

Spectral Medical Inc.

Condensed Interim Consolidated Financial Statements

September 30, 2017

(Unaudited)

These unaudited condensed interim consolidated financial statements have been prepared by management of the Spectral Medical Inc. and have not been reviewed by the Company's auditor.

Spectral Medical Inc.

Condensed Interim Consolidated Financial Statements

September 30, 2017

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Spectral Medical Inc.

Condensed Interim Consolidated Statements of Financial Position
(Unaudited)

(in thousands of Canadian dollars)

	Notes	September 30 2017 \$	December 31 2016 \$
Assets			
Current assets			
Cash		2,271	5,080
Trade and other receivables		739	642
Inventories		222	244
Prepayments and other assets		173	166
		3,405	6,132
Non-current assets			
Property and equipment		564	634
Intangible asset		315	334
		879	968
Total assets		4,284	7,100
Liabilities			
Current liabilities			
Trade and other payables		784	1,112
Deferred revenue		61	166
Total liabilities		845	1,278
Equity			
Share capital	9	63,221	63,084
Contributed surplus		7,849	7,849
Share-based compensation		4,480	4,103
Warrants	9	132	132
Deficit		(72,243)	(69,346)
Total equity		3,439	5,822
Total liabilities and equity		4,284	7,100

Liquidity risk and management actions (Note 7 (ii))
Contingencies and commitments (Note 8)

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

Spectral Medical Inc.

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
For the nine months ended September 30, 2017 and 2016
(Unaudited)

(in thousands of Canadian dollars, except for share and per share data)

	Notes	Three months ended September 30		Nine months ended September 30	
		2017	2016	2017	2016
			\$		\$
Revenue		857	807	2,888	2,739
Expenses					
Changes in inventories of finished goods and work- in-process		78	106	204	189
Raw materials and consumables used		56	106	167	404
Employee benefits	9,12	748	886	2,632	2,995
Product development		-	-	50	67
Consulting and professional fees		406	1,689	1,610	6,323
Regulatory and investor relations		59	276	220	684
Travel and entertainment		81	172	226	642
Depreciation and amortization		56	53	168	144
Foreign exchange loss		39	29	73	59
Other expenses		154	137	435	414
		1,677	3,458	5,785	11,920
Operating loss		(820)	(2,651)	(2,897)	(9,181)
Finance income		-	18	-	56
Loss and comprehensive loss for the period		(820)	(2,633)	(2,897)	(9,125)
Basic and diluted loss per common share	10	(0.004)	(0.01)	(0.01)	(0.04)
Weighted average number of common shares outstanding	10	207,446,674	206,865,470	207,288,352	203,882,419

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

Spectral Medical Inc.

Condensed Interim Consolidated Statements of Changes in Equity
For the nine months ended September 30, 2017 and 2016
(Unaudited)

(in thousands of Canadian dollars)

	Notes	Issued capital Number	\$	Contributed surplus \$	Share-based compensation \$	Warrants \$	Deficit \$	Total equity \$
Balance, January 1, 2016		190,771,405	53,058	7,849	3,723	-	(59,197)	5,433
Bought deal prospectus offering	9	15,106,804	9,163	-	-	236	-	9,399
Share options exercised	9	887,378	479	-	(200)	-	-	279
Broker warrants exercised	9	400,000	384	-	-	(104)	-	280
Loss and comprehensive loss for the period		-	-	-	-	-	(9,125)	(9,125)
Share-based compensation	9	-	-	-	528	-	-	528
Balance, September 30, 2016		207,165,587	63,084	7,849	4,051	132	(68,322)	6,794
Balance, January 1, 2017		207,165,587	63,084	7,849	4,103	132	(69,346)	5,822
Share options exercised		283,750	137	-	(56)	-	-	81
Loss and comprehensive loss for the period		-	-	-	-	-	(2,897)	(2,897)
Share-based compensation	9	-	-	-	433	-	-	433
Balance, September 30, 2017		207,449,337	63,221	7,849	4,480	132	(72,243)	3,439

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Spectral Medical Inc.

Condensed Interim Consolidated Statements of Cash Flows
For the nine months ended September 30, 2017 and 2016
(Unaudited)

(in thousands of Canadian dollars)

	Notes	Nine months ended 2017 \$	2016 \$
Cash flow provided by (used in)			
Operating activities			
Loss and comprehensive loss for the period		(2,897)	(9,125)
Adjustments for:			
Depreciation on property and equipment		149	125
Amortization of intangible asset		19	19
Share-based compensation	9	433	528
(Gain)loss on disposal of property and equipment		(4)	6
Changes in items of working capital :			
Trade and other receivables		(97)	50
Inventories		22	(141)
Prepayments and other assets		(7)	(32)
Trade and other payables		(328)	(339)
Deferred revenue		(105)	(106)
Net cash used in operating activities		(2,815)	(9,015)
Investing activities			
Property and equipment expenditures		(90)	(132)
Proceeds on disposal of property and equipment		15	-
Net cash used in investing activities		(75)	(132)
Financing activities			
Share options exercised	9	81	279
Bought deal prospectus offering	13	-	9,399
Broker warrants exercised	9	-	280
Net cash provided by financing activities		81	9,958
(Decrease)increase in cash		(2,809)	811
Cash, beginning of period		5,080	6,369
Cash, end of period		2,271	7,180

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Spectral Medical Inc.

Notes to the Condensed Interim Consolidated Financial Statements
For the nine months ended September 30, 2017 and 2016
(Unaudited)

(in thousands of Canadian dollars, except for share and per share data)

1. Nature of operations

Spectral Medical Inc. (Spectral or the Company) was incorporated on July 29, 1991 in Ontario, Canada as Spectral Diagnostics Inc. The address of the registered office is 135 The West Mall, Unit 2, Toronto, Ontario.

The Company is strategically focused on the development and commercialization of a treatment for septic shock utilizing its Endotoxin Activity Assay (EAA™) diagnostic and the Toraymyxin™ therapeutic. The Company also manufactures and sells certain proprietary reagents.

2. Basis of preparation

The condensed interim consolidated financial statements of Spectral for the nine months ended September 30, 2017, have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS) as set out in the CPA Canada Handbook, applicable to the preparation of condensed interim consolidated financial statements, including IAS 34, "Interim Financial Reporting". The condensed interim consolidated financial statements should be read in conjunction with the annual consolidated financial statements for the year ended December 31, 2016, which have been prepared in accordance with IFRS. These condensed interim consolidated financial statements were approved by the Board of Directors for issue on November 13, 2017.

3. Significant accounting policies

The significant accounting policies used in the preparation of these condensed interim consolidated financial statements are consistent with those of the previous financial year.

4. Critical accounting estimates and judgments

The preparation of condensed interim consolidated financial statements in accordance with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying Spectral's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions are significant to the financials are the same as those that were applied to the financial statements for the year ended December 31, 2016.

5. Accounting standards adopted in the current period

There are no new IFRSs or IFRCs that were adopted for the first time for this interim period.

6. Accounting standards issued but not yet applied

Spectral Medical Inc.

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There are no new IFRSs or IFRCs that are effective for the first time for this interim period that would be expected to materially affect the Company.

7. Risk management

i. Financial risk management

In the normal course of business, the Company is exposed to a number of financial risks that can affect its operating performance. These risks are: credit risk, liquidity risk and market risk. The Company's overall risk management program and prudent business practices seek to minimize any potential adverse effects on the Company's financial performance.

The condensed interim consolidated financial statements do not include all financial risk management information and disclosures required in the annual financial statements. They should be read in conjunction with the annual financial statements as at December 31, 2016. There have been no changes in the risk management or in any risk management policies since year end.

ii. Liquidity risk and management actions

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with its financial liabilities as they become due. The Company is exposed to liquidity risk, as it continues to have net cash outflows to support its operations. The Company's objective for liquidity risk management is to maintain sufficient liquid financial resources to meet commitments and obligations in the most cost effective manner possible.

The Company achieves this by maintaining sufficient cash and managing working capital. The Company monitors its financial resources on a weekly basis and updates its expected use of cash resources on the latest available data.

The Company will need additional capital to fund its clinical and regulatory programs and commercialization of the Toraymyxin™ therapeutic. Potential sources of capital could include equity and/or debt financings, the collection of revenues resulting from commercialization activities and/or new strategic partnerships.

There can be no assurance that the Company will be able to obtain sufficient capital to meet any or all of the Company's needs. The availability of equity or debt financing will be affected by, among other things, the ability to obtain regulatory approvals, the market acceptance of its products, the state of the capital market generally, strategic alliance agreements and other relevant commercial considerations. In addition, if the company raised additional funds by issuing equity securities, its existing security holders will likely experience dilution, and any incurrence of additional debt would result in debt service obligations and could require the Company to agree to operating and financial covenants that would restrict its operations. Any failure on the Company's part to raise additional funds on terms favourable to it, or at all, may require it to significantly change or curtail its current or planned operations in order to conserve cash until such time, if ever, that sufficient proceeds from operations are

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generated, and could result in the Company not taking advantage of business opportunities, the curtailment of its product development programs, the sale or assignment of rights to its technologies and/or products and the inability to file market approval applications at all or in time to competitively market its products.

All of the Company's financial liabilities are classified as current liabilities. Trade and other payables were \$784 as at September 30, 2017 with all of them having expected settlement dates within one year.

8. Contingencies and commitments

- i. The Company has committed to expenditures for its clinical and regulatory programs as follows:

	2017	2018
	\$	\$
Program management	127	14
Program oversight	96	-
Clinical site costs	12	-
Employee benefits	95	95
	330	119

Future commitments are related primarily to the Company's regulatory process with the FDA.

- ii. Directors and officers are indemnified by the Company for various items including, but not limited to, costs to settle lawsuits or actions due to their association with the Company, subject to certain restrictions. The Company has purchased directors' and officers' liability insurance to mitigate the costs of any potential future lawsuits or actions. The term of the indemnification covers the period during which the indemnified party served as a director or officer of the Company.

In the normal course of business, the Company has entered into agreements that include indemnities in favour of third parties, such as purchase and sale agreements, confidentiality agreements, engagement letters with advisors and consultants, leasing contracts and license agreements. These indemnification arrangements may sometimes require such third parties to compensate counterparties for losses as a result of breaches in representations, covenants and warranties provided by the Company or as a result of litigation or other third party claims or statutory sanctions that may be suffered by the counterparties as a consequence of the relevant transaction. In some instances, the terms of these indemnities are not explicitly defined. No accruals have been required to be made as at September 30, 2017 with respect to these agreements.

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9. Share capital and other equity reserves

- i. The Company is authorized to issue an unlimited number of common shares ("Shares").
- ii. On July 4, 2016, the Company announced that the Toronto Stock Exchange (the "TSX") approved its notice of intention to make a normal course issuer bid ("NCIB") for its outstanding Shares. Pursuant to the notice, the Company is able to purchase up to 4,134,664 of its Shares, representing approximately 2% of its issued and outstanding Shares, during the twelve month period commencing July 6, 2016 and ending July 5, 2017.

The Company did not repurchase any Shares under this NCIB, which has now expired.

- ii. Details of share options are as follows:

Under the Company's 2008 Amended Stock Option Plan, the total number of Shares that may be optioned to any director, officer, employee or consultant shall not exceed 5% of the total issued and outstanding shares at the date of the grant of the option. The aggregate number of shares issuable under the Plan shall not exceed 10% of the total number of Shares issued and outstanding.

During the nine-month period ended September 30, the Company granted the following share options to directors, officers, employees and consultants at the discretion of the Board of Directors.

2017			2016		
Date	Number of share options	Exercise price	Date	Number of share options	Exercise price
February 28, 2017	1,637,505	\$0.30	February 1, 2016	1,420,000	\$0.73
June 1, 2017	785,305	\$0.53	March 29, 2016	180,000	\$0.76

The exercise prices of the share options are equal to the closing market price of the Company's Shares on the TSX on the immediately preceding day of the grant of the option. Share options issued to the Company's directors vest 100% at the time of the grant. Share options issued to the Company's officers, employees, and consultants, generally vest at 25% of the grant amount at the time of the grant. The balance of these share options vest equally in each successive quarter and will be fully vested by the end of the third year following the grant date. Share options issued on February 28, 2017 will be fully vested by February 28, 2020. The share options issued June 1, 2017 will be fully vested upon obtaining U.S. FDA approval for Toramyxin™. The contractual life of each share option is five years, except for the share options granted on March 29, 2016, which is two years. There is no cash settlement of the share options.

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The volatility measured at the standard deviation of continuously compounded share returns is based on statistical analysis of weekly share prices over the last five and two years respectively.

Share options granted were valued using the Black-Scholes option pricing model, with the following assumptions:

						2016	
Grant date	Risk-free interest rate	Expected life	Annualized volatility	Dividend rate	Grant date share price	Share option fair value	
February 1, 2016	0.67%	5 years	74.04%	0%	\$0.720	\$0.429	
March 29, 2016	0.51%	2 years	64.39%	0%	\$0.760	\$0.269	

						2017	
Grant date	Risk-free interest rate	Expected life	Annualized volatility	Dividend rate	Grant date share price	Share option fair value	
February 28, 2017	1.09%	5 years	123.09%	0%	\$0.290	\$0.242	
June 1, 2017	1.05%	5 years	105.08%	0%	\$0.495	\$0.375	

	Weighted average exercise price per share \$	2017		Weighted average exercise price per share \$	2016	
		Share options			Share options	
		All participants	Key management		All participants	Key management
January 1	0.48	5,591,872	4,163,500	0.37	5,086,500	4,143,500
Granted	0.37	2,422,810	2,272,810	0.73	1,600,000	950,000
Forfeited/cancelled	0.69	(11,250)	-	0.73	(6,250)	-
Exercised	0.28	(283,750)	-	0.31	(887,378)	(730,000)
Expired	0.29	(585,000)	(585,000)	0.32	(200,000)	(200,000)
Balance, September 30	0.47	7,134,682	5,851,310	0.48	5,592,872	4,163,500

Of the 7,134,682 outstanding share options (2016: 5,592,872), 5,342,645 share options (2016: 4,404,410) were exercisable.

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iii. Details of broker warrants are as follows:

906,408 broker warrants issued in 2016 were valued using the Black-Scholes option pricing model, with the following assumptions:

						2016
Grant date	Risk-free interest rate	Expected life	Annualized volatility	Dividend rate	Grant date share price	Share option fair value
February 18, 2016	0.43%	2 years	68.06%	0%	\$0.70	\$0.261

During the three-month period ended September 30, 2016, the Company received \$280 cash, on the exercise of 400,000 broker warrants, at an exercise price of \$0.70 per Share. The remaining 506,408 broker warrants, expire on February 18, 2018.

10. Loss per common share

The following table sets forth the computing of basic and diluted loss per share:

	2017	2016
	\$	\$
Numerator for basic and diluted loss per common share available to common shareholders	(2,897)	(9,125)
Denominator for basic and diluted loss per common share	207,288,352	203,882,419
Basic and diluted loss per common share	(0.01)	(0.04)

For the periods noted above, the computation of diluted loss per common share is equal to the basic loss per common share due to the anti-dilutive effect of the outstanding share options and warrants.

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Weighted average common shares outstanding

	2017		2016	
	Weighted average common shares-basic and diluted	Number of Common Shares	Weighted average common shares-basic and diluted	Number of Common Shares
Balance, January 1	207,165,587	207,165,587	190,771,405	190,771,405
Bought deal prospectus offering	-	-	12,387,555	15,106,804
Share options exercised	122,765	283,750	682,583	887,378
Broker warrants exercised	-	-	40,876	400,000
Balance, September 30	207,288,352	207,449,337	203,882,419	207,165,587

11. The EUPHRATES trial

The Company's current clinical development program is focused on obtaining U.S. FDA approval for Toraymyxin™, a therapeutic device for the treatment of septic shock that removes endotoxin from the bloodstream.

The Company has incurred the following costs associated with this clinical trial:

	Three months ended September 30		Nine months ended September 30	
	2017	2016	2017	2016
		\$		\$
Program management	77	1,028	469	2,987
Program oversight	105	183	627	488
Clinical site costs	23	167	55	2,202
Diagnostic supply and training	11	30	44	248
Employee benefits	97	111	292	343
Consultants	12	36	36	101
Total EUPHRATES	325	1,555	1,523	6,369

The trial costs have been included within operating loss in the statement of loss and comprehensive loss as required. Total trial costs since inception in 2010 are \$41,246.

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12. Employee benefits

Key management includes the Company's directors and officers. Compensation awarded to key management included:

	Three months ended September 30 2017		Nine months ended September 30 2017	
	\$		\$	
	All employees	Key management	All employees	Key management
Salaries	571	293	1,798	921
Bonuses	-	-	5	-
Short term employee benefits	71	22	248	81
Directors' fees	48	48	171	171
Share-based compensation	54	50	400	379
Other	4	2	10	4
	748	415	2,632	1,556

	Three months ended September 30 2016		Nine months ended September 30 2016	
	\$		\$	
	All employees	Key management	All employees	Key management
Salaries	597	297	1,858	923
Bonuses	95	90	275	270
Short term employee benefits	77	24	239	80
Directors' fees	56	56	191	191
Share-based compensation	59	45	416	329
Other	2	-	16	2
	886	512	2,995	1,795

Executive employment agreements allow for additional payments of approximately \$1,441 if the individuals are terminated without cause and approximately \$1,756 in the event of a change in control.

13. Bought deal prospectus offering

On February 18, 2016, the Company closed a bought deal prospectus offering ("the Offering") resulting in the issuance of 14,300,000 Shares for gross proceeds of \$10,010.

On February 24, 2016, an additional 806,804 Shares were issued by the Company resulting in gross proceeds of \$565 in connection with the underwriters' exercise of their over-allotment option.

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In total, the Company issued 15,106,804 Shares for aggregate gross proceeds of \$10,575. The Company received net proceeds of \$9,399 which will be used to fund its EUPHRATES trial and for working capital and general corporate purposes.

The Company also issued 906,408 broker warrants to the underwriters representing 6% of the total number of shares sold pursuant to the bought deal financing. Each broker warrant entitles the holder thereof to acquire one Share at a price of \$0.70 per Share for a period of 24 months from the closing date. 400,000 broker warrants were exercised in September, 2016 for total proceeds of \$280.

14. Related party transactions

i. Toray Industries, Inc. ("Toray")

Toray holds 45,630,105 Shares of the Company as at September 30, 2017, representing approximately 22.0% (2016 – 22.0%) of Spectral's issued and outstanding capital, calculated on a non-diluted basis.

Toray is entitled to nominate one director (the "Toray Representative") to the Board of Directors as long as it owns in the aggregate not less than 10% of the Shares issued and outstanding calculated on a non-diluted basis.

The principal transactions with Toray which were carried out in the ordinary course of business are:

	Three months ended September 30		Nine months ended September 30	
	2017	2016	2017	2016
		\$		\$
Revenue				
Toray Medical Co., Ltd.	97	159	258	245
Purchases				
Toray Industries, Inc.	-	-	-	101
Toray International America Inc.	-	-	99	131
Due from (to)				
Toray Medical Co., Ltd.	97	-	-	-

ii. Birch Hill Equity Partners Management Inc. ("Birch Hill")

Birch Hill, through a number of its funds and an investee company, holds 33,517,718 Shares of the Company as at September 30, 2017 representing approximately a 16.2% (2016 – 16.2%) ownership interest, calculated on a non-diluted basis.

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Birch Hill is entitled to nominate one director to the Company's Board of Directors so long as it owns in aggregate not less than 5% of the issued and outstanding Shares of the Company calculated on a non-diluted basis.

- iii. Key management consists of the Company's four executive officers and its' Board of Directors. Compensation of key management is disclosed in Note 12.

There are no other related party transactions.