

BEE VECTORING TECHNOLOGIES INTERNATIONAL INC.

UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the three and nine months ended June 30, 2017 and 2016

(expressed in Canadian Dollars)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

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

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

Bee Vectoring Technologies International Inc.

Condensed Interim Consolidated Statements of Financial Position

(expressed in Canadian Dollars)

(unaudited)

<i>as at</i>	June 30,	September 30,
	2017	2016
ASSETS		
Current assets		
Cash and cash equivalents	\$ 620,242	\$ 1,483,506
Sales tax and other receivable	84,745	46,281
Prepaid expense and deposits	216,621	114,492
	921,608	1,644,279
Intangible assets (<i>note 5</i>)	716,698	606,290
Moulds and dies (<i>note 6</i>)	25,184	37,378
Property, plant and equipment (<i>note 4</i>)	260,337	301,381
	\$ 1,923,827	\$ 2,589,328
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	\$ 101,844	\$ 242,605
	101,844	242,605
Shareholders' equity (deficit)		
Share capital (<i>note 8</i>)	8,363,351	7,078,827
Warrants (<i>note 8, 9</i>)	568,564	666,010
Contributed surplus (<i>note 10</i>)	1,299,803	816,801
Accumulated other comprehensive income	2,618	-
Accumulated deficit	(8,412,353)	(6,214,915)
	1,821,983	2,346,723
	\$ 1,923,827	\$ 2,589,328

NATURE OF OPERATIONS AND GOING CONCERN (Note 1)**COMMITMENTS (Note 15)****SUBSEQUENT EVENTS (Note 16)**

Approved by the Board of Directors

"Michael Collinson"

Director

"Jim Molyneux"

Director

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

Bee Vectoring Technologies International Inc.

Condensed Interim Consolidated Statements of Loss

For the three and nine months ended June 30, 2017 and June 30, 2016

(expressed in Canadian Dollars)

(unaudited)

	Three months ended June 30,		Nine months ended June 30,	
	2017	2016	2017	2016
Expenses				
Office and general (note 14)	\$ 344,744	\$ 305,134	\$ 1,117,043	\$ 942,734
Investor and public relations	89,429	83,687	312,171	282,348
Sales, advertising and marketing	14,813	-	58,202	51,011
Share based payments (note 10)	63,332	107,900	224,910	199,475
Research and development	182,845	222,123	489,489	473,106
Loss before other income	(695,163)	(718,844)	(2,201,815)	(1,948,674)
Interest and other income	-	1,105	4,377	1,105
Net loss	\$ (695,163)	\$ (717,739)	\$ (2,197,438)	\$ (1,947,569)
Weighted average number of common shares outstanding - basic and diluted	53,927,523	45,514,578	51,445,676	44,785,088
Basic and diluted loss per common share (note 11)	\$ (0.01)	\$ (0.02)	\$ (0.04)	\$ (0.04)

Condensed Interim Consolidated Statements of Comprehensive Loss

For the three and nine months ended June 30, 2017 and June 30, 2016

(expressed in Canadian Dollars)

(unaudited)

	Three months ended June 30,		Nine months ended June 30,	
	2017	2016	2017	2016
Net loss for the period	\$ (695,163)	\$ (717,739)	\$ (2,197,438)	\$ (1,947,569)
Other comprehensive loss				
Foreign currency translation	12,741	-	2,618	-
Comprehensive loss for the period	\$ (682,422)	\$ (717,739)	\$ (2,194,820)	\$ (1,947,569)

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

Bee Vectoring Technologies International Inc.

Condensed Interim Consolidated Statements of Cash Flows

For the nine months ended June 30, 2017 and June 30, 2016

(expressed in Canadian Dollars)

(unaudited)

	2017	2016
Cash flow from operating activities		
Net loss for the period	\$ (2,197,438)	\$ (1,947,569)
Items not affecting cash		
Share based payments	224,910	199,475
Foreign exchange differences	2,618	-
Depreciation and amortization	61,738	62,109
	(1,908,172)	(1,685,985)
Net changes in non-cash working capital items		
Sales tax and other receivables	(38,464)	32,624
Prepaid expenses and deposits	(102,129)	88,128
Inventory	-	(21,146)
Accounts payable and accrued liabilities	(140,761)	13,790
	(2,189,526)	(1,572,589)
Cash flow from investing activities		
Additions to moulds and dies	-	(9,720)
Additions to intangibles	(110,408)	(149,904)
Landlord rebate received on leasehold improvements	-	35,000
Additions to property, plant and equipment	(8,500)	(97,339)
	(118,908)	(221,963)
Cash flow from financing activities		
Proceeds from the issue of shares and units	1,428,500	2,069,291
Share issue costs	(80,252)	-
Proceeds from exercise of options and warrants	96,922	206,896
Repayment of advances from related parties	-	(15,144)
	1,445,170	2,261,043
Decrease in cash	(863,264)	466,491
Cash and cash equivalents, beginning of period	1,483,506	1,590,627
Cash and cash equivalents, end of period	\$ 620,242	\$ 2,057,118

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

Bee Vectoring Technologies International Inc.

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity

For the nine months ended June 30, 2017 and June 30, 2016

(expressed in Canadian Dollars)

(unaudited)

	Share Capital				Warrants	Contributed Surplus	Accumulated other Comprehensive Income	Deficit	Total
	Number of shares	Amount	Advance share subscriptions	Amount					
Balance, October 1, 2015	40,800,350	\$ 4,622,284	\$ 351,000	\$ 447,124	\$ 625,015	\$ -	\$ (3,603,411)	\$ 2,442,012	
Shares and units issued in connection with the private placement	6,754,560	2,381,933	(351,000)	220,474	-	-	-	2,251,407	
Share issue costs related to the private placement - cash	-	(182,116)	-	-	-	-	-	(182,116)	
Fair value of finders warrants issued in connection with the private placement	-	(69,401)	-	69,401	-	-	-	-	
Stock based compensation	-	-	-	-	199,475	-	-	199,475	
Shares issued on exercise of warrants	416,653	171,834	-	(64,237)	-	-	-	107,597	
Shares issued on exercise of options	275,832	99,299	-	-	-	-	-	99,299	
Net loss	-	-	-	-	-	-	(1,947,569)	(1,947,569)	
Balance, June 30, 2016	48,247,395	\$ 7,023,833	\$ -	\$ 672,762	\$ 824,490	\$ -	\$ (5,550,980)	\$ 2,970,105	
Balance, October 1, 2016	48,291,811	\$ 7,078,827	\$ -	\$ 666,010	\$ 816,801	\$ -	\$ (6,214,915)	\$ 2,346,723	
Stock based compensation	-	-	-	-	224,910	-	-	224,910	
Shares issued on exercise of warrants	151,460	60,935	-	(20,134)	-	-	-	40,801	
Shares issued on exercise of options	222,500	99,143	-	-	(43,022)	-	-	56,121	
Shares and units issued in connection with the private placement	5,714,000	1,428,500	-	-	-	-	-	1,428,500	
Share issue costs related to the private placement - cash	-	(80,252)	-	-	-	-	-	(80,252)	
Fair value of warrants issued in connection with the private placement	-	(201,048)	-	201,048	-	-	-	-	
Fair value of finders warrants issued in connection with the private placement	-	(22,754)	-	22,754	-	-	-	-	
Expired warrants	-	-	-	(301,114)	301,114	-	-	-	
Net loss	-	-	-	-	-	2,618	(2,197,438)	(2,194,820)	
Balance, June 30, 2017	54,379,771	\$ 8,363,351	\$ -	\$ 568,564	\$ 1,299,803	\$ 2,618	\$ (8,412,353)	\$ 1,821,983	

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

BEE VECTORING TECHNOLOGIES INTERNATIONAL INC.
Notes to Unaudited Condensed Interim Consolidated Financial Statements
For the three and nine months ended June 30, 2017 and 2016
(expressed in Canadian dollars)

1. Nature of operations and going concern

Bee Vectoring Technologies International Inc. (the “Company”) was incorporated under the laws of the province of British Columbia, Canada on May 20, 2011. Bee Vectoring Technology Inc. (“BEE”), a wholly owned subsidiary of the Company, is focused on the control of pests and enhancement of crops and ornamentals through the use of biological controls in a variety of application processes.

On June 1, 2015, the Company entered into a share exchange agreement with BEE pursuant to which the Company would acquire all of the issued and outstanding shares of BEE (the “Transaction”) in exchange for 19,200,000 post – consolidated common shares of the Company. Upon completion of the Transaction, BEE became a wholly owned legal subsidiary of Unique Resources Corp. (“Unique”), and Unique changed its name to Bee Vectoring Technologies International Inc. on June 30, 2015. The acquisition was classified as a Reverse Take-over defined in Policy 5.2 by the TSX Venture Exchange Inc. (the “Exchange”). The combined entity continues to carry out the business of BEE as previously constituted.

The Company commenced trading under the symbol BEE on July 7, 2015. The address of the Company’s registered office is 4160 Sladeview Cres. #7, Mississauga, Ontario.

These unaudited condensed interim consolidated financial statements were approved for issuance by the Board of Directors on August 29, 2017.

Going concern assumption

These unaudited condensed interim consolidated financial statements are prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its asset and discharge its liabilities in the normal course of business for the foreseeable future.

The Company’s ability to continue as a going concern is dependent upon, but not limited to, its ability to raise financing necessary to discharge its liabilities as they become due and generate positive cash flows from operations. To date the Company has not obtained its patent to produce Bio Control under the PMRA, and has not generated revenue from operations. During the nine months ended June 30, 2017, the Company incurred a net loss of \$2,197,438 (nine months ended June 30, 2016 – \$1,947,569), and as of that date, the Company’s deficit was \$8,412,353 (September 30, 2016 – \$6,214,915). At June 30, 2017, the Company has current assets of \$921,608 (September 30, 2016 - \$1,644,279) and current liabilities of \$101,844 (September 30, 2016 – \$242,605) resulting in working capital of \$819,764 (September 30, 2016 – (\$1,401,674)).

These conditions have resulted in material uncertainties that may cast significant doubt about the Company’s ability continue as a going concern in the foreseeable future. The condensed interim consolidated financial statements do not give effect to adjustments that may be necessary, should the Company be unable to continue as a going concern. If the going concern assumption is not used then the adjustments required to report the Company’s assets and liabilities at liquidation values could be material to these condensed interim consolidated financial statements.

2. Basis of presentation

a) Statement of compliance

These unaudited condensed interim consolidated financial statements are prepared and reported in Canadian dollars and have been prepared in accordance with IFRS applicable to the presentation of interim financial statements and International Accounting Standards (“IAS”) 34, Interim Financial Reporting, as the accounting policies applied in these condensed interim consolidated financial statements are based on IFRS as issued, outstanding and effective on June 30, 2017.

BEE VECTORING TECHNOLOGIES INTERNATIONAL INC.
Notes to Unaudited Condensed Interim Consolidated Financial Statements
For the three and nine months ended June 30, 2017 and 2016
(expressed in Canadian dollars)

2. Basis of presentation (continued)

Certain disclosures that are normally required to be included in the notes to the annual audited financial statements have been condensed or omitted. These condensed interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended September 30, 2016.

b) Basis of measurement

The condensed interim consolidated financial statements have been prepared on an accruals basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities. The condensed interim consolidated financial statements are presented in Canadian dollars, which is the Company's functional and presentation currency.

c) Significant accounting estimates and judgments

The preparation of these condensed interim consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the condensed interim consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these judgments and estimates. The condensed interim consolidated financial statements include judgments and estimates which, by their nature, are uncertain. The estimates and underlying assumptions are reviewed on an ongoing basis. The impacts of such judgments and estimates are pervasive throughout the condensed interim consolidated 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 also in future periods when the revision affects both current and future periods.

Significant assumptions about the future and other sources of judgments and estimates that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Intangible assets valuation for impairment purposes

The Company assesses impairment by comparing the recoverable amount of an intangible asset with its carrying value. The recoverable amount is defined as the higher of value in use, or fair value less cost to sell. The determination of the recoverable amount involves management estimates. The values associated with intangible assets involve significant estimates and assumptions, including those with respect to future cash inflows and outflows, discount rates and asset lives. These estimates and assumptions could affect the Company's future results if the current estimates of future performance and fair values change. These determinations will affect the amount of amortization expense on definite life intangible assets recognized in future periods.

Useful life of moulds and dies

Significant estimates are made as to the useful lives of moulds and dies, which have been estimated to be five years.

Useful life of property, plant and equipment

Significant estimates are made as to the useful lives of property, plant and equipment.

Share-based payments

The Company uses the Black-Scholes Option Pricing Model to calculate the fair value of stock options and of common share purchase warrants issued. The model requires the input of subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options and common share purchase warrants.

BEE VECTORING TECHNOLOGIES INTERNATIONAL INC.
Notes to Unaudited Condensed Interim Consolidated Financial Statements
For the three and nine months ended June 30, 2017 and 2016
(expressed in Canadian dollars)

2. Basis of presentation (continued)

Capitalization of development costs

Initial capitalization of development costs is based on management's judgment that technological and economic feasibility is confirmed, usually when the product development project has reached a defined milestone according to an established project management model.

d) Basis of consolidation

These condensed interim consolidated financial statements include the accounts of the Company and those of its wholly-owned legal subsidiary BEE. The Company has accounted for the Transaction as a reverse takeover, therefore, for accounting purposes, BEE, the legal subsidiary, has been treated as the accounting parent company, and Unique, the legal parent has been treated as the accounting subsidiary in these condensed interim consolidated financial statements.

The financial statements of the accounting subsidiary are included in the condensed interim consolidated financial statements from the date that control commences until the date control ceases.

The functional currency of the Company and BEE is the Canadian Dollar, which is the presentation currency of the condensed interim consolidated financial statements.

All intercompany transactions and balances have been eliminated in preparing the condensed interim consolidated financial statements.

3. Significant accounting policies

The same accounting policies and methods of computation were followed in the preparation of these condensed interim consolidated financial statements as were followed in the preparation and described in Note 3 of the annual financial statements as at and for the year ended September 30, 2016, with the exception of new and revised standards along with any consequential amendments, effective October 1, 2016. Accordingly, these condensed interim consolidated financial statements for the three and nine month period ended June 30, 2017 and 2016 should be read together with the annual financial statements as at and for the year ended September 30, 2016.

Accounting Standards Issued But Not Yet Applied

The Company has reviewed changes to accounting standards that become effective in future periods. Standards issued but not yet effective up to the date of issuance of the Company's condensed interim consolidated financial statements are listed below:

IFRS 9, Financial Instruments ("IFRS 9") was updated and re-issued by the IASB on July 24, 2014 and will replace IAS 39, "Financial Instruments: Recognition and Measurement" ("IAS 39"). IFRS 9 replaces the multiple rules in IAS 39 with a single approach to determine whether a financial asset is measured at amortized cost or fair value and a new mixed measurement model for debt instruments having only two categories: amortized cost and fair value. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018.

IFRS 15 Revenue from Contracts with Customers specifies how and when an IFRS reporter will recognize revenue as well as requiring such entities to provide users of consolidated financial statements with more informative, relevant disclosures. The standard provides a single, principles based five-step model to be applied to all contracts with customers. The standard is effective for period's beginning on or after January 1, 2018.

BEE VECTORING TECHNOLOGIES INTERNATIONAL INC.
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3. Significant accounting policies (continued)

IFRS 2 Share based payments, the amendments, which were developed through the IFRS Interpretations Committee, provide requirements on the accounting for the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments; share-based payment transactions with a net settlement feature for withholding tax obligations; and a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled. The effective date is for annual periods beginning on or after January 1, 2018. Earlier application is permitted.

IAS 7 Statement of Cash Flows, the amendment states that it is required to provide disclosure of information that enables the users of the financial statements to evaluate the changes in liabilities arising from financing activities, whether changes relating to cash flows or changes not relating to cash flows. The amendment shall be applied by way of prospective application for annual reporting periods beginning on January 1, 2017 or thereafter. Early adoption is permitted.

IFRS 16 – Leases, effective for annual periods beginning on or after January 1, 2019. The most significant change introduced by IFRS 16 is a single lessee accounting model, bringing leases on-balance sheet for lessees.

4. Property, plant and equipment

	Equipment	Computer	Furniture	Site equipment	Leasehold improvements	Telephone Equipment	Total
Cost							
As at September 30, 2015	\$ 6,299	\$ 1,352	\$ 5,163	\$ 260,238	\$ 63,130	\$ 16,280	\$ 352,462
Additions	-	3,322	7,304	79,822	5,187	-	95,635
Allowances					(35,000)	-	(35,000)
As at September 30, 2016	6,299	4,674	12,467	340,060	33,317	16,280	413,097
Additions	-	-	-	3,200	5,300	-	8,500
As at June 30, 2017	\$ 6,299	\$ 4,674	\$ 12,467	\$ 343,260	\$ 38,617	\$ 16,280	\$ 421,597
Accumulated depreciation							
As at September 30, 2015	\$ 880	\$ 902	\$ 516	\$ 27,952	\$ 11,386	\$ 2,713	\$ 44,349
Additions	315	1,004	1,972	54,440	6,923	2,713	67,367
As at September 30, 2016	1,195	1,906	2,488	82,392	18,309	5,426	111,716
Additions	236	1,169	1,497	39,130	5,884	1,628	49,544
As at June 30, 2017	\$ 1,431	\$ 3,075	\$ 3,985	\$ 121,522	\$ 24,193	\$ 7,054	\$ 161,260
Net book value							
As at September 30, 2016	\$ 5,104	\$ 2,768	\$ 9,979	\$ 257,668	\$ 15,008	\$ 10,854	\$ 301,381
As at June 30, 2017	\$ 4,868	\$ 1,599	\$ 8,482	\$ 221,738	\$ 14,424	\$ 9,226	\$ 260,337

BEE VECTORING TECHNOLOGIES INTERNATIONAL INC.
Notes to Unaudited Condensed Interim Consolidated Financial Statements
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5. Intangible assets

Intangible assets consist of legal fees incurred towards the registration of various patents as follows:

	Patents
Cost	
As at September 30, 2015	\$ 356,117
Additions	250,173
As at September 30, 2016	606,290
Additions	110,408
As at June 30, 2017	\$ 716,698

6. Moulds and dies

	Moulds and dies
Cost	
As at September 30, 2015	\$ 71,576
Additions	9,720
As at September 30, 2016	81,296
Additions	-
As at June 30, 2017	\$ 81,296
Accumulated depreciation	
As at September 30, 2015	\$ 28,631
Additions	15,287
As at September 30, 2016	43,918
Additions	12,194
As at June 30, 2017	\$ 56,112
Net book value	
As at September 30, 2016	\$ 37,378
As at June 30, 2017	\$ 25,184

7. Related party balances and transactions

Key management includes members of the board, the Chief Executive Officer and the Chief Financial Officer. The aggregate value of transactions relating to key management personnel and entities over which they have control or significant influence were as follows for the nine months ended June 30, 2017 and 2016:

	2017	2016
CEO fees (i)	\$ 240,364	\$ 101,250
CFO fees (ii)	22,500	22,500
Consulting fees charged by a Chelsian Sales & Service (iii)	73,125	-
Consulting fees charged Flueckiger Consulting (iv)	48,398	62,593
Share based payments	-	91,575
	\$ 384,387	\$ 277,918

BEE VECTORING TECHNOLOGIES INTERNATIONAL INC.
Notes to Unaudited Condensed Interim Consolidated Financial Statements
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7. Related party balances and transactions (continued)

- (i) Salary paid to the CEO for services rendered.
- (ii) Consulting fees charged by CFO Advantage Inc, a corporation owed by the CFO of the Company, for services of the Chief Financial Officer.
- (iii) Consulting fees charged by Chelsian Sales & Service Inc, a corporation owned by a director, for assisting with day-to-day operations.
- (iv) Consulting fees charged by Flueckiger Consulting, a corporation owned by a director of the Company, for reviewing product development and marketing plans, reviewing data from trials, and other services as required.

8. Share capital

Authorized - Unlimited number of common shares without par value
Issued and outstanding

	Share capital	Value
Common shares		
Balance September 30, 2015	40,800,350	4,622,284
Shares issued in connection with the private placement (i)	3,973,575	1,072,865
Share issue costs related to the private placement - cash (i)	-	(85,344)
Fair value of finders warrants issued in connection with the private placement (i)	-	(38,676)
Shares issued in connection with the private placement (ii)	2,780,985	1,529,542
Share issue costs related to the private placement - cash (ii)	-	(96,768)
Fair value of finders warrants issued in connection with the private placement (ii)	-	(30,725)
Fair value of warrants issued in connection with the private placement (ii)	-	(220,475)
Common shares issued on the exercise of warrants (iii)	461,069	191,127
Common shares issued on the exercise of options (iv)	275,832	134,997
Balance September 30, 2016	48,291,811	\$7,078,827
Shares issued in connection with the private placement (v)	4,602,000	1,150,500
Share issue costs related to the private placement - cash (v)	-	(52,155)
Fair value of finders warrants issued in connection with the private placement (v)	-	(16,986)
Fair value of warrants issued in connection with the private placement (v)	-	(161,922)
Shares issued in connection with the private placement (vi)	1,112,000	278,000
Share issue costs related to the private placement - cash (vi)	-	(28,097)
Fair value of finders warrants issued in connection with the private placement (vi)	-	(5,768)
Fair value of warrants issued in connection with the private placement (vi)	-	(39,126)
Common shares issued on exercise of options (vii)	222,500	99,143
Common shares issued on the exercise of warrants (viii)	151,460	60,935
Balance June 30, 2017	54,379,771	\$8,363,351

- (i) The Company completed a non-brokered private placement in two tranches (October 22, 2015 and November 5, 2015) through the sale and issuance of 3,973,575 common shares of the Company at a price of \$0.27 per Share for gross proceeds of \$1,072,865 (the "Offering"). \$351,000 of proceeds were received prior to September 30, 2015, and recorded as subscriptions received in advance. The Company paid commissions to finders under the Offering consisting of cash fees of \$85,344 and the issue of 293,000 finder's warrants. Each finder's warrant entitles the holder to purchase one Share of the Company at a price of \$0.27 per Share until April 22, 2017. The Finder's Warrants were valued at \$38,676 using the Black-Scholes option pricing model using the following assumptions: Term – 1.5 years; Volatility – 107%; Interest rate – 0.52%.

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8. Share capital (continued)

(ii) On June 16, 2016, the Company completed a non-brokered private placement of 2,780,985 units of the Company at a price of \$0.55 per unit for gross proceeds of \$1,529,543. Each unit consisted of one common share and one half of one common share purchase warrant ("Unit"). Each whole common share purchase warrant ("Warrant") entitles the holder to purchase one additional common share at a price of \$0.80 per common share until June 16, 2018, subject to the Company's right to accelerate the expiry date of the Warrants if the closing market price of the common shares of the Company on the TSX Venture Exchange is equal to or exceeds \$1.20 for a period of 10 consecutive trading days any time after June 16, 2017. The Company will be entitled to accelerate the expiry of the Warrants upon notice given by press release (disseminated through a newswire service in Canada) and the Warrants will then expire on the fifteenth (15th) business day after the date of the press release unless exercised by the holder prior to such date. The Warrants were valued at \$220,475 using the Black-Scholes option pricing model using the following assumptions: Term – 2 years; Volatility – 80%; Interest rate – 0.71%.

The Company paid commissions to finders under the Offering consisting of cash fees of \$96,768 and the issue of 160,028 finder's warrants. Each finder's warrant entitles the holder to purchase one Share of the Company at a price of \$0.80 per Share until June 16, 2018. The Finder's Warrants were valued at \$30,725 using the Black-Scholes option pricing model using the following assumptions: Term – 2 years; Volatility – 80%; Interest rate – 0.71%.

(iii) The following summarizes the warrants exercised during the year ended September 30, 2016.

Date	Price	Shares issued	Cash proceeds	Fair value
11/4/2015	\$ 0.250	18,600	\$ 4,650	\$ 3,019
11/12/2015	\$ 0.250	25,000	6,250	4,057
1/18/2016	\$ 0.250	19,500	4,875	3,165
1/25/2016	\$ 0.250	125,580	31,395	20,382
1/29/2016	\$ 0.250	19,700	4,925	3,197
2/10/2016	\$ 0.250	4,200	1,050	682
2/10/2016	\$ 0.270	8,000	2,160	1,056
3/21/2016	\$ 0.250	4,200	1,050	682
3/24/2016	\$ 0.270	8,000	2,160	1,056
4/21/2016	\$ 0.250	9,355	2,339	1,518
5/3/2016	\$ 0.270	37,600	10,152	4,963
5/3/2016	\$ 0.360	20,833	7,500	2,267
5/6/2016	\$ 0.250	5,700	1,425	925
5/6/2016	\$ 0.270	8,000	2,160	1,056
5/11/2016	\$ 0.250	1,800	450	292
5/18/2016	\$ 0.250	33,920	8,480	5,505
6/6/2016	\$ 0.250	20,000	5,000	3,246
6/20/2016	\$ 0.270	8,000	2,160	1,056
6/20/2016	\$ 0.250	37,665	9,416	6,113
7/5/2016	\$ 0.250	10,000	2,500	1,623
7/5/2016	\$ 0.250	5,000	1,250	811
7/20/2016	\$ 0.250	18,000	4,500	2,921
7/20/2016	\$ 0.270	2,000	540	264
9/8/2016	\$ 0.360	10,416	3,750	1,133
		461,069	\$ 120,137	\$ 70,989

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8. Share capital (continued)

- (iv) On June 30, 2016, the Company issued 275,832 common shares as a result of the exercise of 275,832 stock options. The cash proceeds from the option exercises were \$99,299 and the grant date fair value of \$35,698 recorded a contributed surplus was transferred to common share upon exercise.
- (v) On March 21, 2017, the Company completed the first tranche of a non-brokered private placement (the "Private Placement"). The first tranche closing consisted of the sale and issuance of 4,602,000 Units ("Units") of the Company at a price of \$0.25 per Unit for gross proceeds of C\$1,150,500.

Each Unit consists of one common share and one-half of one common share purchase warrant. Each whole common share purchase warrant ("Warrant") entitles the holder to purchase one additional common share at a price of C\$0.40 per common share until March 21, 2019, subject to the Company's right to accelerate the expiry date of the Warrants if the closing market price of the common shares of the Company on the TSX Venture Exchange is equal to or exceeds C\$0.65 for a period of 30 consecutive trading days commencing 4 months after the date the Warrants are issued. The Company will be entitled to accelerate the expiry of the Warrants upon notice given by press release and the Warrants will then expire on the fifteenth (15th) business day after the date of the press release unless exercised by the holder prior to such date. The Warrants were valued at \$161,922 using the Black-Scholes option pricing model using the following assumptions: Term – 2 years; Volatility – 87%; Interest rate – 0.79%.

The Company paid commissions to finders under the Offering consisting of cash fees of \$44,700 and the issue of 178,800 finder's warrants. Each finder's warrant entitles the holder to purchase one Share of the Company at a price of \$0.40 per Share until March 21, 2019. The Finder's Warrants were valued at \$16,986 using the Black-Scholes option pricing model using the following assumptions: Term – 2 years; Volatility – 87%; Interest rate – 0.79%.

- (vi) On April 21, 2017, the Company closed the second tranche of the private placement note in (v) (above). In connection with this tranche, the Company issued 1,112,000 Units for gross proceeds of \$278,000. The Warrants were valued at \$39,126 using the Black-Scholes option pricing model using the following assumptions: Term – 2 years; Volatility – 87%; Interest rate – 0.79%. The Company paid an aggregate of \$15,180 and issued 60,720 finders warrants in connection with this tranche.
- (vii) The following summarizes the options exercised during the nine months ended June 30, 2017.

Date	Price	Shares issued	Cash proceeds	Fair value
06/14/2017	\$0.25	20,000	\$ 5,000	\$3,867
06/15/2017	\$0.25	200,000	50,000	38,672
06/19/2017	\$0.25	2,500	625	483
		222,500	\$55,625	\$43,022

- (viii) The following summarizes the warrants exercised during the nine months ended June 30, 2017.

Date	Price	Shares issued	Cash proceeds	Fair value
10/24/2016	\$0.270	80,000	\$21,600	\$10,560
1/21/2017	\$0.250	2,260	565	367
4/24/2017	\$0.270	66,800	18,036	8,818
6/6/2017	\$0.250	2,400	600	390
		151,460	\$40,801	\$20,134

Volatility used in (i), (ii), (iii), (iv), (v), (vi), (vii) and (viii), was based on the historical volatility of other comparable listed companies.

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9. Warrants

The warrants issued and outstanding as at June 30, 2017 are as follows:

	Number of warrants	Weighted average strike price
Balance September 30, 2015	3,647,687	\$-
Warrants exercised (note 8(iii))	(461,069)	\$0.26
Finders warrants issued in connection with the private placement (note 8(ii))	293,000	\$0.27
Warrants issued in connection with the private placement (note 8 (ii))	1,390,492	\$0.80
Finders warrants issued in connection with the private placement (note 8(ii))	160,028	\$0.80
Balance, September 30, 2016	5,030,138	\$0.48
Warrants expired	(2,751,678)	\$0.36
Warrants granted	3,096,520	\$0.40
Warrants exercised (note 8(viii))	(151,460)	\$0.27
Balance, June 30, 2017	5,223,520	\$0.50

All warrants issued during the nine months ended June 30, 2017 and year ended September 30, 2016 vested on the grant date. The warrants entitle the holders to purchase the stated number of common shares at the exercise price on or before the expiry date. At June 30, 2017, the following warrants were outstanding:

Strike price	Number	Weighted average remaining contractual life (in years)	Expiry date
\$0.25	345,280	1.00	6/30/2018
\$0.25	231,200	1.00	6/30/2018
\$0.80	1,390,492	0.96	6/16/2018
\$0.80	160,028	0.96	6/16/2018
\$0.40	2,479,800	1.72	3/21/2019
\$0.40	616,720	1.81	4/21/2019
	5,223,520	1.43	

10. Stock options

On closing of the Transaction, the Company adopted a rolling stock option plan, which authorizes the Board of Directors to grant stock options to directors, officers, employees and consultants to acquire up to 10% of the issued and outstanding common shares of the Company. Under the plan, the exercise price of each stock option may not be less than market price of the Company's stock calculated on the date of the grant less the applicable discount. The options can be granted for a maximum term of 10 years. The Company's stock option plan contains no vesting requirements, but permits the Board of Directors to specify a vesting schedule in its discretion.

On November 16, 2015, the Company issued 75,000 options to an officer of the Company, and 200,000 options to a director of the Company. These options were valued at \$91,025 using the Black-Scholes option pricing model using the following assumptions: Expected life – 5 years; Volatility – 106.06%; Interest rate – 0.94%; Dividend yield – nil; Forfeiture rate – nil, stock price - \$0.43.

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10. Stock options (continued)

On June 23, 2016, the Company issued 325,000 options to consultants of the Company. These options were valued at \$115,050 using the Black-Scholes option pricing model using the following assumptions: Expected life – 5 years; Volatility– 96.93%; Interest rate – 0.71%; Dividend yield – nil; Forfeiture rate – nil, stock price - \$0.49.

On August 30, 2016, the Company issued 1,000,000 options to consultants of the Company. These options were valued at \$310,000 using the Black-Scholes option pricing model using the following assumptions: Expected life – 5 years; Volatility – 96.53%; Interest rate – 1.02%; Dividend yield – nil; Forfeiture rate – nil, stock price - \$0.35.

On October 21, 2016, the Company issued 100,000 options to a consultant of the Company. These options were valued at \$19,600 using the Black-Scholes option pricing model using the following assumptions: Expected life – 5 years; Volatility – 95.66%; Interest rate – 0.64%; Dividend yield – nil; Forfeiture rate – nil, stock price - \$0.28.

On December 5, 2016, the Company issued 100,000 options to a consultant of the Company. These options were valued at \$17,300 using the Black-Scholes option pricing model using the following assumptions: Expected life – 5 years; Volatility – 95.66%; Interest rate – 1.03%; Dividend yield – nil; Forfeiture rate – nil, stock price - \$0.24.

On April 21, 2017, the Company issued 360,000 options to a consultant of the Company. These options were valued at \$72,000 using the Black-Scholes option pricing model using the following assumptions: Expected life – 5 years; Volatility – 85.00%; Interest rate – 0.79%; Dividend yield – nil; Forfeiture rate – nil, stock price - \$0.29.

Volatility was based on the historical volatility of other comparable listed companies.

Below is a summary of transactions for the nine months ended June 30, 2017 and the year ended September 30, 2016:

Transaction	Date	# Options
Balance September 30, 2015		3,267,433
Granted to an officer and a director	11/16/2015	275,000
Granted to consultants	6/23/2016	325,000
Exercised	6/30/2016	(275,833)
Granted to an officer	8/30/2016	1,000,000
Balance September 30, 2016		4,591,600
Granted to a consultant	10/21/2016	100,000
Granted to a consultant	12/5/2016	100,000
Granted to a consultant	4/21/2017	360,000
Exercised		(222,500)
Balance June 30, 2017		4,929,100

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10. Stock options (continued)

As at June 30, 2017 the Company had the following stock options outstanding:

Date Issued	# Options	Value	Exercise Price	Expiry date
6/30/2015	50,000	6,534	\$ 0.25	6/30/2018
7/6/2015	2,617,500	549,142	\$ 0.25	7/6/2020
8/8/2015	1,600	371	\$ 0.30	8/8/2020
9/7/2015	100,000	24,862	\$ 0.31	9/7/2020
11/16/2015	275,000	91,575	\$ 0.43	11/16/2020
6/23/2016	325,000	115,050	\$ 0.50	6/23/2021
8/30/2016	1,000,000	310,000	\$ 0.32	8/30/2026
10/21/2016	100,000	19,600	\$ 0.32	10/21/2021
12/5/2016	100,000	17,300	\$ 0.24	12/5/2021
4/21/2017	360,000	72,000	\$ 0.25	4/21/2022
	4,929,100			

The total number of options exercisable at period end is 3,426,597. The weighted average expiry date of the options is 4.54 years. The weighted average exercise price of the options is \$0.29.

11. Loss per share

The warrants and options outstanding were excluded from the computation of diluted loss per share for the three and nine months ended June 30, 2017 and 2016 because their impact was anti-dilutive.

12. Financial instruments

Fair Value

Financial instruments of the Company as at June 30, 2017 and September 30, 2016 consist of cash and cash equivalents and accounts payable and accrued liabilities. There are no significant differences between the carrying amounts of the items reported on the condensed interim consolidated statements of financial position and their estimated fair values because of the short-term maturities of these items.

The Company's risk exposures and their impact on the Company's financial instruments are summarized below.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise four types of risk: interest rate risk, foreign exchange risk, commodity price risk and other price risk, such as equity risk. Financial instruments affected by market risk include cash deposits.

Foreign currency risk

Foreign exchange risk arises from the changes in foreign exchange rates that may affect the fair value or future cash flows of the Company's financial assets or liabilities. The Company's exposure to this risk is minimal.

Interest rate risk

The Company is exposed to insignificant interest rate risk. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. Fluctuations in market interest rates do not have a significant impact on the Company's results of operations due to the short-term nature of interest bearing cash.

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12. Financial instruments (continued)

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations. The Company's maximum exposure to credit risk at the end of the reporting period is the carrying value of its financial assets (i.e. cash). Cash is held with a large financial institution in Canada, and management believes that exposure to credit risk is not significant.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. See note 1 for further disclosure on the going concern assumption.

The Company's accounts payable and accrued liabilities are subject to normal trade terms and have contractual maturities payable within 30 days for 2017 and 2016. At June 30, 2017, the Company has current assets of \$921,608 (September 30, 2016 - \$1,644,279) and current liabilities of \$101,844 (September 30, 2016 - \$242,605) resulting in working capital of \$819,764 (September 30, 2016 - \$1,401,674).

13. Capital management

The Company's objectives when managing capital are: to safeguard the Company's ability to continue as a going concern; to maintain an optimal capital structure, while ensuring the Company's strategic objectives are met and to provide an appropriate return to shareholders relative to the risk of the Company's underlying assets. The capital structure of the Company consists of equity attributable to common shareholders, comprised of issued capital, stock options, warrants, contributed surplus and deficit. The Company maintains and adjusts its capital structure based on changes in economic conditions and the Company's planned requirements. The Company may adjust its capital structure by issuing new equity, selling and/or acquiring assets, and controlling its capital expenditures program.

The Company is operating at a loss. As such, the Company is dependent on external financing to fund its activities. In order to pay for its operating expenses, the Company will spend its existing working capital and raise additional amounts as needed and if available.

As at June 30, 2017, managed capital was \$1,821,983 (2016 - \$2,346,723). Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

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14. Office and general

	Three months ended June 30,		Nine months ended June 30,	
	2017	2016	2017	2016
Accounting and audit	\$10,260	\$11,475	\$46,694	\$33,830
Amortization and depreciation	20,727	18,855	61,739	62,112
Consulting	48,021	63,143	169,669	228,126
Insurance	4,788	10,916	14,999	17,401
Legal	33,962	39,912	116,980	101,338
Occupancy costs	30,228	22,208	96,912	61,399
Office and general	16,152	17,400	76,848	84,323
Salaries and benefits	132,071	78,178	407,040	197,494
Warehouse supplies	80	1,433	8,222	14,031
Transfer agent	16,613	9,732	33,877	26,892
Travel	31,842	31,882	84,063	115,788
	\$344,744	\$305,134	\$1,117,043	\$942,734

15. Commitments

Effective November 1, 2015, the Company has a lease commitment for premises, which expires October 31, 2020, requiring the following approximate annual payments:

Year	Minimum lease payment
2017	\$ 27,029
2018	\$ 55,064
2019	\$ 56,789
2020	\$ 58,515
thereafter	\$ 4,888

16. Subsequent events

On August 23, 2017, the Company entered into its first Sales and Distribution agreement with Guardian Soil Solutions (GSS) for Florida. Under the agreement, GSS will be responsible for driving sales growth, in installing and servicing the BVT System on customers' fields during the growing season, and disassembling and disposing of any unused materials at the end of the season. GSS is managed by a team that has a strong presence and has successfully introduced the benefits of biological control products to strawberry producers in the Plant City, Florida area, which is the winter growing region for strawberries in the US.