

# **POLYDEX PHARMACEUTICALS LIMITED**

Information and Disclosure Statement for the Quarter Ended July 31, 2017

## **1. ISSUER NAME**

The name of the issuer is Polydex Pharmaceuticals Limited (sometimes referred to herein as “Polydex,” the “Issuer,” or the “Company”).

## **2. PRINCIPAL EXECUTIVE OFFICE OF ISSUER**

### Company Headquarters

Address 1: 421 Comstock Road

Address 2: Toronto, Ontario

Address 3: Canada, M1L 2H5

Phone: 416-755-2231

Email: gu-dextran@rogers.com

Website(s): www.polydex.com

### Investor Relations Firm:

Name: Linda Hughes

Firm: North Arm Capital Services

Address 1: 347 Evergreen Way

Address 2: Point Roberts, Washington, USA

Phone: 877-945-1621

Email: linda@northarm.com

## **3. SECURITY INFORMATION**

The Company has the following classes of securities authorized:

### Common Stock

Trading Symbol: POLXF

CUSIP: 731728

Par or Stated Value: \$0.0167

Shares of Common Stock authorized: 10,000,000 as of July 31, 2017

Shares of Common Stock outstanding: 3,399,978 as of July 31, 2017

As of July 31, 2017 there were approximately 226 holders of record of the Company’s common shares.

### Class A Preferred Stock

Trading Symbol: N/A

CUSIP: N/A

Par or Stated Value: \$0.10

Shares of Class A Preferred Stock authorized: 100,000 as of July 31, 2017

There are no Shares of Class A Preferred Stock outstanding.

### Class B Preferred Stock

Trading Symbol: N/A

CUSIP: N/A

Par or Stated Value: \$0.0167

Shares of Class B Preferred Stock authorized: 899,400 as of July 31, 2017

Shares of Class B Preferred Stock outstanding: 899,400 as of July 31, 2017

As of July 31, 2017, there is one holder of record of the Company’s Class B Preferred Stock.

#### Transfer Agent

Name: Computershare

Address 1: Po Box 30170

Address 2: College Station

Address 3: Texas, 77842-3170

Phone: 800-522-6645

The Company's transfer agent is registered under the Securities Exchange Act of 1934, as amended, and is regulated by the Securities and Exchange Commission.

There are no restrictions on the transfer of the Company's securities, and the Company has not been subject to any trading suspension order issued by the SEC in the past 12 months.

On May 1, 2017 the Company's two Canadian subsidiaries, Dextran Products Limited and Polydex Chemicals (Canada) Limited were amalgamated into the parent company, Polydex Pharmaceuticals Limited. No other stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization has occurred within the past 12 months or is currently anticipated.

#### **4. ISSUANCE HISTORY**

The Company has issued the following stock during the past two fiscal years and during the six-month period ended July 31, 2017.

##### Issuances of stock during the two year period ended January 31, 2017

##### *Issuances during the fiscal year ended January 31, 2016*

On October 31, 2015 the Company issued 25,000 shares of common stock in connection with stock purchase options exercised by Martin Lipper, a Director of the Company.

On January 31, 2016, the Company granted the following 53,000 stock options to its Officers and Directors:

<b>Name</b>	<b>Title</b>	<b>No. of Options Granted</b>	<b>Exercise Price</b>	<b>Expiry Date</b>
Joseph Buchman	Director	6,500	\$ 1.80	01/31/2021
Derek Lederer	Director	6,500	\$ 1.80	01/31/2021
Marty Lipper	Director	6,500	\$ 1.80	01/31/2021
George Usher	Officer	16,000	\$ 1.80	01/31/2021
Sharon Wardlaw	Officer	11,000	\$ 1.80	01/31/2021
John Luce	Officer	6,500	\$ 1.80	01/31/2021

On January 31, 2016 the Company issued 25,000 shares of common stock in connection with stock purchase options exercised by Joseph Buchman, a Director of the Company.

On January 31, 2016 the Company issued 25,000 shares of common stock in connection with stock purchase options exercised by Derek Lederer, a Director of the Company.

*Issuances during the fiscal year ended January 31, 2017*

On January 31, 2017 the Company issued 6,500 shares of common stock in connection with stock purchase options exercised by Martin Lipper, a Director of the Company.

On January 31, 2017 the Company issued 6,500 shares of common stock in connection with stock purchase options exercised by Joseph Buchman, a Director of the Company.

On January 31, 2017 the Company issued 6,500 shares of common stock in connection with stock purchase options exercised by Derek Lederer, a Director of the Company.

Issuances of stock ended during the six-month period ended July 31, 2017

None.

All of the securities described in this Item 4 were exempt from registration under the Securities Act of 1933, as amended (the “Securities Act”) and were evidenced by certificates bearing a legend stating that such securities have not been issued under the Securities Act and setting forth or referring to the restrictions on transferability and sale of securities under the Securities Act.

**5. FINANCIAL STATEMENTS**

The Company’s unaudited financial statements for the period ended July 31, 2017 and prepared in substantial compliance with US GAAP by persons with sufficient financial skills and posted on the OTC Disclosure and News Service on or about September 15, 2017 are hereby incorporated by reference.

**6. ISSUER’S BUSINESS, PRODUCTS AND SERVICES**

Business Operations:

Polydex Pharmaceuticals Limited, through its operating division, Dextran Products and its wholly owned subsidiary Chemdex Inc., a Kansas corporation (“Chemdex”) is engaged in the development, manufacture and marketing of biotechnology-based products for the human pharmaceutical market, and also manufactures bulk pharmaceutical intermediates for the worldwide veterinary pharmaceutical industry.

The Company focuses on the manufacture and sale of Dextran and derivative products, including Iron Dextran and Dextran Sulphate, and other specialty chemicals. “Dextran,” a generic name applied to certain synthetic compounds formed by bacterial growth on sucrose, is a polymer or giant molecule.

Date and State (or Jurisdiction) of Incorporation:

The Company was incorporated under the laws of the Commonwealth of the Bahamas on June 14, 1979 as Polydex Chemicals Limited, and changed its name on March 28, 1984. In order to facilitate the amalgamation described above, on March 22, 2017 the Company changed its jurisdiction of incorporation from Bermuda to the Province of Ontario, Canada by filing Articles of Continuance under the Business Corporations Act. The foregoing continuance and amalgamation did not affect the Company's stock, which continues to be quoted on the OTC Pink Sheets under the symbol "POLXF."

Issuer's Primary SEC Code

2834

Issuer's fiscal year end date:

January 31.

Principal products and/or Services of the Issuer, and their Primary Market:

*Iron Dextran*

Iron Dextran is a derivative of Dextran produced by complexing iron with Dextran. Iron Dextran is injected into most pigs at birth as a treatment for anemia. The Company sells Iron Dextran to independent distributors and wholesalers primarily in Europe, the Far East, South America and Canada. Chemdex, Inc. has United States FDA approval for the manufacture and sale of Iron Dextran for veterinary use.

*Dextran Sulphate*

Dextran Sulphate is a specialty chemical derivative of Dextran used in research applications by the pharmaceutical industry and other centers of chemical research. Dextran Sulphate manufactured by the Company is sold primarily to independent distributors and wholesalers in the United States and Europe for analytical applications. This usage requires no regulatory approval.

**7. ISSUER'S FACILITIES**

The Company's executive offices, manufacturing plant and storage facility are located in an approximately 30,000 square foot building in Toronto, Ontario that is owned by Dextran Products Limited, the Company's Canadian subsidiary. This facility is encumbered by a bank term loan in the principal amount of CDN\$216,453 that bears interest at a rate of 4.20% per annum. During the term of the loan, Dextran Products Limited is required to make monthly interest only payments of CDN\$5,547. This loan was for a term of 60 months and matures in January, 2021.

The manufacturing plant has the capacity to simultaneously produce both 10% and 20% Iron Dextran at the rate of up to 11,000 liters per week, and 500 kilograms per month of Dextran Powder. Current production at the manufacturing plant is approximately 10,000 liters of Iron Dextran per week and approximately 500 kilos of Dextran Powder per quarter.

**8. OFFICERS, DIRECTORS AND CONTROL PERSONS**

Officers and Directors as of the date of this Information Statement:

<u>Name</u>	<u>Title</u>
George G. Usher	Chairman of the Board of Directors, President and Chief Executive Officer
John A. Luce	Chief Financial Officer
Sharon L. Wardlaw	Chief Operating Officer, Secretary and Treasurer
Derek John Michael Lederer	Director
Joseph Buchman	Director
Martin Lipper	Director

#### George Usher, CEO and Chairman of the Board of Directors

Mr. Usher has served as Chairman of the Board since January 27, 1998, President and Chief Executive Officer of the Company since 1993 and 1996, respectively, and Vice President of Dextran Products Limited, a former subsidiary of the Company, from 1987 until the recent amalgamation. Mr. Usher has been employed by the Company in various positions since 1982 and is 59 years old.

#### Derek John Michael Lederer, Director

Mr. Lederer has been a member of the Company's Board of Directors since 1998. Mr. Lederer is a Chartered Accountant and is a partner with the public accounting firm Truster Zweig LLP. Previously he had his own public accounting firm since 1970, and has worked as an adjunct professor at York University in Toronto, Ontario. Mr. Lederer is 75 years old.

#### Joseph Buchman, Director

Mr. Buchman has been a member of the Company's Board of Directors since 1983. Most recently, Mr. Buchman was a Financial Services Representative for MetLife Financial Services, where he worked in various capacities beginning in 1979 until his retirement. Mr. Buchman is 78 years old.

#### Marty Lipper, Director

Mr. Lipper has been a member of the Company's Board of Directors since 2010. He is currently Vice President for Wall Street Commination's Group and a Director of TX Holdings Inc. He previously served as Senior Vice President and Research Director of Baron Group U.S.A., Vice President and Treasurer of APF Electronics, Director of Research for Eastman Dillon Union Securities, Purcell Graham, Brill Securities, and with the Bank of New York as Senior Bank Insurance and Finance Analyst. Mr. Lipper graduated from New York University in 1958 and is 83 years old.

#### John Luce, C.P.A., Chief Financial Officer

Mr. Luce has served as the Chief Financial Officer of the Company since 2006. Mr. Luce is a chartered professional accountant and chartered accountant and is principal of John A. Luce, CPA, an accounting firm located in Toronto, Canada.

#### Sharon Wardlaw, Chief Operating Officer

Ms. Wardlaw has been employed by the Company since 1984, and is currently the Company's Chief Operating Officer, Treasurer and Secretary. She served as the Company's CFO from 1994 to 2006.

Owners of 5% or More of the Company's Stock

<u>Class of Securities</u>	<u>Name of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>Percent of Class</u>
Class B Preferred Stock	George G. Usher (1)	899,400	100%
Common Stock	George G. Usher (1)	269,713	7.9%
Common Stock	Estate of Thomas C. Usher Peter T. Higgs, Trustee c/o Polydex Pharmaceuticals Limited	243,263	7.2%
Common Stock	Wendy Scheven	174,641	5.1%

(1) Chairman of the Board of Directors, President, and CEO of the Company.

Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

N/A

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

N/A

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

N/A

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

N/A

## 9. THIRD PARTY PROVIDERS

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

### Legal Counsel

Name: Jonathan Gardner

Firm: Kavinoky Cook LLP

Address 1: 726 Exchange Street

Address 2: Buffalo, New York

Phone: 716-845-6000

Email: jgardner@kavinokycook.com

### Accountant or Auditor

Name: Jonathan Ragnauth

Firm: Schwartz Levitsky Feldman LLP

Address 1: 2300 Yonge Street, Suite 1500

Address 2: Toronto, Ontario, Canada

Phone: 416-785-5353

Email: jonathan.ragnauth@slf.com

### Investor Relations Consultant

Name: Linda Hughes

Firm: North Arm Capital Services

Address 1: 347 Evergreen Way

Address 2: Point Roberts, Washington, USA

Phone: 877-945-1621

Email: linda@northarm.com



## 10. ISSUER CERTIFICATIONS

I, George G. Usher, certify that:

1. I have reviewed this quarterly disclosure schedule of Polydex Pharmaceuticals Limited;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: September 15, 2017

/s/ George G. Usher  
George G. Usher  
Chairman, President and Chief Executive Officer  
Polydex Pharmaceuticals Limited

## 10. ISSUER'S CERTIFICATIONS (CON'T)

I, John A. Luce, certify that:

1. I have reviewed this quarterly disclosure schedule of Polydex Pharmaceuticals Limited;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: September 15, 2017

/s/ John A. Luce

John A. Luce  
Chief Financial Officer  
Polydex Pharmaceuticals Limited