



**Consolidated Financial Statements**  
**For the three months ended December 31, 2016**

(Expressed in Canadian Dollars)

(Unaudited – prepared by management)

**Abattis Bioceuticals Corp.**  
**Condensed Consolidated Interim Statements of Financial Position**  
**(Unaudited, Expressed in Canadian Dollars)**

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**NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS**

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

**Abattis Bioceticals Corp.**  
**Condensed Consolidated Interim Statements of Financial Position**  
**(Unaudited, Expressed in Canadian Dollars)**

As at	December 31, 2016	September 30, 2016
	(unaudited)	(audited)
<b>ASSETS</b>		
Cash	\$ 460,420	\$ 38,485
Trade and other receivables (note 4)	40,712	38,703
Prepaid expenses and other deposits	13,430	13,430
	514,562	90,618
<b>NON CURRENT ASSETS</b>		
Property and equipment (note 6)	141,225	148,857
Intangible assets (note 7)	1,014,026	1,026,055
Other assets	2,000	2,000
	1,157,251	1,176,912
<b>TOTAL ASSETS</b>	<b>\$ 1,671,813</b>	<b>\$ 1,267,530</b>
<b>LIABILITIES</b>		
<b>CURRENT LIABILITIES</b>		
Trade and other payables (note 9,14)	\$ 608,401	\$ 1,007,952
Advance payable (note 10)	18,871	18,871
	627,272	1,026,823
<b>NON-CURRENT LIABILITIES</b>		
Loan payable	33,315	30,927
<b>TOTAL LIABILITIES</b>	<b>660,587</b>	<b>1,057,750</b>
<b>SHAREHOLDERS' EQUITY</b>		
Share capital (note 11)	16,027,782	14,714,106
Obligation to issue shares	63,695	111,060
Reserve	1,540,097	1,000,080
Accumulated deficit	(16,157,206)	(15,154,290)
<b>TOTAL SHAREHOLDERS' EQUITY</b>	<b>1,474,368</b>	<b>670,956</b>
<b>NON-CONTROLLING INTEREST (note 12)</b>	<b>(463,142)</b>	<b>(461,176)</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$ 1,671,813</b>	<b>\$ 1,267,530</b>

Nature of operations and going concern (note 1)  
 Commitments (Note 15)  
 Contingencies (Note 16)

These condensed consolidated interim financial statements were authorized for issue by the Board of Directors on March 1, 2017.

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

**Abattis Bioceticals Corp.**  
**Condensed Consolidated Interim Statements of Financial Position**  
**(Unaudited, Expressed in Canadian Dollars)**

	For the three months ended	
	December 31, 2016	December 31, 2015
	\$	\$
<b>REVENUE</b>		
Sales	-	53
	-	53
<b>EXPENSES</b>		
Accounting and audit fees	5,075	10,000
Advertising	-	15,918
Amortization	12,029	14,836
Bank service charge	422	1,141
Depreciation	7,632	14,627
Interest	-	1,307
Legal fees	8,097	17,604
Management and consulting fees	427,776	252,763
Office and general administration	26,936	111,819
Regulatory and transfer agent fees	3,098	11,008
Research	6,300	21,771
Share-based payments (note 11)	540,017	-
	(1,037,382)	(472,794)
<b>OTHER INCOME (EXPENSES)</b>		
Foreign exchange loss	-	21,043
Gain on repayment of receivable previously written off (note 5)	32,500	-
Investment gain (loss)	-	(11,750)
	32,500	9,293
<b>LOSS BEFORE TAXES</b>	(1,004,882)	(463,447)
<b>NET INCOME (LOSS) FOR THE PERIOD</b>	(1,004,882)	(463,447)
<b>OTHER COMPREHENSIVE LOSS FOR THE PERIOD</b>		
Items that may be reclassified subsequently to profit or loss:		
Foreign currency translation differences for foreign operations	-	(36,171)
	-	(36,171)
<b>TOTAL COMPREHENSIVE LOSS FOR THE PERIOD</b>	(1,004,882)	(499,618)
Net loss for the period attributable to:		
Common shareholders	(1,002,916)	(448,112)
Non-controlling interest	(1,966)	(15,335)
	(1,004,882)	(463,447)
Comprehensive loss for the period attributable to:		
Common shareholders	(1,002,916)	(466,560)
Non-controlling interest	(1,966)	(33,059)
	(1,004,882)	(499,618)
<b>Basic and diluted per share basis, for loss for the period attributable to common shareholders (options and warrants not included as the impact would be anti-dilutive)</b>	(0.01)	(0.01)
<b>Weighted average number of common shares outstanding</b>	114,414,193	66,554,446

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**Abattis Biocentials Corp.**  
**Condensed Interim Consolidated Statements of Changes in Shareholders' Equity**  
**(Expressed in Canadian Dollars)**

	Share capital			Reserve			Deficit	Non-controlling interest	Total
	Number of shares	Amount \$	Obligation to issue shares \$	Equity settled share-based payments \$	Warrant reserve \$	Foreign currency translation reserve \$			
<b>Balance at September 30, 2015</b>	<b>76,802,135</b>	<b>12,441,490</b>	-	<b>1,273,173</b>	-	<b>122,180</b>	<b>(12,976,256)</b>	<b>(383,906)</b>	<b>476,681</b>
Share issued for cash-private placement	10,500,000	525,000	-	-	-	-	-	-	525,000
Shares issued for fees	-	(42,400)	-	-	13,400	-	-	-	(29,000)
Shares issued as settlement of trade payables and fees	2,002,266	142,492	-	-	-	-	-	-	142,492
Shares issued for consulting fees	583,805	43,315	-	-	-	-	-	-	43,315
Shares issued for directors' fees	526,923	47,423	-	47,700	-	-	-	-	47,423
Treasury Stock	-	17,500	-	-	-	-	-	-	17,500
Net loss for the period	-	-	-	-	-	-	(448,112)	(15,335)	(463,447)
Exchange differences in translation	-	-	-	-	-	(18,447)	-	(17,724)	(36,171)
<b>Balance at December 31, 2015</b>	<b>70,191,480</b>	<b>13,174,820</b>	-	<b>1,320,873</b>	<b>13,400</b>	<b>103,733</b>	<b>(14,029,625)</b>	<b>(416,965)</b>	<b>723,793</b>
<b>Balance at September 30, 2016</b>	<b>111,760,004</b>	<b>14,714,106</b>	<b>111,060</b>	<b>1,149,934</b>	<b>20,743</b>	<b>(170,597)</b>	<b>(15,154,290)</b>	<b>(461,176)</b>	<b>209,780</b>
Shares issued for cash- private placement	2,070,053	224,642	-	-	-	-	-	-	224,642
Share issued cost	289,395	-	-	-	-	-	-	-	-
Shares issued as settlement of trade payables and fees	6,100,513	722,865	(111,060)	-	-	-	-	-	611,805
Exercise of Warrants	5,296,793	366,169	-	-	-	-	-	-	366,169
Obligation to issue shares	-	-	63,695	-	-	-	-	-	63,695
Share-based payments	-	-	-	540,017	-	-	-	-	540,017
Net loss for the period	-	-	-	-	-	-	(1,002,916)	(1,966)	(1,004,882)
<b>Balance at December 31, 2016</b>	<b>125,516,758</b>	<b>16,027,782</b>	<b>63,695</b>	<b>1,689,951</b>	<b>20,743</b>	<b>(170,597)</b>	<b>(16,157,206)</b>	<b>(463,142)</b>	<b>1011,226</b>

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

**Abattis Bioceuticals Corp.**  
**Condensed Consolidated Interim Statements of Changes in Shareholders' Equity**  
**(Unaudited, Expressed in Canadian Dollars)**

	For the three months ended	
	December 31, 2016	December 31, 2015
	\$ (unaudited)	\$ (unaudited)
<b>Cash flows provided from (used by):</b>		
<b>OPERATING ACTIVITIES</b>		
<b>Net loss for the period</b>	\$ (1,004,882)	\$ (463,447)
<b>Adjustment for items not affecting cash:</b>		
Amortization	12,029	14,837
Depreciation	7,632	11,266
Share-based payments	540,017	-
Investment loss (gain)	-	1,925
Loss (gain) from investment in associates	-	-
Share issued for fees and debt	675,500	250,730
	(230,296)	(184,689)
<b>Net changes in non-cash working capital items:</b>		
Trade and other receivables	(2,009)	(852)
Prepaid expenses and other deposits	-	21,730
Cash held in trust	-	1,532
Inter-company balances	-	27,507
Trade and other payables	(399,551)	(166,829)
<b>Net cash flows used in operating activities</b>	<b>(171,264)</b>	<b>(301,601)</b>
<b>FINANCING ACTIVITIES</b>		
Common shares issued for cash, net of share issued costs	590,811	496,000
<b>Net cash flows from financing activities</b>	<b>590,811</b>	<b>496,000</b>
<b>INVESTING ACTIVITIES</b>		
Loan to Phytalyics	-	(27,507)
Loan payable	2,388	-
Purchase/ sale of marketable securities	-	42,000
Purchase/ sale of intangible assets	-	-
Purchase/ sale of equipment	-	(31,251)
<b>Net cash flows from (used in) investing activities</b>	<b>2,388</b>	<b>(16,758)</b>
<b>Effects of exchange rate changes on cash and cash equivalents</b>	<b>-</b>	<b>(36,171)</b>
<b>Net increase (decrease) in cash</b>	<b>(421,935)</b>	<b>141,470</b>
<b>Cash and cash equivalents, beginning of period</b>	<b>38,485</b>	<b>157,758</b>
<b>Cash and cash equivalents, end of period</b>	<b>460,420</b>	<b>299,229</b>
<b>Cash paid during the period for interest</b>	<b>-</b>	<b>1,017</b>
<b>Cash paid during period for income taxes</b>	<b>-</b>	<b>-</b>

Supplementary cash flow information (Note 13)

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

**Abattis Bioceuticals Corp.**  
**Notes to the Condensed Consolidated Interim Financial Statements**  
**For the three months ended December 31, 2016 and 2015**  
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**1. NATURE OF OPERATIONS AND GOING CONCERN**

Abattis Bioceuticals Corp. (the "Company" or "Abattis") was incorporated as Sinocan Capital Group Inc. under the Company Act (Canada British Columbia) on June 30, 1997 and listed and began trading on the Canadian National Stock Exchange ("the Exchange") under the symbol "FLU" on December 23, 2010. From February 21, 2014, the Company commenced trading under the new symbol "ATT". The Company's head office is located at 104 - 9295 198th Street, Langley, BC V1M3J9.

Abattis is a biotechnology company with capabilities, through its wholly owned subsidiaries, of producing, licensing and marketing proprietary ingredients and formulas for use in the BioPharma, Nutraceutical, Cosmetic and Animal Nutrition markets.

These consolidated financial statements have been prepared on a going concern basis, which assumes the realization of assets and liquidation of liabilities in the normal course of business in the foreseeable future. These consolidated financial statements do not include any adjustments to the carrying value and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

The Company's operations to date have been financed by issuing common shares and debt instruments. The Company's ability to continue as a going concern is dependent upon profitable commercialization of its technologies and the continuing ability to obtain debt or equity financing to fund ongoing operations and research and development activities. The current cash position on hand and expected cash flows for the next 12 months are not sufficient to fund the Company's ongoing operational needs. Therefore, the Company will need funding through equity or debt financing, joint venture arrangements or a combination thereof. There is no assurance that additional funding or suitable joint venture arrangements will be available on a timely basis or on terms acceptable to the Company. If the Company is unable to obtain sufficient funding in this fashion, the ability of the Company to meet its obligations as they come due and, accordingly, the appropriateness of the use of the going concern assumption will be in significant doubt.

During the three months ended December 31, 2016, the Company has incurred a net loss of \$1,004,882 (December 31, 2015 – \$499,618). As at December 31, 2016, the Company had a working capital deficiency of \$112,710 (September 30, 2016 – working capital deficiency of \$936,205) and an accumulated deficit of \$16,157,206 (September 30, 2016 – \$15,154,290). These factors indicate the presence of a material uncertainty that may cast significant doubt on the ability of the Company to continue as a going concern.

**2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATION**

**Statement of compliance**

These unaudited condensed interim financial statements have been prepared in accordance with IFRS, as issued by the International Accounting Standards Board and Interpretations issued by the International Financial Reporting Interpretations Committee, and have been prepared in accordance with IAS 34 Interim Financial Reporting.

**Basis of presentation**

These unaudited condensed consolidated interim financial statements have been prepared on a historical cost basis except for certain financial assets classified as at fair value through profit or loss or available for sale, which are measured at fair value. In addition, the consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

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**2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATION (CONTINUED)**

**Presentation and functional currency**

The presentation and functional currency of the Company and its subsidiaries is the Canadian dollar except Phytalytics LLC which has a US dollar functional currency. All amounts in these unaudited condensed consolidated interim financial statements are expressed in Canadian dollars, unless otherwise indicated.

**Critical accounting estimates**

Critical accounting estimates are estimates and assumptions made by Management that may result in a material adjustment to the carrying amounts of assets and/or liabilities within the next financial year and are disclosed in Note 2 of the Company's annual audited consolidated financial statements for the year ended September 30, 2016.

**Significant accounting estimates and judgments**

The preparation of these condensed consolidated interim financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and expenses during the reporting period. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual outcomes could differ from these estimates. The consolidated financial statements include estimates which, by their nature, are uncertain. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in both the period of revision and future periods if the revision affects both current and future periods.

Significant estimates and assumptions about the future and other sources of estimation uncertainty that management has made, could result in a material adjustment to the carrying amounts of assets and liabilities. Significant estimates used in the preparation of these consolidated financial statements include, but are not limited to, the following:

- Allowance for doubtful accounts  
The Company must make an assessment of whether loan receivables are collectible from debtors. Accordingly, management establishes an allowance for estimated losses arising from non-payment, taking into consideration customer credit, current economic trends and past experience. If future collections differ from estimates, future earnings would be affected.
- Investment in associates  
Included in the carrying value of the Company's investment in associates is the Company's share of loss of the associates for the year ended September 30, 2015. The associates have not released full financial statements for the year ended September 30, 2015 and the Company's share of the loss of the associate has been estimated based on available information, including the associates' internal financial records. These estimates may change when full financial statements become available and this may impact the carrying value of the investment in associates. The Company has not guaranteed any amounts for associates.
- Business combinations  
The Company makes estimates related to the values assigned to assets in the purchase price allocation in a business combination. Changes in these assumptions could result in a change in the value of intangible assets, property and equipment, and non-controlling interests.



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**2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATION (CONTINUED)**

***Significant accounting estimates and judgments (continued)***

- Provisions and contingencies  
The amount recognized as a provision, including legal, contractual, constructive and other exposures or obligations, is the best estimate of the consideration required to settle the related liability, including any related interest charges, taking into account the risks and uncertainties surrounding the obligation. In addition, contingencies will only be resolved when one or more future events occur or fail to occur. Therefore, assessment of contingencies inherently involves the exercise of significant judgment and estimates of the outcome of future events. The Company assesses its liabilities and contingencies based upon the best information available.
- Impairment  
Assets, including intangible assets, property and equipment, goodwill and investment in associates, are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts may exceed their recoverable amounts.
- Inputs used in determining the estimated fair values of options and warrants issued during the year  
The Company has an equity-settled share-based compensation plan for directors, officers and consultants. Services received, and the corresponding increase in equity, are measured by reference to the fair value of the equity instruments at the date of grant, excluding the impact of any non-market vesting conditions. The fair value of share options are estimated using the Black-Scholes Option Pricing Model on the date of grant based on certain assumptions.
- Estimated useful lives of property and equipment and intangible assets  
The Company makes estimates and utilizes assumptions in determining the useful lives of property and equipment and intangible assets, and the related depreciation and amortization. Uncertainties in these estimates relate to technical obsolescence that may change the utilization of certain assets.

While management believes the estimates contained within these consolidated financial statements are reasonable, actual results could differ from those estimates and could impact future results of operations and cash flows.

Significant accounting judgments are accounting policies that have been identified as being complex or involving subjective judgments or assessments. Critical accounting judgments used by the Company include, but are not limited to, the following:

- Income taxes  
The Company is subject to income taxes in various jurisdictions and subject to various rates and rules of taxation. Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain.

The Company recognizes liabilities for anticipated tax audit issues based on the Company's current understanding of the tax law. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

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In addition, the Company has not recognized deferred tax assets relating to tax losses carried forward. Future realization of the tax losses depends on the ability of the Company to satisfy certain tests at the time the losses are recouped, including current and future economic conditions and tax law.

**2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATION (CONTINUED)**

***Significant accounting estimates and judgments (continued)***

- **Going concern**  
The Company's ability to execute its strategy by funding future working capital requirements requires judgment. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, such as expectations of future events that are believed to be reasonable under the circumstances.
- **Impairment of non-financial assets**  
Judgment is involved in assessing whether there is any indication that an asset or cash generating unit may be impaired. This assessment is made based on the analysis of, amongst other factors, changes in the market or business environment, events that have transpired that have impacted the asset or cash generating unit, and information from internal reporting.

***Basis of consolidation***

These condensed consolidated interim financial statements include the accounts of the Company and its subsidiaries.

Subsidiaries are controlled by the Company. Control exists when the parent entity has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Subsidiaries are included in the consolidated financial statements from the date control is obtained until the date control is lost.

At December 31, 2016 and September 30, 2016, the Company's subsidiaries are as follows:

	Country of incorporation	Principal activity	Percentage owned	
			December 31, 2016	September 30, 2016
Amino Wellness Corporation	Canada	Holds certain licenses	100%	100%
Abattis Bioceticals International Inc.	United States	Biotechnology	100%	100%
BioCell Labs Inc. ("BLI")	Canada	Biotechnology	100%	100%
North American BioExtracts Inc.	Canada	Biotechnology	100%	100%
Biocube Green Grow Systems Corp.	Canada	Biotechnology	100%	100%
True Plant Technologies	Canada	Biotechnology	100%	100%
Northern Vine Canada Inc. ("Northern Vine")	Canada	Biotechnology	75%	75%
Phytalytics LLC ("Phytalytics")	United States	Biotechnology	51%	51%
Vergence Visionary Bioceticals Corp.	Canada	Marketing	100%	100%

Subsequent to December 31 2016, the Company incorporated Abattis China Co.

Intercompany transactions and balances between the Company and its subsidiary are eliminated in full on consolidation.

***Non-controlling interests***

Non-controlling interests in the Company's less than wholly-owned subsidiaries are classified as a separate component of equity. On initial recognition, non-controlling interests are measured at their proportionate share of the acquisition date fair value of identifiable net assets of the related subsidiary acquired by the Company. Subsequent to the acquisition date, adjustments are made to the carrying amount of non-controlling interests for the non-controlling interests' share of changes to the subsidiary's equity. Adjustments to recognize the non-

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controlling interests' share of changes to the subsidiary's equity are made even if this results in the non-controlling interests having a deficit balance.

## 2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATION (CONTINUED)

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are recorded as equity transactions. The carrying amount of non-controlling interests is adjusted to reflect the change in the non-controlling interests' relative interests in the subsidiary and the difference between the adjustment to the carrying amount of non-controlling interests and the Company's share of proceeds received and/or consideration paid is recognized directly in equity and attributed to the shareholders of the Company

### Significant accounting policies

The significant accounting policies used in the preparation of these consolidated financial statements are as follows:

- **Business combinations**

The Company accounts for a transaction as a business combination when the acquisition of an asset or group of assets constitutes a business and when the Company obtains control of the entity being acquired. Business combinations are accounted for using the acquisition method. In applying the acquisition method, the Company separately records the identifiable assets acquired, the liabilities assumed, any goodwill acquired and any non-controlling interests in the acquired entity.

The Company measures the identifiable assets acquired and the liabilities assumed at their acquisition-date fair values, less any non-controlling interest at fair value. Goodwill is measured as the excess of the fair value of the consideration transferred, less any non-controlling interest in the entity being acquired over the fair value of the net identifiable assets acquired. The consideration transferred in a business combination is measured as the aggregate of the acquisition date fair values of the assets transferred by the acquirer, the liabilities incurred by the acquirer to former owners of the acquired entity and the equity interests issued by the Company.

Acquisition costs in connection with a business combination are expensed as incurred. Those costs include finder's fees, professional fees, consulting fees and general administrative costs.

- **Investment in associates**

An associate is an entity over which the Company has significant influence and which is neither a subsidiary nor a joint venture.

Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies. Significant influence is presumed to exist when the Company holds between 20% and 50% of the voting power of another entity, but can also arise where the Company holds less than 20% if it has the power to be actively involved and influential in policy decision affecting the entity.

An investment in associate is accounted for using the equity method. Under the equity method, investments in associates are carried in the consolidated statement of financial position at cost adjusted for post-acquisition changes in the Company's share of net assets of the associate, less any impairment losses. Losses in an associate in excess of the Company's interest in that associate are recognized only to the extent that the Company has incurred a legal or constructive obligation to make payments on behalf of the associate. Unrealized profits or losses on transactions between the Company and an associate are eliminated to the extent of the Company's interest therein.

## 2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATION (CONTINUED)

### **Significant accounting policies**

- **Investment in associates**

At the end of each reporting period, the Company assesses whether there is any evidence that an investment in associate is impaired. This assessment is generally made with reference to the status of licence applications, operating results achieved, and an assessment of the likely results to be achieved from future business operations of the associate. When there is evidence that an investment in a associate is impaired, the carrying amount of such investment is compared to its recoverable amount. If the recoverable amount of an investment in associate is less than its carrying amount, the carrying amount is reduced to its recoverable amount and an impairment loss, being the excess of carrying amount over the recoverable amount, is recognized in the period of impairment. When an impairment loss reverses in a subsequent period, the carrying amount of the investment in associate is increased to the revised estimate of recoverable amount to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had an impairment loss not been previously recognized. A reversal of an impairment loss is recognized in net earnings in the period the reversal occurs.

- **Related party transactions**

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

- **Foreign currency**

The Company's consolidated financial statements are presented in Canadian dollars, which is also the functional currency for all Canadian operations. The Company's non-Canadian operations are measured in the currency in which they operate and are translated into Canadian dollars at each reporting date. Assets and liabilities are translated into Canadian dollars from U.S. dollars using the exchange rates in effect on the reporting dates. Revenues and expenses are translated at average exchange rates prevailing during the period. The resulting translation gains and losses are included as a separate component of other comprehensive income ("OCI").

For Canadian operations, transactions completed in foreign currencies are translated into Canadian dollars at the rates prevailing at the time of the transactions. Monetary assets and liabilities denominated in foreign currencies are reflected in the consolidated financial statements at the exchange rates prevailing at the reporting dates, with the resulting gain or loss included in the consolidated statements of earnings.

- **Financial instruments**

Financial assets and financial liabilities are recognized on the consolidated statements of financial position when the Company becomes a party to the contractual provisions of the financial instrument. All financial instruments are initially recorded at fair value.

### **Financial assets**

The Company classifies its financial assets at initial recognition as either financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments or available-for-sale, depending on the purpose for which the asset was acquired.

## 2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATION (CONTINUED)

### Significant accounting policies (continued)

- **Financial instruments (continued)**

#### Financial assets (continued)

Fair value through profit or loss - This category comprises derivatives or financial assets acquired or incurred principally for the purpose of selling or repurchasing in the near term. Subsequent to initial recognition, they continue to be recorded in the consolidated statement of financial position at fair value with changes in fair value recognized in profit or loss.

Loans and receivables - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, they are recorded at amortized cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Held to maturity investments - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. Subsequent to initial recognition, these assets are recorded at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in profit or loss.

Available for sale - Non-derivative financial assets not included in the above categories are classified as available for sale. Subsequent to initial recognition, they continue to be recorded at fair value with changes in fair value recognized directly in equity. If there is no quoted price in an active market and fair value cannot be readily determined, available for sale investments are carried at cost. Where a decline in the fair value of an available for sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in profit or loss.

The Company classifies its financial assets as follows:

- Cash and investments with quoted prices in active markets are classified as held for trading financial assets at fair value through profit or loss.
- Marketable securities are classified as held for trading financial assets at fair value through profit or loss.
- Investments without quoted prices in active markets are classified as available for sale.
- Cash held in trust, loan receivable and trade and other receivables are classified as loans and receivables.

Transaction costs associated with financial assets at fair value through profit or loss are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

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All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired.

**2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATION (CONTINUED)**

• **Financial instruments (continued)**

***Financial liabilities***

The Company classifies its financial liabilities as either financial liabilities at fair value through profit or loss or other financial liabilities, depending on the purpose for which the liability was incurred. The Company's accounting policy for each of these categories is as follows:

**Fair value through profit or loss:** This category comprises derivatives or liabilities acquired or incurred principally for the purpose of selling or repurchasing in the near term. Subsequent to initial recognition, they continue to be recorded in the consolidated statement of financial position at fair value with changes in fair value recognized in profit or loss.

**Other financial liabilities:** Financial liabilities other than those classified as fair value through profit or loss are classified as other financial liabilities. Subsequent to initial recognition, other financial liabilities are measured at amortized cost using the effective interest method.

The Company's financial liabilities are trade and other payables and advance payable. The Company classifies these financial liabilities as other financial liabilities.

The Company classifies and discloses fair value measurements based on a three-level hierarchy:

- Level 1 – inputs are unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – inputs other than quoted prices in Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3 – inputs for the asset or liability that are not based on observable market.

• **Cash**

Cash in the statements of financial position comprise cash, bank deposits and short-term investments that are readily converted to known amounts of cash with original maturities of three months or less.

• **Property and equipment**

Property and equipment is carried at cost, less accumulated depreciation and accumulated impairment losses.

The cost of an item of property and equipment consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located.

Property and equipment is depreciated annually on the following basis:

- Computer equipment - 30% declining-balance
- Office equipment - 30% declining-balance
- Plant equipment - 20% declining-balance
- Leasehold improvement - 6 years straight-line

**2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATION (CONTINUED)**

• **Financial instruments (continued)**

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- **Property and equipment (continued)**

Depreciation commences when an item of equipment becomes available for use.

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in profit or loss.

Where an item of property and equipment comprises major components with different useful lives, the components are accounted for separately. Expenditures incurred to replace a component of an item of property and equipment that is accounted for separately, including major inspection and overhaul expenditures, are capitalized.

- **Intangible assets**

**Research and development**

Expenditure on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, is recognized in profit or loss as incurred.

Development activities involve a plan or design for the production of new or substantially improved products and processes. Development expenditure is capitalized only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development and has the ability to use or sell the asset. The expenditures capitalized includes the cost of materials, direct labor, overhead costs that are directly attributable to preparing the asset for its intended use, and borrowing costs on qualifying assets for which the commencement date for capitalization is on or after October 1, 2010. Other development expenditure is recognized in profit or loss as incurred.

Capitalized development expenditure is measured at cost less accumulated amortization and accumulated impairment losses.

**Other intangible assets**

Other intangible assets that are acquired by the Company and have finite useful lives are measured at cost less accumulated amortization and accumulated impairment losses.

Intangible assets are amortized annually on a straight-line basis at the following rates:

- Patents – 20 years
- Formulae – 20 years
- Licenses – 5 to 20 years

- **Impairment of non-current assets**

At each reporting date, the carrying amounts of the Company's assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

## 2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATION (CONTINUED)

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**Significant accounting policies (continued)**

- **Impairment of non-current assets (continued)**

The recoverable amount of an asset is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset or cash generating unit is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, to the extent the revised carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognized in profit or loss.

- **Share capital**

**Common shares**

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects.

**Equity units**

The Company previously allocated the proceeds received on the issuance of units between the common shares and warrants using the relative fair value method. The fair value of the warrants was determined using the Black Scholes Option Pricing Model on the date the units were issued. During the year ended September 30, 2016, the Company changed this accounting policy on the basis that the allocation did not provide a relevant and reliable measure of the aggregate proceeds. The Company has retroactively applied the change in accounting policy and, accordingly, the Company reallocated \$1,441,805 from the warrant reserve to share capital at September 30, 2014.

- **Loss per share**

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share is determined by adjusting the loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all dilutive potential common shares.

- **Share-based compensation**

The Company's share purchase option plan allows directors, executive officers, employees and consultants to acquire shares of the Company. The fair value of options granted is recognized as a share-based payments expense with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee.

## 2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATION (CONTINUED)

**Significant accounting policies (continued)**

- **Share-based compensation (continued)**



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The fair value of employee options is measured at the option's grant date, and the fair value of non-employee options is measured at the date when goods or services are received. The fair value of each tranche of options granted which do not vest immediately on grant, is recognized over the period during which each tranche of options vest. The fair value of the options granted is measured using the Black-Scholes Option Pricing Model taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

Share-based payments expense is credited to the equity settled share-based payment reserve. If the options are later exercised, their fair value is transferred from the reserve to share capital.

- **Provisions**

Provisions are recognized where a legal or constructive obligation has been incurred as a result of past events, it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made. If material, provisions are measured at the present value of the expenditures expected to be required to settle the obligation.

- **Income tax**

Income tax expense comprises current and deferred tax. Income tax is recognized in the consolidated statement of comprehensive income (loss) except to the extent it relates to items recognized in other comprehensive income or directly in equity.

Current income tax expense is based on the results for the period as adjusted for items that are not taxable or not deductible. Current income tax is calculated using tax rates that were enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. Provisions are established where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred taxes are expected to be payable or recoverable between the carrying amounts of assets in the consolidated statement of financial position and their corresponding tax bases used in the computation of taxable profit, and are accounted for using the liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences between the carrying amounts of assets and their corresponding tax bases. Deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized.

## 2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATION (CONTINUED)

### ***Significant accounting policies (continued)***

- **Revenue recognition**

When the outcome of a lab testing order can be estimated reliably, revenue is recognized by reference to the stage of completion of the testing activity and through the period that services are rendered, measured based on the proportion of costs incurred for work performed relative to the estimated total cost, except where this would not be representative of the stage of completion. Revenue is recognized only when it is probable that the agreed upon amount for the lab testing services will be received by the Company. When the outcome of a lab testing order cannot be estimated reliably, revenue recognized only to the extent of the expenses recognized that are recoverable.

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Interest from cash and cash equivalents, if applicable, are recorded on an accrual basis when collection is reasonably assured.

**New standards and interpretations not yet adopted**

The IASB issued the following new and revised accounting pronouncements. The Company does not anticipate early adoption of these standards at this time and they are not expected to have a material impact on the Company's consolidated financial statements.

*IFRS 10, Consolidated Financial Statements ("IFRS 10") and IAS 28, Investment in Associates and Joint Ventures ("IAS 28")* – amended to require full recognition in the investor's financial statements of gains and losses arising on the sale or contribution of assets that constitute a business and to require partial recognition of gains and losses where the assets do not constitute a business. It is effective for annual periods beginning on or after January 1, 2016.

**New standards and interpretations not yet adopted**

*IFRS 7, Financial Instruments - Disclosure* – amended to clarify whether a servicing contract is continuing involvement in a transferred asset and to clarify offsetting disclosure requirements in condensed interim financial statements. It is effective for annual periods beginning on or after July 1, 2016.

*IFRS 9 Financial Instruments* – replaces IAS 39. IFRS 9 introduces limited amendments to classification and measurement for financial assets, a new expected loss impairment model and a new hedge accounting model. It is effective for annual periods beginning on or after January 1, 2018.

*IFRS 10, IFRS 12, Disclosure of Interests in Other Entities, and IAS 28* – amended to address issues that have arisen in the context of applying the consolidation exception for investment entities. It is effective for annual periods beginning on or after January 1, 2016.

*IFRS 15 "Revenue from Contracts with Customers"* – This new standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. IFRS 15 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted.

### **3. BUSINESS COMBINATION**

On April 7, 2014, the Company acquired a 51% membership interest in Phytalytics. The transaction was accounted for as a business combination by the acquisition method, with the Company identified as the acquirer. At the date of acquisition, the Company determined the fair value of the net identified assets of Phytalytics and recognized intangible assets of \$1,245,813, which related to the license application for the cannabis analysis laboratory services.

During the year ended September 30, 2016, Phytalytics contributed revenue of \$Nil (2015 - \$91,940) and a loss of \$37,469 (2015 - \$2,246,532) to the Company's consolidated results.

At September 30, 2015 and 2016, the activity of Phytalytics has been suspended and the lease agreement of the lab has been terminated. During the year ended September 30, 2015, the Company performed an impairment test and determined that the carrying value of intangible assets and goodwill were impaired, and

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recorded impairment charges of \$1,431,949 related to the intangible and \$508,549 related to goodwill and the associated deferred income tax liability. The Company has determined that the fair value of the Phytalytics cash generating unit is \$75,000 on the basis of non-binding expressions of interest from outside parties. There has been nominal activity relating to Phytalytics during the year ended September 30, 2016 and three months ended December 31, 2016.

**4. ACCOUNTS RECEIVABLE**

	December 31, 2016	September 30, 2016
Trade receivable	\$ 767	\$ 767
GST receivable	38,945	36,936
Share subscription receivable	1,000	1,000
	<b>\$ 40,712</b>	<b>\$ 38,703</b>

**5. LOAN RECEIVABLE**

On December 18, 2014, the Company provided a short-term loan to Terracity Lawrence LLC ("Terracity") in the amount of \$124,740 (USD\$100,000). The loan matured on February 18, 2015. The Company was actively trying to collect the amount of the loan, however, as the loan had been past due for a period of time, a provision was recorded for the full balance during fiscal 2015. During the period ended December 31, 2016, the Company received \$32,500(US\$25,000). Subsequent to December 31, 2016, the Company has recovered USD\$50,000 from Terracity as repayment of the short-term loan.

**6. PROPERTY AND EQUIPMENT**

During the year ended September 30, 2016, the estimation of useful life of the leasehold improvement for the amortization purposes was changed from 20 years to the initial lease term plus an option to renew. This change in estimation has been applied prospectively. Based on the new estimate, the leasehold of Northern Vine will be depreciated based on useful life of 6 years, which consists of 3 years initial lease term and 3 years one lease option to renew.

**6. PROPERTY AND EQUIPMENT (CONTINUED)**

	Computer equipment	Office equipment	Plant equipment	Leasehold improvement	Total
<b>Cost</b>					
Balance as at September 30, 2016 and December 31, 2016	\$ 26,531	\$ 67,741	\$ 130,286	\$ 77,793	\$ 302,351
<b>Depreciation</b>					
As at September 30, 2016	\$ (18,286)	\$ (46,240)	\$ (77,658)	\$ (11,310)	\$ (153,494)
Change for the period	(618)	(1,613)	(2,631)	(2,770)	(7,632)
Balance as at December 31, 2016	<b>\$ (18,904)</b>	<b>\$ (47,853)</b>	<b>\$ (80,289)</b>	<b>\$ (14,080)</b>	<b>\$ (161,126)</b>
<b>Net book value</b>					
As at September 30, 2016	\$ 8,245	\$ 21,501	\$ 52,628	\$ 66,483	\$ 148,857
As at December 31, 2016	<b>\$ 7,627</b>	<b>\$ 19,888</b>	<b>\$ 49,997</b>	<b>\$ 63,713</b>	<b>\$ 141,225</b>

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**7. INTANGIBLE ASSETS**

Amortization of intangible assets is included in 'Amortization' on the statement of loss and comprehensive loss.

The Company's intangible assets consist of assets for both finite and indefinite life. The Company amortizes the intangible assets based on their expected useful life. Intangible assets include the following key agreements:

- On February 27, 2014, the Company purchased organic and hydroponic fertilizer and nutritional proprietary formulas from Green-Grow Garden Products Ltd. in consideration for 300,000 common shares of the Company, with a fair value of \$240,000.
- On April 7, 2014, the Company acquired a license for proprietary processes. The fair value proprietary process on the date of acquisition was \$1,245,812. During the year ended September 30, 2015, the balance of the proprietary license was considered impaired and was written-down to its estimated fair value of \$63,785.
- On August 6, 2014, the Company entered into an agreement with TerraSphere Systems LLC which granted the Company non-exclusive rights to proprietary and patented vertical farming technology for cash consideration of \$109,500. The patent related to the technology has a remaining life of 15 years. During the year ended September 30, 2015, the Company determined that the technology was impaired and the entire balance was written-off.
- On August 30, 2015, the Company disposed of an Avian Poultry patent with a cost of \$250,000 to a related party.

**7. INTANGIBLE ASSETS (CONTINUED)**

	Formulae	Licenses	Trademark	Proprietary	Total
<b>Cost</b>					
<b>Balance as at September 30, 2016 and December 31, 2016</b>	<b>\$ 588,067</b>	<b>\$ 616,331</b>	<b>\$ 1,468</b>	<b>\$ 63,785</b>	<b>\$ 1,269,651</b>
<b>Amortization</b>					
As at September 30, 2016	\$ (113,284)	\$ (130,204)	\$ (108)	\$ -	\$ 243,596
Change for the period	(5,935)	(6,077)	(17)	-	(12,029)
<b>Balance as at December 31, 2016</b>	<b>\$ (119,219)</b>	<b>\$ (136,281)</b>	<b>\$ (125)</b>	<b>\$ -</b>	<b>\$ (255,625)</b>
<b>Net book value</b>					
As at September 30, 2016	\$ 474,783	\$ 486,127	\$ 1,360	\$ 63,875	\$ 1,026,055
<b>As at December 31, 2016</b>	<b>\$ 468,848</b>	<b>\$ 480,050</b>	<b>\$ 1,343</b>	<b>\$ 63,875</b>	<b>\$ 1,014,026</b>

**8. INVESTMENT IN ASSOCIATES**

On April 10, 2014, the Company through its wholly-owned subsidiary, Northern Vine, entered into a share exchange agreement with Experion Biotechnologies Inc. ("Experion"), a company incorporated under the laws of British Columbia, Canada. Pursuant to the terms of the agreement, Experion and Northern Vine have exchanged 25% of each parties' issued and outstanding common shares. The Company maintains a 75% ownership in Northern Vine.

On April 30, 2014, the Company through its wholly-owned subsidiary, Abattis Bioceticals International Inc., acquired a 34% interest in Instant Payment Systems LLC ("IPS"), a US entity based in Washington State, US, in consideration for \$100,000 cash payments and 200,000 common shares of the Company with a fair value of \$180,000. During the year ended September 30, 2015, the investment in IPS was determined to be

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impaired and the carrying value of \$271,179 was written-off in full as IPS ceased development of its product and ceased operations.

**9. TRADE AND OTHER PAYABLES**

	<b>December 31, 2016</b>	<b>September 30, 2016</b>
Trade payables	\$ 249,213	\$ 608,163
Accrued liabilities	37,000	118,851
Due to related parties	299,569	258,319
Payroll liabilities	22,619	22,619
	<b>\$ 608,401</b>	<b>\$ 1,007,952</b>

**10. ADVANCES PAYABLE**

On January 30, 2013, the Investment Agriculture Foundation provided \$18,871 to a subsidiary acquired by the Company on March 1, 2013 to develop high value, high quality fractionation processes for surplus berries. Focus moved away from this project during the year ended September 30, 2013 and therefore funds advanced by the Investment Agriculture Foundation will be repaid. During the period ended June 30 2016, no funds were repaid to the Company.

**11. SHARE CAPITAL**

**Authorized share capital**

Unlimited number of common shares without par value.

**Issued share capital**

At December 31, 2016, there were 125,516,758 issued and fully paid common shares (September 30, 2016 – 111,760,004). The Company also held 1,750,000 common shares in treasury (September 30, 2016 – 1,750,000).

*During the three months ended December 31, 2016:*

- The Company completed a non-brokered private placement of 2,070,053 units for total gross proceeds of \$224,642. Each unit consists of one common share and one share purchase warrant of the Company exercisable at \$0.07 per warrant for a period of 24 months. The Company issued 289,395 common shares valued at \$34,892 as part fees to complete the placement.
- The Company issued 3,568,172 common shares with an aggregate fair value of \$407,203 for management and consulting services and finance costs.
- The Company issued 1,178,192 common shares with an aggregate fair value of \$153,164 for settlement of trade and other payables.
- The Company issued 1,354,149 units with an aggregate fair value of \$162,498 for the settlement of trade and other payables. Each unit consists of one common share at \$0.12 and one share purchase warrant of the Company exercisable at \$0.15 per warrant for a period of two years.
- During the three months ended December 31, 2016, 5,296,793 share purchase warrants were exercised for total proceeds of \$366,169.

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**11. SHARE CAPITAL (CONTINUED)**

*During the year ended September 30, 2016:*

- On December 3, 2015, and December 15, 2015 the Company completed a non-brokered private placement of 10,250,000 and 250,000 units respectively at a price of \$0.05 per unit for total gross proceeds of \$525,000. Each unit consists of one common share and one share purchase warrant of the Company exercisable at \$0.07 per warrant for a period of 24 months. Finders' fees of \$29,000 were paid and 320,000 warrants ("Agent Warrants") were issued pursuant to the financing. The Agent Warrants are exercisable at \$0.07 per warrant for a period of 24 months. The Agent Warrants were allocated a fair value of \$20,743. The fair value of the Agent Warrants was calculated using the Black-Scholes Option Pricing Model using the following assumptions: risk free rate of 0.54%, expected life of 2 years, volatility of 179.59% and no expected dividends.
- The Company issued 18,228,776 common shares with an aggregate fair value of \$1,380,710 for management and consulting services and finance costs. At September 30, 2015, \$28,177 has been recorded in obligation to issue shares for management and consulting services.
- The Company issued 4,159,922 common shares with an aggregate fair value of \$263,407 for settlement of trade and other payables. At September 30, 2015, \$82,883 has been recorded in obligation to issue shares for the settlement of trade and other payables.
- The Company issued 1,000,000 units with an aggregate fair value of \$50,000 for the settlement of trade and other payables. Each unit consists of one common share and one share purchase warrant of the Company exercisable at \$0.05 per warrant for a period of 3 years.
- The Company issued 1,019,171 units with an aggregate fair value of \$50,959 for the settlement of trade and other payables. Each unit consists of one common share and one share purchase warrant of the Company exercisable at \$0.07 per warrant for a period of 2 years.
- During the year ended September 30, 2016, 500,000 common shares were issued from the exercise of stock options at a price of \$0.05 per option for total proceeds of \$25,000. Accordingly, the Company reallocated \$29,782 from the equity-settled share-based payment reserve to share capital.
- During the year ended September 30, 2016, 300,000 share purchase warrants were exercised at an exercise price of \$0.05 per share purchase warrant for total proceeds of \$15,000, of which \$1,000 has been recorded in receivables.

**Share purchase warrants**

The changes in warrants during the three months ended December 31, 2016 and the year ended September 30, 2016 as follows:

	December 31, 2016		September 30, 2016	
	Number outstanding	Weighted average exercise price	Number outstanding	Weighted average exercise price
<b>Outstanding, beginning balance</b>	<b>21,019,989</b>	<b>\$ 0.08</b>	9,756,318	\$ 0.13
Issued	3,424,202	0.15	12,839,171	0.07
Exercised	(5,296,793)	.14	(300,000)	-
Expired	-	-	(1,275,500)	0.25
<b>Outstanding, ending balance</b>	<b>19,147,398</b>	<b>\$ 0.12</b>	21,019,989	\$ 0.08

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**11. SHARE CAPITAL (CONTINUED)**

**Share purchase warrants (continued)**

The following summarizes information about warrants outstanding and exercisable at December 31, 2016:

<b>Expiry date</b>	<b>Warrants outstanding</b>	<b>Exercise price</b>	<b>Weighted average remaining contractual life, in years</b>
August 19, 2017 <sup>1</sup>	5,549,080	0.09	0.25
December 3, 2017 <sup>1</sup>	4,050,000	0.07	0.59
September 19, 2018 <sup>2</sup>	2,365,072	0.15	0.22
February 15, 2019	-	0.05	0.08
May 6, 2020	83,333	0.12	0.03
May 31, 2021	2,326,612	0.15	0.08
	<b>14,374,097</b>	<b>\$ 0.11</b>	<b>1.18</b>

These warrants are subject to a Warrant Exercise Incentive Program (the “Incentive Program”) whereby the warrant holders are eligible to receive an incentive warrant, based on the exercise of the original warrant on or before January 19, 2017. The incentive warrant entitles the warrant holder to purchase one additional common share of the Company at a price of \$0.15 per common share for 2 years. See Note 23.

<sup>2</sup> During the year ended September 30, 2016, the Company extended the expiry date of these warrants which originally expired on September 19, 2016 to September 19, 2018. The Company does not recognize a fair value to modifications of warrants.

On February 11, 2016, the Company issued 1,000,000 share purchase warrants with exercise price of \$0.05 and expiry date of two years.

During the period ended December 31, 2015, the Company issued 10,820,000 share purchase warrants with exercise price of \$0.07 and expiry date of two years.

On October 7, 2015, 1,275,500 share purchase warrants with exercise price of \$0.25 and estimated fair value of \$251,681 expired.

**Stock options**

The Company has a share purchase option plan (dated June 18, 2012) which specifies that a maximum of 10% of the issued and outstanding common shares of the Company may be reserved for issuance pursuant to the exercise of share options. The term of the share options granted are fixed by the board of directors and are not to exceed ten years. The exercise prices of the share options shall not be less than the closing price of the Company’s common shares on the day preceding the day on which the directors grant the share purchase options, less any discount permitted by the Exchange. Vesting of options will be at the discretion of the Board.

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**11. SHARE CAPITAL (CONTINUED)**

**Stock options (continued)**

The changes in stock options during the three months ended December 31, 2016 and the year ended September 30, 2016 as follows:

	September 30, 2016		September 30, 2015	
	Number outstanding	Weighted average exercise price	Number outstanding	Weighted average exercise price
<b>Outstanding, beginning of period</b>	<b>6,410,000</b>	<b>\$ 0.22</b>	6,370,000	\$ 0.22
Exercised	-	-	(500,000)	(0.05)
Granted	<b>3,050,000</b>	<b>0.18</b>	1,500,000	0.055
Expired/cancelled	<b>(750,000)</b>	<b>0.06</b>	(960,000)	0.10
<b>Outstanding, end of period</b>	<b>8,710,000</b>	<b>\$ 0.20</b>	6,410,000	\$ 0.20

*During the three months ended December 31, 2016:*

- On October 14, 2016, the Company granted 3,050,000 stock options to directors and consultants. Each option is exercisable into a common share of the Company at \$0.18 per share for a period of 5 years. The options are fully vested at December 31, 2016

*During the year ended September 30, 2016:*

- On November 30, 2015, the Company granted 750,000 stock options to a consultant. Each option is exercisable into a common share of the Company at \$0.06 per share for a period of 2 years. The options are fully vested at September 30, 2016.
- On February 19, 2016, the Company granted 750,000 stock options to a consultant. Each option is exercisable into a common share of the Company at \$0.055 per share for a period of 2 years. The options vest over nine months, one third each three months commencing February 19, 2016.

The following summarizes information about stock options outstanding and exercisable at September 30, 2016:

Expiry date	Options outstanding	Options exercisable	Exercise Price
December 24, 2017	150,000	150,000	\$ 0.100
February 19, 2018	750,000	704,380	\$ 0.055
February 18, 2019	25,000	25,000	\$ 0.170
July 22, 2019	1,030,000	1,030,000	\$ 0.640
August 8, 2019	605,000	605,000	\$ 0.480
September 16, 2019	100,000	100,000	\$ 0.330
January 27, 2020	25,000	25,000	\$ 0.160
March 6, 2020	125,000	125,000	\$ 0.160
August 20, 2020	2,850,000	3,350,000	\$ 0.060
October 14, 2021	2,850,000	3,350,000	\$ 0.060
	<b>6,410,000</b>	<b>6,364,380</b>	



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**11. SHARE CAPITAL (CONTINUED)**

**Stock options (continued)**

The estimated grant date fair value of the options granted during the years ended September 30, 2016 and 2015 was calculated using the Black-Scholes option pricing model with the following assumptions:

	<b>December 31, 2016</b>	<b>September 30, 2016</b>
Share price	\$ 0.18	\$ 0.06
Exercise price	\$ 0.18	\$ 0.06
Risk-free interest rate	1.65%	0.55%
Estimated volatility	213%	159%
Expected life	5.00	2.00
Expected dividend yield	0%	0%

Option pricing models require the input of highly subjective assumptions, including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing assumptions do not necessarily provide a reliable measure of the future fair value of the Company's share purchase options.

**Reserve**

The reserve records items recognized as share-based compensation until such time that the stock options and finder's warrants are exercised, at which time the corresponding amount is reallocated to share capital. Amounts recorded for forfeited or expired unexercised options and warrants are transferred to deficit. The reserve also includes foreign currency translation differences. See note 2.

**12. NON-CONTROLLING INTEREST**

As the December 31, 2016, the carrying value of NCI was \$463,142 (September 30 2015 - \$461,176) which was determined as follows:

	<b>Phytalytics LLC</b>	<b>Northern Vine</b>
As at September 30, 2016	\$ (391,094)	\$ (70,083)
During the period ended December 31, 2016		
Loss allocated to NCI	(980)	(986)
As at December 31, 2016	\$ (392,074)	\$ (71,069)

**13. SUPPLEMENTAL CASH FLOW INFORMATION**

	<b>For the three months ended</b>	
	<b>December 31, 2016</b>	<b>December 31, 2015</b>
<b>Obligation to issue shares for settlement of trade and other payables</b>	47,365	-

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**14. RELATED PARTY TRANSACTIONS**

**Transactions with associates**

During the year ended September 30, 2014, the Company provided a short-term loan of \$24,543 to IPS. This amount was fully impaired during the year ended September 30, 2015.

**Key management personnel compensation**

During the three months ended December 31, 2016 and 2015, compensation to key management personnel and related parties were as follows:

	September 30, 2016	September 30, 2015
Remuneration, fees and short-term benefits		
Office and general administrative – rent (i)	\$ -	\$ 3,205
Management and consulting fees (ii)	41,250	110,516
Share-based compensation	442,637	173,566
	<b>\$ 483,887</b>	<b>\$ 287,287</b>

**14. RELATED PARTY TRANSACTIONS (CONTINUED)**

- (i) Rent was recorded for Crimson Opportunities Ltd. (“Crimson”), a company controlled by the CFO of the Company, for lease of a manufacturing warehouse. The lease was terminated during the year ended September 30, 2016.
- (ii) Fees include amounts paid, accrued and/or settled in shares, as recorded for the CEO, a company controlled by the CEO, former CEO, company controlled by the former CEO, COO, CFO, Crimson, directors and companies controlled by directors of the Company. Included in trade payables and other liabilities at September 30, 2016 is \$241,591 (2015 - \$200,341) due to the aforementioned parties for advertising, management and consulting fees.

**Loan payable**

On August 2, 2016, the Company entered into a loan agreement with Crimson. Under the terms of the loan agreement, Crimson has agreed to make a bridge loan to the Company of up to \$50,000. The loan bears interest at a rate of 10% per annum, is unsecured and payable at the earlier of (i) August 2, 2018, (ii) the date at which the Company completes a financing of greater than \$250,000 and (iii) the event of default. The Company may repay the loan at any time. Crimson has the right to convert the principal and interest owing to common shares of the Company at the lower of (i) \$0.05 per common share, or (ii) an allowable discount to market price. An equity component, recognized as the difference between the fair value of the convertible note as a whole and the fair value of the liability component, was calculated as a nominal amount. Accordingly, no value was allocated to the equity component.

To December 31, 2016, the Company has drawn \$32,220 upon the bridge loan and accrued \$1,095 in interest. The Company also paid Crimson an arrangement fee of \$5,000, which has been included in finance costs. Subsequent to year end, the loan payable was converted into common shares of the Company.

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15. COMMITMENTS

- i) On April 20, 2012, the Company entered into a five-year exclusive distribution agreement with Hedley Enterprises Ltd. ("Hedley") to purchase, resell and distribute Abattis' line of natural products in Canada. Under the terms of the Agreement Hedley has acquired the exclusive right to sell and distribute Abattis' products to all retail distribution channels, which include health food stores, grocery stores, fitness facilities, and similar retail establishments.

15. COMMITMENTS (CONTINUED)

- ii) On November 1, 2012, as last amended on September 3, 2015, the Company renewed a three-year office lease with Toro Holdings Ltd. The Company's minimum annual lease payments based on fiscal years are as follows:

Year	
2017	\$ 23,335
2018	31,113
2019	10,371
	\$ 64,819

- iii) On December 27, 2012, the Company entered into a license agreement with Vertical Designs Ltd. ("Vertical Designs"), a company controlled by a former director of the Company. Under the agreement, the Company has been granted the exclusive, worldwide rights to a patent license, with the right to grant sublicenses, to use the Bio Pharma technology for growing products at licensed facilities, which products may only be used as ingredients in the pharmaceutical, nutraceutical, cosmetic and wellness markets. The royalty provisions of the license agreement reflect that: (i) the royalty payable on net sales of all products sold by Abattis was 4%; (ii) in consideration for the grant of the Company's right to grant sublicenses, the Company will pay to Vertical Designs Ltd. a sublicense royalty of 15% of any monies or other consideration that the Company receives from any sublicense; and (iii) after two years, the Company will be required to pay to Vertical Designs Ltd. a minimum royalty payment of \$25,000 per year and if the combined royalty payments paid from (i) and (ii) above do not equal \$25,000 in any given year then the Company will be permitted to top up such amount with a cash payment. The first minimum royalty agreement was due on February 29, 2015. Under the terms of the agreement, the patent license will revert to Vertical Designs in certain circumstances, including: (i) if the Company terminates the agreement; (ii) if the Company materially breaches or defaults in the performance of the agreement and has not cured such default within 60 days, or in the case of failure to pay any amounts due, then within 30 days, after receiving written notice from Vertical Designs Ltd. specifying the breach; (iii) if the Company discontinues its business of producing ingredients for pharmaceutical, nutraceutical, cosmetic or wellness markets; (iv) if the Company fails to pay the annual \$25,000 minimum royalty payment for any year ending after the second anniversary of the agreement; or (v) if the Company becomes insolvent, makes an assignment for the benefit of creditors or has a petition of bankruptcy filed by or against it, which petition is not vacated or otherwise removed within 90 days after the filing thereof. The Company also agreed to pay Vertical Designs \$250,000 for the purchase and sale of six complete Vertical Designs operational units. The purchase price will be paid in instalments, dates and amounts are to be determined between the parties, with the first payment due on or before the earlier of five business days following the Company completing an equity and/or debt financing of any amount or the first business day in the seventh month following the date of the Bill of Sale.

During year ended September 30, 2015, Vertical Designs sent a letter advising they were terminating the license agreement by citing that the Company failed to comply with certain terms and conditions included

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in the license agreement. The Company believes that the terms in the license agreement have been followed; as a result, the license agreement should be valid. On January 12, 2016, Vertical Design Ltd. entered into an agreement to assign the patent license to Affinor Growers Inc. ("Affinor"). The Company intends to continue to honor the agreement and make any payments or provide any information required under the license. The Company provides for costs related to contingencies when a loss is probable and the amount is reasonably determinable. In the opinion of management, no grounds exist that justify the termination of the license agreement. It is the opinion of management, based in part on advice of legal counsel, that the ultimate resolution of the termination of the license agreement is undeterminable.

**15. COMMITMENTS (CONTINUED)**

- iv) On February 1, 2015, the Company entered into a consulting agreement with Crimson for CFO and COO services. Under the agreement, the Company will pay annual consulting fees of \$165,000. Crimson will also be entitled to 25,000 common shares of the Company on a monthly basis (subsequently amended to \$5,000 in common shares of the Company on a monthly basis). The consulting agreement outlines certain milestone bonuses, which are compensated through the issuance of common shares of the Company. During the year ended September 30, 2016, the Company issued 1,000,000 common shares to Crimson for the achievement of milestones.
- v) During the year ended September 30, 2014, the Company entered into an office lease ending June 30, 2017. The Company's minimum annual lease payment to June 2017 are \$58,418
- vi) On February 4, 2015, the Company entered into a US\$25 million equity line facility agreement with Dutchess Opportunity Fund, II, LP, a Delaware Limited Partnership ("Dutchess"). The Company has filed a preliminary registration statement with the U.S. Securities & Exchange Commission ("SEC") on March 28, 2015 covering the Abattis shares that may be issued to Dutchess under this financing. After the SEC has declared the registration statement related to the transaction effective, the Company has the right at its sole discretion over a period of three years to sell up to US\$25 million of common shares to Dutchess under the terms of the financing agreement, which shares will be issued at the current market price less permitted discounts in effect during such issuances. Proceeds from this transaction will be used to fund the continued development of the Company's GDERS (grow, dry, extract, refine, sell) strategy spanning the entire industry supply chain from seed to sale. The registration statement was voluntarily withdrawn subsequent to September 30, 2016.

**16. CONTINGENCIES**

- i) The Company is defending a claim from one of its former consultants for breaching a contract to pay for marketing services for approximately \$23,000. The Company has filed a counter claim that the plaintiff failed to provide the requested services. The outcome of the claim is not determinable and therefore no amounts have been recorded for any potential payments which may have to be made. Subsequent to September 30, 2016, the Company settled the claim through the issuance of common shares (note 23).
- ii) The Company is defending a claim from one of its former directors for amounts payable to him which he claims were to be settled in common shares. The plaintiff has claimed damages of approximately \$300,000. The outcome of this claim is not determinable.

It is the opinion of management, based in part on advice of legal counsel, that the ultimate resolution of these contingencies, to the extent not previously provided for, will not have a material adverse effect on the financial condition of the Company.

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**17. MANAGEMENT OF CAPITAL**

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to pursue the development of its technologies and to maintain a flexible capital structure, which optimizes the costs of capital at an acceptable risk. The Company considers its capital for this purpose to be its shareholders' equity.

The Company's primary source of capital is through the issuance of equity. The Company manages and adjusts its capital structure when changes in economic conditions occur. To maintain or adjust the capital structure, the Company may seek additional funding. The Company may require additional capital resources to meet its administrative overhead expenses in the long term. The Company believes it will be able to raise capital as required in the long term, but recognizes there will be risks involved that may be beyond its control. There are no external restrictions on the management of capital.

**18. FINANCIAL INSTRUMENTS**

**a) Fair value**

In accordance with IFRS, financial instruments are classified into one of the five following categories: held-for-trading, held-to-maturity investments, loans and receivables, available-for-sale financial assets and other financial liabilities. Investments with quoted prices in active markets are designated as held-for-trading. Investments without quoted prices in active markets designated as available for sale and are carried at cost.

IFRS 13 establishes a fair value hierarchy 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 liability, 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.

**18. FINANCIAL INSTRUMENTS (CONTINUED)**

The Company has determined the estimated fair values of its financial instruments based upon appropriate valuation methodologies. At December 31, 2016, cash of \$460,420 (September 30, 2016 – \$38,485) have been measured and recognized in the balance sheet using Level 1 inputs. At December 31, 2016, there were no financial assets or liabilities measured and recognized in the balance sheet at fair value that would be categorized as Level 2 and 3 in the fair value hierarchy above.

	September 30, 2016	September 30, 2016
<b>Financial Assets</b>		
<i>Held-for-trading</i>		
Cash	\$ 460,420	\$ 38,485
Marketable securities	-	-
<i>Loan and receivable</i>		
Cash held in trust	-	-
Trade and other receivables	767	767

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<b>Financial Liabilities</b>		
<i>Other financial liabilities</i>		
Trade and other payables	608,401	1,007,952
Advance payable	18,871	18,871

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**b) Financial risk management**

**Credit risk**

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash, cash held in trust, term deposits, loan receivable, and trade and other receivables are exposed to credit risk. The Company reduces its credit risk on cash and cash equivalents by placing these instruments with institutions of high credit worthiness. As at December 31, 2016 and September 31, 2016, the Company's exposure is the carrying value of the financial instruments.

The Company's maximum exposure to credit risk is the carrying value of its financial assets.

**Liquidity risk**

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Company manages liquidity by maintaining adequate cash balances to meet liabilities as they become due.

**18. FINANCIAL INSTRUMENTS (CONTINUED)**

**b) Financial risk management (continued)**

The Company maintained cash at December 31, 2016 in the amount of \$460,420 (September 30, 2016 – \$38,485), in order to meet short-term business requirements. At December 31, 2016, the Company had accounts payable and advances payable of \$608,401 and \$18,871, respectively (September 30, 2016 – \$1,007,952 and \$18,871, respectively). All accounts payable and advances payables are current.

**Market risk**

The significant market risks to which the Company is exposed are interest rate risk and currency risk.

**Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Included in the loss for the year in the financial statements is interest income on Canadian dollar cash and cash equivalents and term deposits. The Company is not exposed to significant other price risk.

**Currency risk**

The Company is exposed to currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in Canadian dollars. The Company has not entered into any foreign currency contracts to mitigate this risk. Based on the net exposures as at June 30, 2016, and assuming that all other variables remain constant, a 10% appreciation or depreciation of the CAD against the USD by 10% would increase/ decrease profit or loss by \$37,178.

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**19. SEGMENTED INFORMATION**

The Company has one reportable operating segment of producing, licensing and marketing proprietary ingredients and formulas for use in the BioPharma, Nutraceutical, Cosmetic and Animal Nutrition markets. Non-current assets (other than financial instruments) by geographic location are as:

	Canada	US	Total
<b><i>As at December 31, 2016</i></b>			
Property and equipment	\$ 115,041	\$ 26,184	\$ 148,857
Intangible assets	1,014,026	-	1,026,055
Other assets	2,000	-	2,000
	<b>\$ 1,131,057</b>	<b>\$ 26,184</b>	<b>\$ 1,157,251</b>
<b><i>As at September 30, 2016</i></b>			
Property and equipment	\$ 121,258	\$ 27,599	\$ 148,857
Intangible assets	1,026,055	-	1,026,055
Other assets	2,000	-	2,000
	<b>\$ 1,149,313</b>	<b>\$ 27,599</b>	<b>\$ 1,176,912</b>

**20. EVENTS AFTER THE REPORTING DATE**

- Subsequent to December 31, 2016: On January 2, 2017 the principal and interest of the loan were converted into 925,186 common shares at a price of \$0.05 of the Company.
- On January 17, 2017 the Company issued 707,232 common shares as compensation for services to consultants, directors and employees of the Company.
- On January 20, 2017 the Company issued 1,449,080 common shares at \$0.09 per share, and 1,200,000 common shares at \$0.07 per share pursuant to the Incentive Program (note 11) for net proceeds of \$130,417 and \$84,000 respectively.
- The Company recovered USD\$50,000 from Terracity as repayment of the short-term loan (note 7).
- The Company entered into a debt assignment agreement with a third party to settle US\$77,438 in debt outstanding at September 30, 2016. The Company will issue shares of common stock to the third party up until the third party realizes gross sales of \$115,882 of the shares of common stock. The Company will issue the third party 60,600 shares of common stock as a finance fee for settlement of the debt.