consulting fees	75,739	24,000	161,473	48,000
Share-based payments	83,161	15,479	347,952	30,958
	279,900	**69,479**	**771,425**	**148,958**

7. COMMITMENTS AND CONTINGENCIES

[a] Operating Lease

On January 1, 2014, the Company entered into an office sharing agreement for its Vancouver head office at Dunsmuir Street. This office sharing agreement has a term until March 31, 2018. Pursuant to this agreement, the Company is obligated to pay a minimum monthly rent of $9,048 and has a right to terminate the office arrangement with a 90-day written notice after January 1, 2015. The Company exercised its right and terminated the office sharing agreement on February 10, 2015.

On April 9, 2015, the Company entered into a sublease agreement for its new Vancouver head office premise expiring on November 30, 2018 and made a prepaid rent and security deposit of $62,192. Pursuant to this agreement, the Company is obligated to pay minimum monthly base rent of $8,893 and operating rent of $6,655 starting June 1, 2015.

[b] Development Agreement

On May 23, 2014, the Company entered into a development agreement with Corium International Inc. ("Corium") which requires the Company to fund research and development work. Pursuant to this development agreement, the Company has a minimum financial commitment of $289,815 (US$261,000) and an option to contract additional research studies at $464,040 (US$400,000). The Company had fulfilled its minimum financial commitment of $289,815 (US$261,000) in the preceding year ended December 31, 2014. The Company had also elected to contract additional research studies and incurred at $528,633 (US$424,059) as of June 30, 2015.

[c] Contingencies

The Company has entered into agreements with third parties that include indemnification provisions that are customary in the industry. These guarantees generally require the Company to compensate the other party for certain damages and costs incurred as a result of third party claims or damages arising from these transactions. In some cases, the maximum potential amount of future payments that could be required under these indemnification provisions is unlimited. These indemnification provisions may survive termination of the underlying agreement. The nature of the indemnification obligations prevents the Company from making a reasonable estimate of the maximum potential amount it could be required to pay.

As of June 30, 2015, the Company had not made any indemnification payments under such agreements and no amount had been accrued in the financial statements with respect to these indemnification obligations.

8. CAPITAL DISCLOSURES

The Company's objectives when managing capital are to ensure its ability to continue as a going concern in order to pursue the development of its product candidates for ultimate sale or out-licensing. The Company attempts to maximize return to shareholders by minimizing shareholder dilution and, when possible, utilizing non-dilutive funding arrangements, such as collaborative partnership arrangements.

The Company defines its capital as share capital, special warrants, and contributed surplus. The Company has financed its capital requirements primarily through share and warrant issuances since inception.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and risk characteristics of the underlying assets. The Company may issue new securities. The Company is not subject to any externally imposed capital requirements. There were no changes to the Company's approach to capital management during the periods ended June 30, 2015.

9. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair value

The fair value of the Company's financial instruments is approximated by their carrying value due to their short-term nature.

IFRS 13 establishes a fair value hierarchy for financial instruments measured at fair value that reflects the significance of inputs used in making fair value measurements as follows:

Level 1 – quoted prices in active markets for identical assets or liabilities;
Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liabilities, either directly (i.e. as prices) or indirectly (i.e. from derived prices); and
Level 3 – inputs for the asset or liability that are not based upon observable market data.

The fair value of cash and cash equivalents is based on Level 1 inputs of the fair value hierarchy.

[a] Credit risk

Credit risk is the risk of a financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises for the Company from its cash on deposits and amounts receivable. The Company has adopted practices to mitigate against the deterioration of principal, to enhance the Company's ability to meet its liquidity needs, and to optimize yields within those parameters. These investment practices limit the investing of excess funds to liquid term deposits with banks and government guaranteed securities with maturities of one year or less. The Company had $1,150,000 investments in a cashable guaranteed investment contract with a Canadian chartered bank. Amounts receivable consist of primarily goods and services tax due from the Government of Canada.

9. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

[b] Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they come due. The Company's exposure to liquidity risk is dependent on its purchasing commitments and obligations and its ability to raise funds to meet commitments and sustain operations. The Company manages liquidity risk by continuously monitoring its actual and forecasted working capital requirements, and actively managing its financing activities. As of June 30, 2015, the Company had working capital of $1,045,056 (December 31, 2014 - $2,916,154). Given its current working capital, the Company may not be able to meet its financial obligations and sustain its operations in the normal course of business, all of which cast substantial doubt about the Company's ability to continue as a going concern [Note 1]. The Company plans to raise capital through equity financing in the near term to bridge its working capital requirements to product sales and to finance its product development. If the Company fails to execute its business and financing plans, and is unable to continue as a going concern, the Company will not be able to meet its obligations as they come due.

[c] Market risk

[i] Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in the market interest rates. During the periods ended June 30, 2015, fluctuations in the market interest rates had no significant impact on its interest income.

[ii] Currency risk

The Company is exposed to the financial risk related to the fluctuation of foreign exchanges rates. The Company has a portion of its operating expenses in US dollars. The Company has not entered into foreign exchange derivative contracts. A significant change in the currency exchange rate between the Canadian dollar relative to the US dollar could have an effect on the Company's results of operations, financial position or cash flows.

As at June 30, 2015 and December 31, 2014, the Company had the following assets and liabilities denominated in US dollars:

	June 30, 2015 US$	December 31, 2014 US$
Cash (cheques issued in excess of deposits)	149,583	195,585
Prepaid expenses	22,000	—
Accounts payable and accrued liabilities	(238,475)	(202,342)
Total	**(66,892)**	**(6,757)**

Based on the above net exposure as at June 30, 2015, assuming that all other variables remain constant, a 5% appreciation or deterioration of the Canadian dollar against the US dollar would result in a change of $4,177 in the Company's net loss and comprehensive loss.

10. SUBSEQUENT EVENTS

[a] On July 28, 2015, the Company acquired all issued and outstanding shares of TeOra for its sales and marketing capabilities, and a right to promote and market a branded generic ophthalmology product within Canada. The total consideration for the Acquisition is 420,000 common shares of the Company which were issued to TeOra shareholders upon closing, and an additional 2,940,000 Common Shares which will be held in escrow and released based on the achievement of certain milestones and performance targets and additional product launches. If all milestones are met, total consideration for the Acquisition will be the issuance of 3,360,000 Common Shares to TeOra shareholders. Mr. Ian Ball, the founder of TeOra, was appointed as Chief Commercial Officer of the Company effective on July 28, 2015.

The Company intends to account for this transaction as an asset acquisition. Due to the limited time since the closing of the Acquisition, the Company is unable to provide a purchase price allocation at this time.

[c] On August 27, 2015, the Company announced that its outstanding common shares have started trading on the OTCQB® Venture Marketplace exchange in the United States under the symbol AQSZF.