



BriaCell Therapeutics Corp.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

OCTOBER 31, 2022
(United States Dollars)

DECEMBER 14, 2022

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**PART I-FINANCIAL
INFORMATION**

Item 1. Financial Statements

**BRIACELL THERAPEUTICS CORP.
UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS**

	<u>October 31, 2022</u>	<u>July 31, 2022</u>
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 37,451,976	\$ 41,041,652
Amounts receivable	29,698	24,103
Prepaid expenses	742,123	1,280,945
Total current assets	38,223,797	42,346,700
NON-CURRENT ASSETS:		
Investments	2	2
Intangible assets, net	226,521	230,339
Total non-current assets	226,523	230,341
Total assets	\$ 38,450,320	\$ 42,577,041
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Trade payables	\$ 791,748	\$ 463,280
Accrued expenses and other payables	182,302	477,807
Total current liabilities	974,050	941,087
NON-CURRENT LIABILITIES:		
Warrant liability	27,141,938	31,307,022
Total non-current liabilities	27,141,938	31,307,022
SHAREHOLDERS' EQUITY:		
Share Capital of no par value - Authorized: unlimited at October 31, 2022 and July 31, 2022, Issued and outstanding: 15,518,018 shares October 31, 2022 and July 31, 2022, respectively	65,589,293	65,589,293
Additional paid in capital	6,340,101	5,228,160
Accumulated other comprehensive loss	(138,684)	(138,684)
Accumulated deficit	(61,456,378)	(60,349,837)
Total shareholders' equity	10,334,332	10,328,932
Total liabilities and shareholders' equity	\$ 38,450,320	\$ 42,577,041

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

BRIACELL THERAPEUTICS CORP.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(Unaudited)

	Three months ended October 31,	
	2022	2021
Operating Expenses:		
Research and development expenses	\$ 3,255,215	\$ 875,636
General and administrative expenses	2,147,936	1,409,173
Total operating expenses	5,403,151	2,284,809
Operating loss	(5,403,151)	(2,284,809)
Financial income (expenses), net		
Interest income	188,353	6,305
Interest expense	-	(979)
Change in fair value of warrant liability	4,117,790	(25,254,036)
Foreign exchange gain	(9,533)	34
Total financial income (expenses), net	\$ 4,296,610	\$ (25,248,676)
Net loss and comprehensive loss for the period	\$ (1,106,541)	\$ (27,533,485)
Net loss per share – basic and diluted	\$ (0.07)	\$ (1.81)
Weighted average number of shares used in computing net basic and diluted earnings per share of common stock	15,518,018	15,238,646

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

BRIACELL THERAPEUTICS CORP.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Unaudited)
FOR THE THREE MONTHS ENDED OCTOBER 31, 2022

	<u>Share capital</u>		<u>Additional paid in capital</u>	<u>Accumulated other comprehensive loss</u>	<u>Accumulated deficit</u>	<u>Total shareholders' Equity</u>
	<u>Number</u>	<u>Amount</u>				
Balance, July 31, 2022	15,518,018	\$65,589,293	\$ 5,228,160	\$ (138,684)	\$ (60,349,837)	\$ 10,328,932
Share based compensation	-	-	1,111,941	-	-	1,111,941
Loss for the period	-	-	-	-	(1,106,541)	(1,106,541)
Balance, October 31, 2022	15,518,018	\$65,589,293	\$ 6,340,101	\$ (138,684)	\$ (61,456,378)	\$ 10,334,332

	<u>Share capital</u>		<u>Additional paid in capital</u>	<u>Accumulated other comprehensive loss</u>	<u>Accumulated deficit</u>	<u>Total shareholders' Equity</u>
	<u>Number</u>	<u>Amount</u>				
Balance, July 31, 2021	15,269,583	\$54,774,172	\$ 2,178,130	\$ (138,684)	\$ (29,141,897)	\$ 27,671,721
Exercise of warrants	100,829	927,407	-	-	-	927,407
Issuance of options	-	-	518,134	-	-	518,134
Loss for the period	-	-	-	-	(27,533,485)	(27,533,485)
Balance, October 31, 2021	15,370,412	\$55,701,579	\$ 2,696,264	\$ (138,684)	\$ (56,675,382)	\$ 1,583,777

BRIACELL THERAPEUTICS CORP.
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
(Unaudited)

	<u>Three months ended October 31,</u>	
	<u>2022</u>	<u>2021</u>
Cash flow from operating activities		
Net loss	\$ (1,106,541)	\$ (27,533,485)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	3,818	3,817
Share-based compensation	1,111,941	518,134
Interest expense	-	979
Change in fair value of warrants	(4,117,790)	25,254,036
Changes in assets and liabilities:		
Increase in amounts receivable	(5,595)	(6,755)
Decrease in prepaid expenses	538,822	110,105
Increase in accounts payable	328,468	29,334
Decrease in accrued expenses and other payables	(295,505)	(154,763)
Total cash flow from operating activities	<u>(3,542,382)</u>	<u>(1,778,599)</u>
Cash flows from financing activities		
Share and warrant buyback program	(47,294)	-
Total cash flow from financing activities	<u>(47,294)</u>	<u>-</u>
Decrease in cash and cash equivalents	<u>(3,589,676)</u>	<u>(1,778,599)</u>
Cash and cash equivalents at beginning of the period	41,041,652	57,268,685
Cash and cash equivalents at end of the period	<u>\$ 37,451,976</u>	<u>\$ 55,490,086</u>

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

BRIACELL THERAPEUTICS CORP.
NOTES TO FINANCIAL STATEMENTS

NOTE 1: GENERAL

- a. BriaCell Therapeutics Corp. (“BriaCell” or the “Company”) was incorporated under the Business Corporations Act (British Columbia) on July 26, 2006 and is listed on the Toronto Stock Exchange (“TSX”) under the symbol “BCT” and on the Nasdaq Capital Market (“NASDAQ”) under the symbols “BCTX” and “BCTXW”.
- b. BriaCell is an immuno-oncology biotechnology company. BriaCell owns the US patent to Bria-IMT™, a whole-cell cancer vaccine (US Patent No.7674456) (the “Patent”). The Company is currently advancing its immunotherapy program, Bria-IMT™, to complete a 24-subject Phase I/IIa clinical trial and by research activities in the context of BriaDx™, a companion diagnostic test to identify patients likely benefitting from Bria-IMT™.
- c. Basis of presentation of the financial statements:

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) for interim financial information and in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X promulgated by the U.S Securities and Exchange Commission (the “SEC”). Certain information or footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted, pursuant to the rules and regulations of the SEC for interim financial reporting. Accordingly, they do not include all the information and footnotes necessary for a complete presentation of financial position, results of operations, or cash flows. In the opinion of management, the accompanying unaudited condensed consolidated financial statements include all adjustments, consisting of a normal recurring nature, which are necessary for a fair presentation of the financial position, operating results and cash flows for the periods presented.

The accompanying unaudited condensed consolidated financial statements should be read in conjunction with the Company’s Annual Report for the year ended July 31, 2022 filed with the SEC on October 28, 2022. The interim period results do not necessarily indicate the results that may be expected for any other interim period or for the full fiscal year.

Prior to 2021, the Company prepared its financial statements, including its condensed financial statements, in accordance with International Financial Reporting Standards (IFRS), as issued by the International Accounting Standards Board (IASB), as permitted in the United States based on the Company’s qualification as a “foreign private issuer” under the rules and regulations of the SEC. In connection with the loss of the Company’s status as a foreign private issuer effective on August 1, 2022, the Company, as a domestic filer, prepares its consolidated financial statements in accordance with U.S. GAAP, and restated its condensed consolidated financial statements as of October 31, 2021 to be prepared in accordance with U.S. GAAP.

- d. The Company continues to devote substantially all of its efforts toward research and development activities. In the course of such activities, the Company has sustained operating losses and expects such losses to continue in the foreseeable future. The Company’s accumulated deficit as of October 31, 2022 was \$61,456,378 and negative cash flows from operating activities during the three-month period ended October 31, 2022 was \$3,542,382. The Company is planning to finance its operations from its existing and future working capital resources and to continue to evaluate additional sources of capital and financing. The Company believes that its existing capital resources will be adequate to satisfy its expected liquidity requirements for at least twelve months from the issuance of the condensed consolidated financial statements.
- e. The Company has a wholly-owned U.S. subsidiary, BriaCell Therapeutics Corp. (“BTC”), which was incorporated in April 3, 2014, under the laws of the state of Delaware. BTC has a wholly-owned subsidiary, Sapiientia Pharmaceuticals, Inc. (“Sapiientia” and together with BTC the “Subsidiaries”), which was incorporated in September 20, 2012, under the laws of the state of Delaware. The Company has one operating segment and reporting unit.
- f. Since January 2020, the Coronavirus outbreak has dramatically expanded into a worldwide pandemic creating macro-economic uncertainty and disruption in the business and financial markets. Many countries around the world, including Canada and the United States have been taking measures designated to limit the continued spread of the Coronavirus, including the closure of workplaces, restricting travel, prohibiting assembling, closing international borders and quarantining populated areas. Such measures present concerns that may dramatically affect the Company’s ability to conduct its business effectively.

The Company may face difficulties recruiting or retaining patients in our ongoing and planned clinical trials if patients are affected by the virus or are fearful of visiting or traveling to our clinical trial sites because of the outbreak of COVID-19. In the event that clinical trial sites are slowed down or closed to enrolment in our trials, this could have a material adverse impact on our clinical trial plans and timelines. The Company is continuing to assess its business plans and the impact COVID-19 is having on the Company's clinical trial timelines and the Company's ability to recruit candidates for clinical trials. The extent to which COVID-19 and global efforts to contain its spread will impact our operations will depend on future developments, which are highly uncertain and cannot be predicted at this time, and include the duration, severity and scope of the outbreak and the actions taken to contain or treat the coronavirus outbreak. The Company currently believes that the execution of our clinical trials and research programs are delayed by at least one quarter due to COVID-19.

BriaCell Therapeutics Corp

Notes to the Condensed Consolidated Financial Statements

(Unaudited, expressed in US Dollars, except share and per share data and unless otherwise indicated)

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES

a. Use of estimates:

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates, judgments and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. The Company's management believes that the estimates, judgment and assumptions used are reasonable based upon information available at the time they are made. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities at the dates of the consolidated financial statements, and the reported amount of expenses during the reporting periods. Actual results could differ from those estimates.

b. Recently issued and adopted accounting standards:

As an "emerging growth company," the Jumpstart Our Business Startups Act ("JOBS Act") allows the Company to delay adoption of new or revised accounting pronouncements applicable to public companies until such pronouncements are made applicable to private companies. The Company has elected to use this extended transition period under the JOBS Act. The adoption dates discussed below reflects this election. The pronouncements below relate to standards that impact the Company.

1. In June 2016, the FASB issued ASU No. 2016-13 (Topic 326), Financial Instruments—Credit Losses: Measurement of Credit Losses on Financial Instruments, which replaces the existing incurred loss impairment model with an expected credit loss model and requires a financial asset measured at amortized cost to be presented at the net amount expected to be collected. The guidance will be effective for the Company for fiscal years beginning after December 15, 2022. Early adoption is permitted. Effective August 1, 2021, the Company early adopted ASU 2016-13. Adoption of the new standard did not have a material impact on the financial statements.
2. In August 2020, the FASB issued ASU 2020-06, Debt - Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging - Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity ("ASU 2020-06"). The final guidance issued by the FASB for convertible instruments eliminates two of the three models in ASC 470-20 that require separate accounting for embedded conversion features. Separate accounting is still required in certain cases. Additionally, among other changes, the guidance eliminates some of the conditions for equity classification in ASC 815-40-25 for contracts in an entity's own equity. The guidance also requires entities to use the if-converted method for all convertible instruments in the diluted earnings per share calculation and include the effect of share settlement for instruments that may be settled in cash or shares, except for certain liability-classified share-based payment awards. ASU 2020-06 is effective for the company for fiscal years beginning after December 15, 2023, and interim periods within those fiscal years. Early adoption is permitted for fiscal years beginning after December 15, 2020. Effective August 1, 2021, the Company early adopted ASU 2020-06. Adoption of the new standard did not have a material impact on the financial statements.
3. In November 2021, the FASB issued ASU No. 2021-10, Government Assistance (Topic 832): Disclosure by Business Entities about Government Assistance (ASU 2021-10), which improves the transparency of government assistance received by most business entities by requiring the disclosure of: (1) the types of government assistance received; (2) the accounting for such assistance; and (3) the effect of the assistance on a business entity's financial statements. This guidance is effective for financial statements issued for annual periods beginning after 15 December 2021. Early adoption is permitted. Adoption of the new standard did not have a material impact on the financial statements.

BriaCell Therapeutics Corp

Notes to the Condensed Consolidated Financial Statements

(Unaudited, expressed in US Dollars, except share and per share data and unless otherwise indicated)

NOTE 3: CONTINGENT LIABILITIES AND COMMITMENTS

a. Legal proceedings:

On May 19, 2021, Alpha Capital Anstalt (“Alpha”) filed a lawsuit in the New York State Supreme Court, Commercial Division, New York County against BriaCell Therapeutics Corp. (“BriaCell”), alleging that BriaCell breached a loan contract when it refused to reprice and extend the term of warrants purported held by Alpha in spring 2021, seeking monetary and injunctive relief for delivery of those amended warrants. Counterclaiming and defending against Alpha’s complaint, BriaCell alleges that Alpha’s loan to BriaCell is unenforceable both because the loan is criminally usurious under New York law and because Alpha acted as an unregistered securities dealer in violation of American securities law. BriaCell also has alleged that Canadian securities law, regulation, and rules prohibited it from amending the warrants to comply with Alpha’s spring 2021 demands. On May 11, 2022, Alpha moved to dismiss BriaCell’s operative Amended Counterclaim. The parties have fully briefed that motion, and the Court has calendared oral argument on that motion for February 7, 2023. Expert discovery is ongoing and may affect the value of the parties’ respective claims and damages.

The Company disagrees with Alpha’s claims, is defending these claims, and has filed a counter claim. At this time, whilst it is impossible to provide any guarantee as to the outcome of the lawsuit, it is the Company’s assessment, based on advice from the Company’s legal counsel at this time, and based on the information known by the Company, that it’s more likely than not that BriaCell will not have to pay Alpha in the litigation.

b. Lease

The Company is currently on a month-to-month lease arrangement for office and lab space in Philadelphia, PA, in the amount of approximately \$16,000 per month.

NOTE 4: FAIR VALUE MEASUREMENTS

The following table presents information about our financial instruments that are measured at fair value on a recurring basis as of October 31, 2022 and July 31, 2022:

	Fair Value Measurements at					
	October 31, 2022			July 31, 2022		
	Level 1	Level 2	Total	Level 1	Level 2	Total
Financial Assets:						
Cash and cash equivalents	37,451,976	-	37,451,976	41,041,652	-	41,041,652
Total assets measured at fair value	<u>\$37,451,976</u>	<u>\$ -</u>	<u>\$37,451,976</u>	<u>\$41,041,652</u>	<u>\$ -</u>	<u>\$41,041,652</u>
Financial liabilities:						
Warrants liability	10,794,992	16,346,946	27,141,938	11,151,608	20,155,414	31,307,022
Total liabilities measured at fair value	<u>\$10,794,992</u>	<u>\$16,346,946</u>	<u>\$27,141,938</u>	<u>\$11,151,608</u>	<u>\$20,155,414</u>	<u>\$31,307,022</u>

We classify our cash and cash equivalents and the liability in respect of publicly traded warrants within Level 1 because we use quoted market prices in active markets.

The fair value of the warrant liability for non-public warrants is measured using inputs other than quoted prices included in Level 1 that are observable for the liability either directly or indirectly, and thus are classified as Level 2 financial instruments.

BriaCell Therapeutics Corp

Notes to the Condensed Consolidated Financial Statements

(Unaudited, expressed in US Dollars, except share and per share data and unless otherwise indicated)

NOTE 5: SHAREHOLDERS' EQUITY

f. Authorized share capital

The authorized share capital consists of an unlimited number of common shares with no par value.

b. Issued share capital

No shares were issued during the three-month period ended October 31, 2022.

BriaCell Therapeutics Corp

Notes to the Condensed Consolidated Financial Statements

(Unaudited, expressed in US Dollars, except share and per share data and unless otherwise indicated)

NOTE 5: SHAREHOLDERS' EQUITY (Cont.)**c. Share buyback program**

On September 9, 2021 the Company approved a repurchase program whereby the Company may purchase through the facilities of the TSX Venture or NASDAQ (i) up to 1,341,515 common shares (the "Common Shares") and (ii) up to 411,962 publicly traded BCTXW warrants (the "Listed Warrants") in total, representing 10% of the 13,415,154 Common Shares and 10% of the 4,119,622 Listed Warrants comprising the "public float" as of September 8, 2021, over the next 12 months (the "Buyback"). Independent Trading Group (ITG) Inc. will act as the Company's advisor and dealer manager in respect of the Buyback. The Company received final regulatory approval on September 22, 2021. On September 27, 2022 the Company completed the share buyback program, repurchasing a total of 1,031,672 shares with a value of \$9,098,014 (net of commissions), none of which were repurchased during the three month period ended October 31, 2022, and 259,059 publicly traded warrants for \$1,121,011 (net of commissions) with a fair value of \$1,130,808 of which 15,736 were repurchased and cancelled during the three-month period ended October 31, 2022. All of the warrants and shares repurchased have been cancelled.

d. Share Purchase Warrants

A summary of changes in share purchase warrants for the three-month period ended October 31, 2022 is presented below:

	Number of warrants outstanding	Weighted average exercise price
Balance, July 31, 2022	8,137,686	\$ 5.76
Repurchased and cancelled	(15,736)	(5.31)
Balance, October 31, 2022	8,121,950	5.76

BriaCell Therapeutics Corp

Notes to the Condensed Consolidated Financial Statements

(Unaudited, expressed in US Dollars, except share and per share data and unless otherwise indicated)

NOTE 5: SHAREHOLDERS' EQUITY (Cont.)**d. Share Purchase Warrants (continued)**

As of October 31, 2022, warrants outstanding were as follows:

Number of Warrants	Exercise Price	Exercisable At October 31, 2022	Expiry Date
51,698	\$ 3.97	51,698	November 16, 2025
3,897,109	\$ 5.31	3,897,109	February 26, 2026 – April 26, 2026
4,173,143	\$ 6.19	4,173,143	December 7, 2026
8,121,950		8,121,950	

e. Compensation Warrants

- (i) There were no changes to compensation warrants for the three-month period ended October 31, 2022.
- (ii) As at October 31, 2022, compensation warrants outstanding were as follows:

Number of Warrants	Exercise Price	Exercisable At October 31, 2022	Expiry Date
4,890	\$ 3.97	4,890	November 16, 2025
17,074	\$ 5.31	17,074	February 26, 2026
24,688	\$ 6.19	24,688	June 7, 2026
46,652		46,652	

BriaCell Therapeutics Corp

Notes to the Condensed Consolidated Financial Statements

(Unaudited, expressed in US Dollars, except share and per share data and unless otherwise indicated)

NOTE 5: SHAREHOLDERS' EQUITY (Cont.)

f. Warrant liability continuity

The following table presents the summary of the changes in the fair value of the warrants:

	<u>Warrants liability</u>
Balance as of August 1, 2022	\$ 31,307,022
Warrant buyback program	\$ (47,294)
Change in fair value during the period	<u>\$ (4,117,790)</u>
Balance as of October 31, 2022	<u>\$ 27,141,938</u>

The key inputs used in the valuation of the non-public warrants as of October 31, 2022 and at July 31, 2022 were as follows:

	<u>October 31, 2022</u>	<u>July 31, 2022</u>
Share price	\$ 5.50	\$ 6.50
Exercise price	\$ 3.97-6.19	\$ 4.23-6.19
Expected life (years)	3.32-4.10	3.58-4.35
Volatility	100%	100%
Dividend yield	0%	0%
Risk free rate	4.23%	2.68%

NOTE 6: SHARE-BASED COMPENSATION

- a. On August 2, 2022, the Company approved an omnibus equity incentive plan (“Omnibus Plan”), which will permit the Company to grant incentive stock options, preferred share units, restricted share units (“RSU’s”), and deferred share units (collectively, the “Awards”) for the benefit of any employee, officer, director, or consultant of the Company or any subsidiary of the Company. The maximum number of Shares available for issuance under the Omnibus Plan shall not exceed 15% of the issued and outstanding Shares, from time to time, less the number of Shares reserved for issuance under all other security-based compensation arrangements of the Company, including the existing Stock Option Plan. The Omnibus Plan remains subject to approval by the shareholders of the Company (the “Shareholders”) and final approval of the Toronto Stock Exchange (“Exchange”) and no new grants will be made under the Company’s existing Stock Option Plan upon receipt of such approvals (“Approvals”).

The Company may make grants under the Omnibus Plan, however, the grants cannot be settled until the Approvals have been received.

- b. The following table summarizes the number of options granted to directors, officers, employees and consultants under the option plan for three-month period ended October 31, 2022 and related information:

	<u>Number of options</u>	<u>Weighted average exercise price</u>	<u>Weighted average remaining contractual term (in years)</u>	<u>Aggregate intrinsic value</u>
Balance as of July 31, 2022	1,490,300	\$ 6.20	3.84	\$ 447,090
Granted (i)	180,100	6.14	4.76	-

Balance as of October 31, 2022	<u>1,670,400</u>		6.19	3.94	-
Exercisable as of October 31, 2022	<u>1,373,053</u>	\$	6.10	3.81	\$ -

- (i) On August 2, 2022, the Company granted 180,100 options, under the Stock Option Plan, to directors, officers and employees with an exercise price of CAD\$8.38. The options vest quarterly in advance over a two-year period and expire on August 2, 2027. The fair value of the 180,100 stock options issued was \$887,362. 142,100 of the options were issued to officers of the Company. The fair value of the stock options issued to the officers was \$700,134.

The weighted-average grant date per-share fair value of stock options granted during three-month period ended October 31, 2022 was \$4.93. As of October 31, 2022, there are \$1,536,722 of total unrecognized costs related to share-based compensation that is expected to be recognized over a period of up to 1.75 years.

BriaCell Therapeutics Corp

Notes to the Condensed Consolidated Financial Statements

(Unaudited, expressed in US Dollars, except share and per share data and unless otherwise indicated)

NOTE 6: SHARE-BASED COMPENSATION (Cont.)

- c. The following table lists the inputs to the Black-Scholes option-pricing model used for the fair value measurement of equity-settled share options for the above options plans for the three month period ended October 31, 2022 and 2021:

	Three months ended October 31,	
	2022	2021
Dividend yield	0%	0%
Expected volatility of the share prices	100%	100%
Risk-free interest rate	4.23%	0.80%
Expected term (in years)	5	5

- d. The following table summarizes information about the Company's outstanding and exercisable options granted to employees as of October 31, 2022.

Exercise price	Options outstanding as of October 31, 2022	Weighted average remaining contractual term (years)	Options exercisable as of October 31, 2022	Weighted average remaining contractual term (years)	Expiry Date
\$ 6.14	180,100	4.76	22,513	4.76	August 02, 2027
\$ 4.71	31,000	4.56	7,750	4.56	May 20, 2027
\$ 7.51	150,000	4.29	56,250	4.29	February 16, 2027
\$ 8.47	524,700	4.20	503,500	4.20	January 13, 2027
\$ 7.74	12,600	4.00	11,040	4.00	November 01, 2027
\$ 5.74	100,000	3.84	100,000	3.84	September 01, 2026
\$ 4.24	60,000	3.47	60,000	3.47	April 19, 2026
\$ 4.24	612,000	3.41	612,000	3.41	March 29, 2026
	<u>1,670,400</u>		<u>1,373,053</u>		

- e. Restricted Share Unit Plan

The following table summarizes the number of RSU's granted to directors under the Omnibus plan for three-month period ended October 31, 2022:

	Number of RSU's outstanding	Aggregate intrinsic value
Balance, July 31, 2022	-	\$ -
Granted (i)	19,200	123,072
Balance, October 31, 2022	<u>19,200</u>	<u>\$ 105,600</u>

- (i) On August 2, 2022, the Company issued 19,200 RSU's to the CEO. The RSU's vested immediately.

- f. The total share-based compensation expense related to all of the Company's equity-based awards, recognized for the three-month period ended October 31, 2022 and 2021 is comprised as follows:

Three months ended October 31,	
2022	2021

Research and development expenses	\$	350,256	-
General and administrative expenses		761,685	518,134
Total share-based compensation	\$	1,111,941	518,134

BriaCell Therapeutics Corp

Notes to the Condensed Consolidated Financial Statements

(Unaudited, expressed in US Dollars, except share and per share data and unless otherwise indicated)

NOTE 7: BASIC AND DILUTED NET LOSS PER SHARE

Basic net income (loss) per ordinary share is computed by dividing net income (loss) for each reporting period by the weighted-average number of ordinary shares outstanding during each year. Diluted net income (loss) per ordinary share is computed by dividing net income (loss) for each reporting period by the weighted average number of ordinary shares outstanding during the period, plus dilutive potential ordinary shares considered outstanding during the period, in accordance with ASC No. 260-10 "Earnings Per Share". The Company experienced a loss in three-month period ended October 31, 2022 and 2021; hence all potentially dilutive ordinary shares were excluded due to their anti-dilutive effect.

	Three months ended	
	October 31,	
	<u>2022</u>	<u>2021</u>
Numerator:		
Net loss available to shareholders of ordinary shares	\$ (1,106,541)	\$ (27,533,485)
Denominator:		
Shares used in computing net loss per ordinary shares, basic and diluted	15,518,018	15,238,646
	<u>\$ (0.07)</u>	<u>\$ (1.81)</u>

NOTE 8: SUBSEQUENT EVENTS

The Company evaluated the possibility of subsequent events existing in the Company's unaudited condensed consolidated financial statements through December 14, 2022, the date that the consolidated financial statements were available for issuance. The Company is not aware of any subsequent events which would require recognition or disclosure in the consolidated financial statements.