Annual Consolidated Financial Statements of Helix BioPharma Corp.
For the years ended July 31, 2021 and 2020

Independent Auditor's Report

To the Shareholders and Board of Directors of
Helix BioPharma Corp.

Opinion on the Consolidated Financial Statements

We have audited the consolidated financial statements of Helix BioPharma Corp. (the "Company"), which comprise the consolidated statement of financial position as at July 31, 2021, and the consolidated statements of net loss and comprehensive loss, changes in shareholders' equity (deficiency) and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as at July 31, 2021 and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as issued by International Accounting Standards Board ("IFRS").

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company incurred a net loss and comprehensive loss of $8,038,000 during the year ended July 31, 2021 and, as of that date, the Company's cash balance of $3,565,000 is insufficient to meet anticipated cash needs for working capital and capital expenditures through the next twelve months. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended July 31, 2021. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have the determined the matter described below to be the key audit matter to be communicated in our auditor's report.

Convertible Debt

Refer to Note 2- Significant accounting policies, Note 6- Shareholders equity (deficiency) Note 7- Convertible note payable.

The Company entered into a funding agreement with a convertible note payable being issued with warrants. The convertible note payable contains terms such as a variable conversion price and buyback option and as such, is recorded at fair value at each reporting period.

We considered this is a key audit matter due to the significant judgments made by management, including the use of management's expert, in determining the appropriate discount rates, credit spread and probabilities of certain terms being exercised assumptions, which resulted in the high degree of auditor judgment and subjectivity in performing procedures relating to those assumptions. The audit effort involved the use of professionals with specialized skill and knowledge in the field of valuing complex debt instruments.

How our Audit addressed the key audit matter

Our approach to addressing the matter include the following procedures, amongst others:

- Tested how management developed the estimates for the valuation of the convertible debt:

    - The work of management's experts was used in performing the procedures to evaluate the reasonableness of the fair value of the convertible debt at inception and at July 31, 2021. As a basis for using this work, management's experts' competence, capability and objectivity were evaluated, their work performed was understood and the appropriateness of their work as audit evidence was evaluated by considering the relevance and reasonableness of the assumptions, methods and findings.

    - Tested the underlying data used in the determination of the fair value of the convertible debt

- Professionals with specialized skill and knowledge in the field of complex hybrid debt instruments assisted in assessing the appropriateness of the method and evaluation of the reasonableness of the discount rates and credit spread.

- Tested the disclosures made in the consolidated financial statements with regard to the measurement of the fair value of the convertible debt and related warrants.

Other Matter

The consolidated financial statements of the Company for the year ended July 31, 2020, were audited by another auditor who expressed an unmodified opinion on those statements on October 29, 2020.

Other Information

Management is responsible for the other information. The other information comprises:

- The information, other than the consolidated financial statements and our auditor's report thereon, included in the 2021 Annual Report; and
- The information included in Management's Discussion and Analysis for the year ended July 31, 2021.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We have obtained Management's Discussion and Analysis and the 2021 Annual Report prior to the date of this auditor's report. If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard. When we read the information, other than the consolidated financial statements and our auditor's report thereon, included in the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and
where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Jason Moi.

/s/ Marcum LLP

Marcum LLP

BOSTON, MA
DECEMBER 9, 2021

HELIX BIOPHARMA CORP.

Consolidated Statements of Financial Position
In thousands of Canadian dollars
As at July 31, 2021 and 2020

As at:	2021	2020
ASSETS		
Current assets		
Cash	$ 3,565	$ 4,235
Accounts receivable *(note 10)*	353	180
Prepaid expenses	100	90
Assets held for sale *(note 15)*	–	155
	4,018	4,660
Non-current assets		
Property, plant and equipment (*note 4)*	47	91
Right-of-use assets (*note 5)*	–	155
Total assets	$ 4,065	$ 4,906
LIABILITIES* AND *SHAREHOLDERS' EQUITY / (DEFICIENCY)		
Current liabilities		
Accounts payable	$ 1,466	$ 1,416
Accrued liabilities	380	301
Convertible note payable – current portion *(note 7)*	2,028	–
Lease liabilities (*note 5)*	–	159
Liabilities related to assets held for sale *(note 15)*	–	49
	3,874	1,925
Non-current liabilities		
Convertible note payable net of current portion *(note 7)*	1,584	–
Total liabilities	1,584	1,925
Shareholders' equity / (deficiency)		
Share capital *(note 6)*		
Authorized: unlimited common shares		
Issued: July 31, 2020 – 132,933,017		
Issued: July 31, 2021 – 141,133,017	139,660	137,257
Warrants *(note 6)*	18,157	19,222
Stock options *(note 6)*	1,477	891
Contributed surplus	27,867	25,540
Accumulated deficit	(188,554)	(180,516)
Equity / (deficiency) attributable to owners of the Company	(1,393)	2,394
Non-controlling interest	–	587
	(1,393)	2,981
Total liabilities and shareholders' equity / (deficiency)	$ 4,065	$ 4,906

Going concern *(note 1*)
Commitments *(note 8*)
Subsequent event *(note 16)*

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

Approved on behalf of the Board of Directors on December 8, 2021:

/s/ Slawomir Majewski
Slawomir Majewski,
Chair, Board of Directors

/s/ Artur Gabor
Artur Gabor
Chair, Audit Committee

HELIX BIOPHARMA CORP.

Consolidated Statements of Net Loss and Comprehensive Loss

Years ended July 31, 2021 and 2020 (In thousands of Canadian dollars, except per share amounts)

	2021	2020
Expenses		
Research and development *(note 12)*	$ 5,880	$ 5,868
Operating, general and administration *(note 13)*	3,251	2,748
Results from operating activities before finance items	(9,131)	(8,616)
Finance items		
Financing transaction costs *(note 7)*	(338)	–
Convertible note fair value adjustment *(note 7)*	(142)	–
Finance income	–	25
Finance expense	(15)	(25)
Foreign exchange gain	52	55
	(443)	55
Net loss from continuing operations	(9,574)	(8,561)
Net gain (loss) from discontinued operations *(note 15)*	1,536	(613)
Net loss and total comprehensive loss	(8,038)	(9,174)
Add: Net loss and comprehensive loss attributable to non-controlling interest	–	189
Net loss and total comprehensive loss attributable to Helix BioPharma Corp.	$ (8,038)	$ (8,985)
Loss per common share		
Basic and diluted from continuing operations	$ (0.07)	$ (0.07)
Basic and diluted from discontinued operations	$ 0.01	$ –
Basic and diluted - total	$ (0.06)	$ (0.07)
Weighted average number of common shares used in the calculation of basic and diluted loss per share	137,888,511	127,712,446

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

HELIX BIOPHARMA CORP.

Consolidated Statements of Changes in Shareholders' Equity

Years ended July 31, 2021 and 2020 (In thousands of Canadian dollars, except common share and warrant numbers)

	Common shares		Share purchase warrants						Total shareholders' equity / (deficiency)
	Amount	Number	Amount	Number	Options	Contributed surplus	Deficit	NCI	
July 31, 2019	$ 129,532	111,225,501	$14,763	43,372,897	$ 640	$23,315	$(171,531)	$ –	$ (3,281)
Net loss for the year	–	–	–	–	–	–	(8,985)	(189)	(9,174)
Sale of interest in subsidiary	–	–	–	–	–	2,005	–	776	2,781
Common stock, issued	7,725	21,707,516	–	–	–	–	–	–	7,725
Warrants, issued	–	–	4,459	21,707,516	–	–	–	–	4,459
Warrants, expired unexercised	–	–	–	–	–	–	–	–	–
Warrants exercised	–	–	–	–	–	–	–	–	–
Stock-based compensation	–	–	–	–	471	–	–	–	471
Options, expired unexercised	–	–	–	–	(220)	220	–	–	–
July 31, 2020	$ 137,257	132,933,017	$19,222	65,080,413	$ 891	$25,540	$ (180,516)	$ 587	$ 2,981
Net loss for the year	–	–	–	–	–	–	(8,038)	–	(8,038)
Non-controlling interest	–	–	–	–	–	–	–	(587)	(587)
Common stock, issued	2,403	8,200,000	–	–	–	–	–	–	2,403
Warrants, issued	–	–	1,185	10,157,056	–	–	–	–	1,185
Warrants, expired unexercised	–	–	(2,250)	(5,859,500)	–	2,250	–	–	–
Warrants exercised	–	–	–	–	–	–	–	–	–
Stock-based compensation	–	–	–	–	663	–	–	–	663
Options, expired unexercised	–	–	–	–	(77)	77	–	–	–
July 31, 2021	$ 139,660	141,133,017	$18,157	69,377,969	$1,477	$27,867	$ (188,554)	$ –	$ (1,393)

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

HELIX BIOPHARMA CORP.

Consolidated Statements of Cash Flows

Years ended July 31, 2021 and 2020 (In thousands of Canadian dollars)

	2021	2020
Cash flows from operating activities		
Net loss	$ (8,038)	$ (9,174)
Adjustments, to net cash provided by operations:		
Items not involving cash:		
Amortization of right-of-use property and property, plant and equipment	199	211
Stock-based compensation	663	471
Revaluation of convertible note payable	142	–
Gain on disposition of investment in associate	(1,536)	663
Foreign exchange gain	(52)	(55)
Change in non-cash working capital:		
Accounts receivable	(173)	61
Prepaid expenses	(10)	92
Accounts payable	50	(1,545)
Accrued liabilities	79	(719)
Cash from / (used in) operating activities from continuing operations	(8,676)	(10,045)
Cash from / (used in) operating activities from discontinued operations	(628)	(781)
Net cash used in operating activities	(9,304)	(10,826)
Cash flows from financing activities		
Proceeds from the issuance of common shares and share purchase warrants, net of issue costs	3,561	12,185
Net proceeds from convertible note	3,159	–
Lease liability payments	(158)	(151)
Cash from / (used in) financing activities from continuing operations	6,562	12,034
Cash from / (used in) financing activities from discontinued operations	–	1,062
Net cash provided by financing activities	6,562	13,096
Cash flows from investing activities		
Purchases of property, plant, and equipment	–	(16)
Proceeds, net of cost, from the partial sale of the subsidiary *(note 15)*	2,020	1,720
Cash from / (used in) investing activities from continuing operations	2,020	1,704
Cash from / (used in) investing activities from discontinued operations	–	–
Net cash from investing activities	2,020	1,704
Foreign exchange gain (loss) on cash	52	55
Net increase / (decrease) in cash	$ (670)	$ 4,029
Cash, beginning of period	4,235	206
Cash, end of period	$ 3,565	$ 4,235

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

Helix BioPharma Corp. (the "Company"), incorporated under the *Canada Business Corporations Act,* is an immune-oncology company primarily focused in the areas of cancer prevention and treatment. The Company has funded its research and development activities, mainly through the issuance of common shares and warrants. The Company expects to incur additional losses and therefore will require additional financial resources, on an ongoing basis. It is not possible to predict the outcome of future research and development activities or the financing thereof.

The Company is a Canadian corporation domiciled in Canada. Our shares are publicly traded on the Toronto Stock Exchange. Our principal place of business is located at 9120 Leslie Street, Suite 205, Richmond Hill, Ontario, Canada.

1. Basis of presentation and going concern

These consolidated financial statements have been prepared on a going-concern basis, which assumes that the Company will continue in operation for the foreseeable future and, accordingly, will be able to realize its assets and discharge its liabilities in the normal course of operations. The Company's ability to continue as a going concern is dependent mainly on obtaining additional financing. The Company does not have sufficient cash to meet anticipated cash needs for working capital and capital expenditures through the next twelve months.

The Company reported a net loss and total comprehensive loss of $8,038,000 for the fiscal year ended July 31, 2021 (July 31, 2020 - $8,985,000). As at July 31, 2021, the Company had working capital of $144,000, shareholders' deficiency of $1,393,000, and a deficit of $188,554,000. As at July 31, 2020, the Company had a working capital of $2,735,000, shareholders' equity of $2,096,000, and a deficit of $180,516,000. The Company will require additional financing in the immediate near term and in the future to see the current research and development initiatives through to completion. There can be no assurance however, that additional financing can be obtained in a timely manner, or at all.

Not raising sufficient additional financing on a timely basis may result in delays and possible termination of all or some of the Company's research and development initiatives, and as a result, casts significant doubt as to the ability of the Company to operate as a going concern and accordingly, the appropriateness of the use of the accounting principles applicable to a going concern. These financial statements do not include any adjustments to the carrying amount and classification of reported assets, liabilities and expenses that might be necessary should the Company not be successful in its aforementioned initiatives. Any such adjustments could be material. The Company cannot predict whether it will be able to raise the necessary funds it needs to continue as a going concern.

Statement of compliance

The Company's consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretation Committee.

The consolidated financial statements of the Company were approved and authorized for issue by the board of directors of the Company (the "Board") on December 8, 2021.

Use of estimates and critical judgments

The preparation of the Company's financial statements requires management to make critical judgments, estimates and assumptions that affect the reported amounts of expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. On an ongoing basis, management evaluates its judgments, estimates and assumptions using historical experience and various other factors it believes to be reasonable under the given circumstances. Actual outcomes may differ from these estimates that could require a material adjustment to the reported carrying amounts in the future.

The Company has also assessed the impact of the coronavirus pandemic ("COVID-19") on estimates and critical judgments. Although the Company expects COVID-19 related disruptions to continue into the Company's fiscal 2022 year, the Company believes that the long-term estimates and assumptions do not require significant revisions. Although the Company determined that no significant revisions to such estimates, judgments or assumptions were required, the impact of COVID-19 is fluid and given the inherent uncertainty at this time, revisions may be required in future periods to the extent that the negative impacts on the Company's business operations arising from COVID-19 continue or become worse. Any such revision could result in a material impact on the Company's financial performance and financial condition.

The most significant critical estimates and judgments made by management include the following:

a) Going Concern

Significant judgments related to the Company's ability to continue as a going concern are disclosed in the first paragraph above in Note 1.

b) Clinical study expenses

Clinical study expenses are accrued based on services received and efforts expanded pursuant to contracts with contract research organizations ("CROs"), consultants, clinical study sites and other vendors. In the normal course of business, the Company contracts with third parties to perform various clinical study activities. The financial terms of these agreements vary from contract to contract and are subject to negotiations that may result in uneven payment outflows. Payments under the contracts depend on various factors such as the achievement of certain events, the successful enrollment of patients or the completion of portions of the clinical study and/or other similar conditions. The Company determines the accruals by reviewing contracts, vendor agreements and purchase orders, and through discussions with internal personnel and external providers as to the progress or stage of completion of the clinical studies or services and the agreed-upon fee to be paid for such services. However, actual costs and timing of the Company's clinical studies is uncertain, subject to risk and may change depending upon a number of factors, including the Company's clinical development plans and trial protocols.

c) Valuation of share-based compensation and warrants

Management measures the costs for share-based compensation and warrants using market-based option valuation techniques. Assumptions are made and estimates are used in applying the valuation techniques. These include estimating the future volatility of the share price, expected dividend yield, future employee turnover rates, and future exercise behaviours. Such estimates and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates of share-based payments and warrants.

d) Income taxes

Deferred tax assets, including those arising from unutilized tax losses, require management to assess the likelihood that the Company will generate future taxable income in future years in order to utilize any deferred tax asset which has been recognized. Estimates of future taxable income are based on forecasted cash flows. At the current statement of financial position date, no deferred tax assets have been recognized in these consolidated financial statements.

e) Impairment of long-lived assets

Long-lived assets are reviewed for impairment upon the occurrence of events or changes in circumstances indicating that the carrying value of the asset may not be recoverable. For the purpose of measuring recoverable amounts, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). The recoverable amount is the higher of an asset's fair value less costs to sell and value in use (being the present value of the expected future cash flows of the relevant asset or cash-generating unit). An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. Management evaluates impairment losses for potential reversals when events or circumstances warrant such consideration.

f) Fair value of convertible note payable

In determining the fair values of the convertible note payable the Company used a Black-Scholes model with the following assumptions: volatility rate, risk-free rate and the remaining expected life. The inputs used in the model are taken from observable markets. In particular, changes in the fair value of the convertible note payable can have a material impact on the reported loss and comprehensive loss for the applicable reporting period.

Functional and presentation currency

The functional and presentation currency of the Company is the Canadian dollar.

2. Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements.

Basis of consolidation

At July 31, 2020, the Company's investment in Helix Immuno-Oncology S.A. ("HIO") was consolidated and classified as held for sale and was presented as discontinued operations. At September 3, 2020, HIO completed a direct financing with an arm's length party and as a result the Company determined that it had lost control of HIO. On December 22, 2020, the Company disposed of its remaining interest in HIO. At July 31, 2021 and the date of these financial statements, the Company no longer has any subsidiaries. See Note 15 – Disposition of investment in associate (HIO), discontinued operations and non-controlling interest ("NCI") for further information.

Cash

The Company considers cash on hand, deposits in banks and bank term deposits with maturities of 90 days or less as cash.

Property, plant and equipment

Property, plant and equipment are recorded at cost less accumulated depreciation. Impairment charges are included in accumulated depreciation.

Depreciation is provided using the following methods and estimated useful life:

Asset	Basis	Rate
Computer equipment and software	Straight line	3 years
Furniture and fixtures	Straight line	5 years
Research and manufacturing equipment	Straight line	4-10 years
Leasehold improvements	Straight line	Lease term

Leases

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost. Subsequent to initial application, the right-of-use asset is measured at cost less any accumulated depreciation and impairment losses, and adjusted for certain remeasurements of the lease liability. In comparison, the lease liability is increased by the interest cost on the lease liability and decreased by lease payments made. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, a change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

The Company has applied judgment to determine the lease term for some lease contracts in which it is a lessee that include renewal options. The assessment of whether the Company is reasonably certain to exercise such options impacts the lease term, which significantly affects the amount of lease liabilities and right-of-use assets recognized.

Research and development costs

Research costs are expensed as incurred. Development costs are expensed as incurred except for those which meet the criteria for deferral, in which case, the costs are capitalized and amortized to operations over the estimated period of benefit. No costs have been deferred to date.

Investment tax credits

The Company is entitled to Canadian federal and provincial investment tax credits, which are earned as a percentage of eligible research and development expenditures incurred in each taxation year. Investment tax credits are accounted for as a reduction of the related expenditure for items of a current nature and a reduction of the related asset cost for items of a capital nature, provided that the Company has reasonable assurance that the tax credits will be realized.

Stock-based compensation

The Company accounts for stock-based compensation and other stock-based payments awarded to employees in accordance with the fair value method. The fair value of stock options granted is determined at the appropriate measurement date using the Black-Scholes option pricing model, and generally expensed over the options' vesting period for employee awards. Awards with graded vesting are considered multiple awards for fair value measurement and stock-based compensation calculation. In determining the expense, the Company accounts for forfeitures using an estimate based on historical trends. When stock-based compensation and other stock-based payments are awarded to persons other than non-employees, share capital is increased for the fair value of goods and services received.

Foreign currency translation

The Company's currency of presentation is the Canadian dollar, which is also the Company's functional currency. Foreign currency-denominated items are translated into Canadian dollars. Monetary assets and liabilities in foreign currencies are translated into Canadian dollars at the rates of exchange in effect at the balance sheet date. Non-monetary items are translated at historical exchange rates. Revenue and expenses are translated at the exchange rates prevailing at their respective transaction dates. Exchange gains and losses arising on translation are included in income.

Income taxes

The Company follows the asset and liability method of accounting for income taxes. Under this method, deferred income tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of certain existing assets and liabilities and their respective tax bases. Deferred income tax assets and liabilities are measured using enacted or substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the date of substantive enactment. Given the Company's history of net

losses and expected future losses, the Company is of the opinion that it is probable that these tax assets will not be realized in the foreseeable future and therefore, the deferred tax asset has not been recognized.

Financial instruments

The Company recognizes a financial asset or financial liability when it becomes party to the contractual provisions of the financial instrument. Financial assets are initially measured at fair value, and are derecognized either when the Company has transferred substantially all the risks and rewards of ownership of the financial asset, or when cash flows expire. Financial liabilities are initially measured at fair value and are derecognized when the obligation specified in the contract is discharged, cancelled or expired.

A write-off of a financial asset (or a portion thereof) constitutes a derecognition event. Write-offs occur when the Company has no reasonable expectations of recovering the contractual cash flows on a financial asset.

The Company determines the classification of its financial instruments at initial recognition. Financial assets are classified according to the following measurement categories:

i) amortized cost; or
ii) those to be measured subsequently at fair value, either through profit or loss ("FVTPL") or through other comprehensive income ("FVTOCI").

The classification and measurement of financial assets after initial recognition at fair value depends on the business model for managing the financial asset and the contractual terms of the cash flows. Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding, are generally measured at amortized cost at each subsequent reporting period. All other financial assets are measured at their fair values at each subsequent reporting period, with any changes recorded through profit or loss or through other comprehensive income (which designation is made as an irrevocable election at the time of recognition).

After initial recognition at fair value, financial liabilities are classified and measured at either:

i) amortized cost; or
ii) FVTPL, if the Company has made an irrevocable election at the time of recognition, or when required (for items such as instruments held for trading or derivatives).

The Company reclassifies financial assets only when its business model for managing those assets changes. Financial liabilities are not reclassified.

Transaction costs that are directly attributable to the acquisition or issuance of a financial asset or financial liability subsequently measured at amortized cost or FVTOCI are included in the fair value of the instrument on initial recognition. Transaction costs for financial assets and financial liabilities classified at fair value through profit or loss are expensed in profit or loss.

The Company classifies its financial instruments by category according to their nature and their characteristics. Management determines the classification when the instruments are initially recognized, which is normally the date of the transaction. The Company classifies its financial assets and financial liabilities as outlined below:

Asset / Liability	Classification
Cash	Amortized Cost
Account receivable	Amortized Cost
Accounts payable	Amortized Cost
Accrued liabilities	Amortized Cost
Convertible note payable	FVTPL

The Company assesses all information available, including on a forward-looking basis the expected credit losses associated with any financial assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition based on all information available, and reasonable and supportive forward-looking information.

An embedded derivative is separated from the host contract and recognized separately if the economic characteristics and risks of the embedded derivative are not closely related to those of the host, if a separate instrument with the same terms

(Tabular dollar amounts in thousands of Canadian dollars, except per share amounts)

as the embedded derivative would meet the definition of a derivative, and if the combined instrument is not measured at fair value, with changes in fair value recognized in profit or loss.

The fair value of a financial instrument is the amount of consideration that would be agreed upon in an arm's-length transaction between knowledgeable, willing parties who are under no compulsion to act. Fair values are determined based on prevailing market rates for instruments with similar characteristics and risk profiles.

The Company categorizes its fair value measurements according to a three-level hierarchy. The hierarchy prioritizes the inputs used by the Company's valuation techniques. A level is assigned to each fair value measurement based on the lowest-level input significant to the fair value measurement in its entirety. The three levels of the fair value hierarchy are defined as follows:

Level 1 – unadjusted quoted prices as at the measurement date for identical assets or liabilities in active markets.
Level 2 – observable inputs other than quoted prices included in level 1, such as quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data.
Level 3 – significant unobservable inputs that are supported by little or no market activity.

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

Basic and diluted loss per common share

Basic loss per share is computed by dividing the net loss available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted loss per share is computed similarly to basic loss per share, except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common shares at the average market price during the reporting periods. The inclusion of the Company's stock options and warrants in the computation of diluted loss per share has an anti-dilutive effect on the loss per share and, therefore, they have been excluded from the calculation of diluted loss per share.

Government grants and disclosure of government assistance

Government grant funds are recognized in income when there is reasonable assurance that the Company has complied with the conditions attached to them and that the grant funds will be received. Grant funds receivable are recognized in income over the periods in which the entity recognizes as expenses, the related costs for which the grant is intended to compensate.

3. New accounting standards and pronouncements not yet adopted

Future accounting standards

There are no new accounting standards and pronouncements issued but not yet effective up to the date of issuance of the Company's consolidated financial statements that are expected to have a material impact on the Company.

4. Property, plant and equipment

	July 31, 2021				July 31, 2020			
	Cost	Accumulated depreciation	Transferred to held for sale	Net book value	Cost	Accumulated depreciation	Transferred to held for sale	Net book value
Research equipment	$ 1,355	$ 1,311	$ –	$ 44	$ 1,664	$ 1,476	$ (105)	$ 83
Manufacturing equipment	–	–	–	–	–	–	–	–
Leasehold improvements	359	359	–	–	359	359	–	–
Computer equipment	58	55	–	3	84	76	(2)	6
Computer software	21	21	–	–	33	33	–	–
Furniture and fixtures	20	20	–	–	20	17	(1)	2
	$ 1,813	$ 1,766	$ –	$ 47	$ 2,160	$ 1,961	$ (108)	$ 91

(Tabular dollar amounts in thousands of Canadian dollars, except per share amounts)

5. Right-of-use assets

The movement and carrying amounts of the Company's right-of-use assets and lease liabilities for the years ended:

	July 31, 2021		July 31, 2020	
	Right of use assets	Lease Liabilities	Right of use assets	Lease Liability
Beginning balances	$ 155	$ 159	$ –	$ –
Additions/(adjustments)	(15)	(27)	310	310
Amortization	(140)	–	(155)	–
Lease payments	–	(135)	–	(161)
Lease interest	–	3	–	10
Ending balances	$ –	$ –	$ 155	$ 159

6. Shareholders' equity / (deficiency)

Preferred shares

The Company is authorized to issue 10,000,000 preferred shares (each, a "Preferred Share"). As at July 31, 2021 the Company had nil Preferred Shares issued and outstanding (July 31, 2020 – nil).

Common shares and share purchase warrants

The Company is authorized to issue an unlimited number of common shares without par value. As at July 31, 2021 the Company had 141,133,017 common shares issued and outstanding (July 31, 2020 – 132,933,017).

On August 21, 2019, the Company completed a private placement financing of 13,725,500 units of the Company at a price of $0.51 per unit and the disposition of a 25% stake of HIO, its former Polish subsidiary, for aggregate gross proceeds of approximately $7,000,000. Each unit consisted of one common share and one common share purchase warrant. Each common share purchase warrant entitles the holder thereof to purchase one common share of the Company at a price of $0.72 until August 20, 2024. Of the aggregate gross proceeds, approximately $755,000 was allocated to the disposition of the Company's 25% stake in HIO with costs totalling approximately $99,000. Of the residual gross proceeds amount of $6,245,000, approximately $2,275,000 was allocated to the share purchase warrants based on fair value and approximately $3,970,000 was allocated to the common shares. Share issue costs totalling $815,000 were proportionately allocated to the share purchase warrants ($297,000) and the common shares ($518,000), respectively. See Note 15 – Disposition of investment in associate (HIO) for further information.

On January 13, 2020, the Company completed a private placement financing of 2,940,000 units at a price of $1.02 per unit and the disposition of an 8.5% stake of HIO, its former Polish subsidiary, for aggregate gross proceeds of approximately $2,999,000. Each unit consisted of one common share and one common share purchase warrant. Each common share purchase warrant entitles the holder to purchase one common share of the Company at a price of $1.42 until January 12, 2025. Of the aggregate gross proceeds, approximately $433,000 was allocated to the disposition of the Company's 8.5% stake in HIO with costs totalling approximately $57,000. Of the residual gross proceeds amount of $2,566,000, approximately $956,000 was allocated to the share purchase warrants based on fair value and approximately $1,610,000 was allocated to the common shares. Share issue costs totalling approximately $339,000 were proportionately allocated to the share purchase warrants ($126,000) and the common shares ($213,000), respectively. See Note 15 – Disposition of investment in associate (HIO) for further information.

On March 12, 2020, the Company completed a private placement financing of 5,042,016 units at a price of $1.19 per unit including the disposition of a 15.5% stake of HIO, its Polish subsidiary, for aggregate gross proceeds of approximately $6,000,000. Each unit consisted of one common share and one common share purchase warrant. Each common share purchase warrant entitles the holder to purchase one common share of the Company at a price of $1.67 until March 11, 2025. Of the aggregate gross proceeds, approximately $791,000 was allocated to the disposition of the Company's 15.5% stake in HIO with costs totalling approximately $103,000. Of the residual gross proceeds amount of $5,209,000, approximately $1,900,000 was allocated to the share purchase warrants based on fair value and approximately $3,310,000 was allocated to the common shares. Share issue costs totalling approximately $682,000 were proportionately allocated to the share purchase warrants ($249,000) and the common shares ($433,000), respectively. See Note 15 – Disposition of investment in associate (HIO) for further information.

On December 4 and 30, 2020, the Company completed private placement financings of an aggregate of 8,200,000 units of the Company at a price of $0.50 per unit, for aggregate gross proceeds of $4,100,000. Each unit consisted of one common share and one common share purchase warrant. Each common share purchase warrant entitles the holder to purchase one common share at a price of $0.70 until December 3 and 29, 2025, respectively. Of the gross proceeds amount of $4,100,000, approximately $1,333,000 was allocated to the share purchase warrants based on fair value and approximately $2,767,000 was allocated to the

(Tabular dollar amounts in thousands of Canadian dollars, except per share amounts)

common shares. Share issue costs totalling approximately $537,000 were proportionately allocated to the share purchase warrants ($174,000) and the common shares ($363,000), respectively. See Note 15 – Disposition of investment in associate (HIO) for further information.

On May 11, 2021, the Company entered into a definitive convertible security funding agreement ("the Funding Agreement") with Lind Global Macro Fund, LP, a New York based institutional investment fund managed by The Lind Partners, LLC (collectively "LIND"). The Company closed the first tranche under the Funding Agreement on May 13, 2021 for gross proceeds of $3,500,000 (the "First Tranche"). In connection with the closing of the First Tranche, the Company issued (i) an 8.75% convertible note (a "Convertible security") with a two-year term and a face value of $4,112,500 and (ii) an aggregate of 1,957,056 common share purchase warrants exercisable into 1,957,056 common shares until May 12, 2025 at an exercise price of $1.0283 per common share and classified as equity instruments. The approximate residual fair value of the share purchase warrants was estimated at approximately $30,000. In connection with the closing of the First Tranche, the Company paid Lind a 3% commitment fee of the amount funded under the First tranche. The Funding Agreement also contemplates the issuance of a second Convertible Debentures upon the mutual agreement of the Company and Lind for gross proceeds to the Company of up to $6,500,000 (the "Second Tranche"). See Note 7 – Convertible note payable for additional information.

The following table provides Information on share purchase warrants outstanding as at:

	July 31, 2021		July 31, 2020	
Exercise Price	Weighted average remaining contractual life (in years)	Number of share purchase warrants outstanding	Weighted average remaining contractual life (in years)	Number of share purchase warrants outstanding
$ 0.70	4.40	8,200,000	–	–
$ 0.72	2.97	18,909,422	3.97	18,909,422
$ 1.03	4.78	1,957,056	–	–
$ 1.43	3.45	2,940,000	4.45	2,940,000
$ 1.50	1.32	15,982,300	2.32	15,982,300
$ 1.54	0.74	8,680,000	1.74	8,680,000
$ 1.61	–	–	0.25	4,546,000
$ 1.67	3.61	5,042,016	4.61	5,042,016
$ 1.82	1.99	1,250,000	0.99	1,250,000
$ 1.92	2.05	644,675	1.05	644,675
$ 1.98	1.74	2,837,000	0.70	3,105,000
$ 2.24	1.94	2,935,500	0.94	3,981,000
Outstanding, end of period	2.54	69,377,969	2.64	65,080,413

Stock options

The Company's equity compensation plan reserves up to 10% of the Company's outstanding common shares from time to time for granting to directors, officers and employees of the Company or any person or company engaged to provide ongoing management or consulting services. Based on the Company's current issued and outstanding common shares as at July 31, 2021, options to purchase up to 14,113,301 common shares (July 31, 2020 – 13,293,301) may be granted under the equity compensation plan. As at July 31, 2021, options to purchase a total of 7,050,000 common shares (July 31, 2020 – 5,225,000) were issued and outstanding under the equity compensation plan.

The following table provides information on options outstanding and exercisable as at July 31:

	2021			2020		
Exercise Price	Weighted average remaining contractual life (in years)	Number of options outstanding	Number of vested and exercisable options	Weighted average remaining contractual life (in years)	Number of options outstanding	Number of vested and exercisable options
$0.51	2.82	4,350,000	2,600,000	3.72	4,625,000	2,149,998
$0.53	4.03	2,150,000	1,075,000	–	–	–
$1.30	3.37	550,000	366,667	3.36	550,000	183,333
$2.00	–	–	–	0.25	50,000	50,000
Outstanding, end of period	3.23	7,050,000	4,041,667	3.75	5,225,000	2,783,335

(Tabular dollar amounts in thousands of Canadian dollars, except per share amounts)

The following table summarized activity under the Company's stock option plan for the year ended:

	July 31, 2021		July 31, 2020	
	Number	Weighted average exercise price	Number	Weighted average exercise price
Outstanding, beginning of year	5,225,000	$ 0.61	4,875,000	$ 0.57
Granted	2,150,000	0.53	550,000	1.30
Cancelled	(125,000)	0.51	–	–
Expired	(200,000)	0.88	(200,000)	1.54
Outstanding, end of year	7,050,000	$ 0.58	5,225,000	$ 0.61
Vested and exercisable, end of year	4,041,667	$ 0.59	2,783,335	$ 0.59

For the fiscal year ended July 31, 2021, 1,541,666 stock options vested (July 31, 2020 – 583,337) with a fair value of $500,690 (July 31, 2020 – $190,000).

The fair value of each option granted was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions:

Grant Date	Number of options granted	Volatility factor	Risk free interest rate	Dividend rate	Expected life	Vesting period	Fair value of options granted
May 27, 2019	4,625,000	66.76%	1.49%	nil	5 years	2 years	$ 666
December 12, 2019	550,000	73.81%	1.67%	nil	5 years	2 years	$ 397
August 11, 2020	2,150,000	80.36%	0.32%	nil	5 years	2 years	$ 655

7. Convertible note payable

On May 11, 2021, the Company entered into the Funding Agreement with Lind. Each Convertible Security issuable under the Funding Agreement will have a two-year term from the date of issuance and will accrue simple interest rate obligation of 8.75% per annum. The face value of the Convertible Security issued under the First Tranche was $4,112,500 to maturity. The Company agreed to pay Lind a 3% commitment fee of the amounts funded under the First Tranche and Second Tranche and due upon closing of each such tranche.

Lind is entitled to convert the Convertible Securities into common shares in the capital of the Company over the term of the applicable Convertible Security, subject to certain limitations, at a conversion price equal to 85% of the five-day trailing volume-weighted average price ("VWAP") of the common shares prior to the date a notice of conversion is provided to the Company by Lind. The aggregate conversion amount shall not exceed 1/20th of the face value of the Convertible Security per month. In respect to the First Tranche, the Company issued 1,957,056 common share purchase warrants exercisable into 1,957,056 common shares at an exercise price of CAD$1.0283 for a period of 48 months from the date of issuance.

In addition, the Company has the option to buy-back 66.7% of the Convertible Securities in cash at any time with no penalty, subject to the option of Lind to convert up to one-third of the face value of the applicable Convertible Security into common shares at the time such option is exercised by the Company.

The Convertible Security issued under the First Tranche has characteristics of a hybrid compound financial instrument with both an equity component and a financial liability component.

On May 13, 2021, the closing date of the First Tranche, the monthly debt conversion amount of $205,625 was discounted using a risk adjusted discount rate and comparable bond option-adjusted spreads with ratings ranging from CCC to CC. The common share purchase warrants were valued using a Black-Scholes model and recorded at residual fair value. A liquidity discount was also incorporated to equate the debt, conversion options and warrants to the total gross proceeds received of $3,500,000. Total transaction costs associated with the Convertible Security issued under the First Tranche were $340,982 of which $2,947 was allocated to common share purchase warrants that are classified as equity instruments.

The Funding Agreement is subject to covenant requirements. In the event of default LIND may declare, by notice to the Company, effective immediately, all outstanding obligations by the Company under the Funding Agreement to be immediately due and payable in immediately available funds and terminate the agreement. No such declaration has been made at time of filing of these financial statements. The Funding Agreement with LIND is available on SEDAR at (www.sedar.com).

(Tabular dollar amounts in thousands of Canadian dollars, except per share amounts)

The table below summarizes the components of the Convertible Security:

	Credit Spread	Liquidity Discount	Debt	Conversion Option	Note Payable	Warrant
At July 31, 2020			$ –	$ –	$ –	$ –
Fair value on issuance	15.21%	97.16%	3,449	21	3,470	30
Revaluation			66	76	142	–
At July 31, 2021	16.15%	86.63%	$ 3,515	$ 97	$ 3,612	$ 30

8. Commitments

The Company's commitments are summarized as follows:

	2022	2023	2024	2025	2026	2027+	Total
Clinical research organizations	$ 1,039	$ 1,544	$ –	$ –	$ –	$ –	$ 2,583
Royalty and in-licensing	20	20	20	10	10	50	130
Operating leases	41	–	–	–	–	–	41
	$ 1,100	$ 1,564	$ 20	$ 10	$ 10	$ 50	$ 2,754

Clinical Research Organization ("CRO") Commitments

The Company has CRO supplier agreements in place for clinical research services related to the management of the Company's clinical stage programs. As at July 31, 2021, the Company has accrued $352,000 (2020 – $861,000).

Royalty and in-licensing commitments

Pursuant to an agreement dated April 28, 2005 with the National Research Council of Canada (the "NRC"), the Company is required to pay a royalty to the NRC of 3% of net sales, with a minimum royalty of $10,000 per annum generated from the use of a certain antibody to target cancerous tissues of the lung. In addition to the royalty payments, the Company is also required to make certain milestone payments: $25,000 upon successful completion of Phase I clinical trials; $50,000 upon successful completion of Phase IIb clinical trials; $125,000 upon successful completion of Phase III clinical trials; and $200,000 upon receipt of market approval by regulatory authority.

Pursuant to an agreement dated September 22, 2016 with the NRC, the Company is required to pay a royalty to the NRC of 3% of net sales, with a minimum royalty of $10,000 per annum generated from the use of a certain antibody to target cancerous tissues of the lung. In addition to the royalty payments, the Company is also required to make certain milestone payments for the first licensed product: $25,000 upon successful completion of Phase I clinical trials; $50,000 upon successful completion of Phase IIb clinical trials; $150,000 upon successful completion of Phase III clinical trials; $200,000 upon receipt of first regulatory approval by a regulatory authority; and $200,000 upon receipt of a second regulatory approval by a regulatory authority. For the development of each subsequent licensed product: $200,000 upon receipt of first regulatory approval by a regulatory authority; and $200,000 upon receipt of a second regulatory approval by a regulatory authority. As it relates to sub-licensing arrangements, the Company is required to pay the NRC 33% of any sub-licensing revenues received. The anti-CEACAM6 single domain antibody 2A3 is subject to this agreement. As at July 31, 2021 the Company has accrued $nil (2020 – $nil).

Operating lease commitments

The Company is committed to paying $41,000 under three month to month facility lease agreements with notice periods of no longer than six months.

9. Capital risk management

The Company's main objectives when managing capital are to ensure sufficient liquidity to finance research and development activities, clinical trials, ongoing administrative costs, working capital and capital expenditures. The Company includes cash in the definition of capital. The Company endeavours not to unnecessarily dilute shareholders when managing the liquidity of its capital structure.

Since inception, the Company has financed its operations from public and private sales of equity, credit facilities, the exercise of warrants and stock options, and, to a lesser extent, from interest income from funds available for investment, government grants and investment tax credits. Since the Company does not have net earnings from its operations, the Company's long-term liquidity depends on its ability to access capital markets, which depends substantially on the success of the Company's ongoing research and development programs, as well as capital market conditions and availability.

(Tabular dollar amounts in thousands of Canadian dollars, except per share amounts)

The Company does not currently have enough cash reserves to fully fund its clinical trials nor does the Company have sufficient cash reserves to meet anticipated cash needs for working capital and capital expenditures through at least the next twelve months.

The Company on May 11, 2021 entered into a Funding Agreement with Lind. The Funding Agreement is subject to covenant requirements. See *Note 7 – Convertible note payable*.

See also *Note 1 - Basis of presentation and going concern.*

10. Financial instruments and risk management

Financial risk management

The Company is exposed to a variety of financial risks by virtue of its activities: market risk (including currency and interest rate risk), credit risk and liquidity risk. The overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on financial performance.

Risk management (the identification and evaluation of financial risk) is carried out by the finance department, in close cooperation with management. The finance department is charged with the responsibility of establishing controls and procedures to ensure that financial risks are mitigated in accordance with the approved policies. The Company's Board of Directors has the overall responsibility for the oversight of these risks and reviews the Company's policies on an ongoing basis to ensure that these risks are appropriately managed.

Financial instruments

Convertible notes payable were recognized at fair value, both at the date of issuance on May 13, 2021 and subsequently at July 31, 2021. The convertible notes payable has been classified as Level 3 in the fair value hierarchy.

Market risk

Market risk is the risk that changes in market prices, such as interest rates and foreign exchange rates, will affect the Company's income or the value of its financial instruments.

Currency risk

The Company has international transactions and is exposed to foreign exchange risks from various currencies, primarily the Euro and U.S. dollar. In addition, foreign exchange risks arise from purchase transactions, as well as recognized financial assets and liabilities denominated in foreign currencies.

Balances in foreign currencies are as follows, as at July 31:

	2021		2020	
	USD	EUR	USD	EUR
Accounts payable	(825)	(252)	(622)	(257)
Accruals	(70)	–	(44)	–
Net foreign currencies	(895)	(252)	(666)	(257)
Closing exchange rate	1.1995	1.4788	1.3404	1.5831
Impact of 1% change in exchange rate	+/- 11	+/- 4	+/- 9	+/- 4

Any fluctuation in the exchange rates of the foreign currencies listed above could have an impact on the Company's results from operations; however, they would not impair or enhance the ability of the Company to pay its foreign-denominated expenses.

Interest rate risk

Interest rate risk is the risk that future cash flows of a financial instrument will fluctuate because of changes in interest rates, which are affected by market conditions. The Company is exposed to interest rate risk arising from fluctuations in interest rates received on its cash and cash equivalents. The Company is not subject to any debt related interest rate risk.

The Company manages its interest rate risk by maximizing the interest income earned on excess funds while maintaining the liquidity necessary to conduct its operations on a day-to-day basis. Any investment of excess funds is limited to risk-free financial instruments. Fluctuations in the market rates of interest do not have a significant impact on the Company's results of operations due to the relatively short-term maturity of any investments held by the Company at any given point in time and the low global interest rate environment. The Company does not use derivative instruments to reduce its exposure to interest rate risk.

(Tabular dollar amounts in thousands of Canadian dollars, except per share amounts)

Credit risk

Credit risk is the risk of a financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligation.

The table below breaks down the various categories that make up the Company's accounts receivable balances as at July 31:

	2021	2020
Government related – GST/HST	$ 78	$ 46
Research and development investment tax credits	140	121
Patent costs recoverable from HIO	135	–
Other	–	13
	$ 353	$ 180

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they come due. Since inception, the Company has mainly relied on financing its operations from public and private sales of equity. The Funding Agreement with LIND is subject to covenant requirements that could affect the Company's liquidity. See *Note 7 – Convertible note payable*.

The Company manages its liquidity risk by continuously monitoring forecasts and actual cash flow from operations and anticipated investing and financing activities.

The Company's cash reserves of $3,565,000 as at July 31, 2021 are insufficient to meet anticipated cash needs for working capital and capital expenditures through the next twelve months, nor are they sufficient to see the current research and development initiates through to completion. To the extent that the Company does not believe it has sufficient liquidity to meet its current obligations, management considers securing additional funds primarily through equity arrangements to be of utmost importance.

The Company's long-term liquidity depends on its ability to access the capital markets, which depends substantially on the success of the Company's ongoing research and development programs, as well as economic conditions relating to the state of the capital markets generally. Accessing the capital markets is particularly challenging for companies that operate in the biotechnology industry.

The following are the contractual maturities of the undiscounted cash flows of financial liabilities as at:

	July 31, 2021			July 31, 2020		
	Carrying amount	Less than one year	Greater than one-year	Carrying amount	Less than one year	Greater than one-year
Accounts payable	$ 1,466	$ 1,466	$ –	$ 1,416	$ 1,416	$ –
Accrued liability	$ 380	$ 380	$ –	$ 301	$ 301	$ –
Convertible note payable	$ 3,612	$ 2,028	$ 1,584	$ –	$ –	$ –

This table only covers liabilities and obligations relative to financial instruments and does not anticipate any income associated with assets.

11. Related party transactions

The following table summarizes key management personnel compensation for the fiscal years ended July 31:

	2021	2020
Compensation	$ 587	$ 586
Stock-based compensation	(18)	147
	$ 569	$ 733

The following table summarizes non-management directors' compensation for the fiscal years ended July 31:

	2021	2020
Directors' fees	$ 229	$ 174
Stock-based compensation	673	280
	$ 902	$ 454

(Tabular dollar amounts in thousands of Canadian dollars, except per share amounts)

The following table summarizes the total compensation for both ACM Alpha Consulting Management EST ("ACMest") and ACM Alpha Consulting Management AG ("ACMag") for the fiscal years ended July 31:

	2021	2020
Finder's fee commissions (ACMag)	$ 801	$ 2,000
Financial and investor relations consulting fee (ACMest)	287	548
	$ 1,088	$ 2,548

Until October 21, 2020, the Company had agreements in place with both ACMest and ACMag. Mr. Kandziora is President of ACMest and acted as Observer on the Board up until August 22, 2019, in addition to being on the Supervisory Board of the Company's former subsidiary, HIO. Mrs. Kandziora is President of ACMest and was Corporate Secretary of the Company up until August 22, 2019.

Related party transactions are at arm's length and recorded at the amount agreed to by the related parties.

12. Research and development

Included in research and development expenditures are costs directly attributable to the various research and development functions and initiatives the Company has underway and include: salaries; bonuses; benefits; stock-based compensation; depreciation of property, plant and equipment; patent costs; consulting services; third party contract manufacturing, third party CRO services; and all overhead costs associated with the Company's research facilities.

The following table outlines research and development costs expensed and investment tax credits for the Company's significant research and development projects for the fiscal years ended July 31:

	2021	2020
Research and development programs, excluding the below items	$ 4,514	$ 4,497
Wages and benefits	1,270	1,191
Stock-based compensation expense	1	117
Amortization of property plant and equipment	41	54
Amortization of right of use assets	129	129
Research and development investment tax credits	(75)	(120)
	$ 5,880	$ 5,868

13. Operating, general and administration

The following table outlines operating, general and administration costs expensed for the fiscal years ended July 31:

	2021	2020
Wages and benefits	$ 407	$ 434
Director fees	229	174
Investor relations	386	736
Other general and administrative	1,563	1,022
Stock-based compensation expense	663	353
Amortization of property plant and equipment	3	3
Amortization of right of use assets	–	26
	$ 3,251	$ 2,748

14. Income taxes

The Company recognizes deferred tax assets and liabilities for expected future tax consequences of temporary differences between the carrying amounts and the tax basis of assets and liabilities and certain carry-forward balances. The Company's effective income tax rate in fiscal 2021 is 25.86% (2020– 25.8%).

(Tabular dollar amounts in thousands of Canadian dollars, except per share amounts)

The provision for income taxes recorded in the consolidated financial statements differs from the amount which would be obtained applying the statutory income tax rate to the loss before income taxes as follows:

	2021	2020
Loss before income taxes	$ (8,038)	$ (8,985)
Statutory Canadian corporate tax rate	25.86%	25.8%
Anticipated tax recovery	$ (2,078)	$ (2,318)
Foreign jurisdiction not taxed in Canada	0	(198)
Stock-based compensation	172	121
Other permanent differences	(345)	159
Adjustment to opening tax pools	3	(8)
Change in deferred tax benefits not probable to be recovered	2,248	2,244
Current income taxes	$ –	$ –

Current income tax loss and non-capital tax loss carry forwards

As at July 31, 2021, the Company has Canadian tax losses that can be carried forward of approximately $105,285,000 (2020 – $96,760,000) and are available until 2041 as follows:

2025	$ 862
2026	2,113
2027	2,904
2028	2,438
2029	9,188
2030	6,552
2031	6,792
2032	13,242
2033	2,437
2034	6,727
2035	7,256
2036	7,883
2037	7,884
2038	7,152
2039	5,739
2040	7,821
2041	8,295
	$ 105,285

The tax effects of temporary differences for the Company that gives rise to the unrecorded deferred tax asset presented in the following table:

	2021	2020
Deferred tax assets:		
Scientific Research & Experimental Development expenditure pool	$ 13,282	$ 13,013
Non-capital losses and other credits carried forward	27,223	24,967
Capital losses carried forward	117	315
Excess of tax basis over book basis of capital assets	1,974	1,864
Deductible share & warrant issue costs	511	762
Deductible Lind finance costs	44	–
Excess of book basis over tax basis of note payable	18	–
	$ 43,169	$ 40,921

Scientific Research & Experimental Development expenditures ("SR&ED")

Under the *Income Tax Act* (Canada), certain expenditures are classified as SR&ED expenditures and are grouped into a pool for tax purposes. This expenditure pool can be carried forward indefinitely and deducted in full in any subsequent year. The SR&ED expenditure pool at July 31, 2021 is approximately $51,366,000 (2020 – $50,432,000).

(Tabular dollar amounts in thousands of Canadian dollars, except per share amounts)

Investment tax credits

The Company has also earned investment tax credits in Canada, on eligible SR&ED expenditures at July 31, 2021 of approximately $11,610,000 (2020 – $11,808,000), which can offset Canadian income taxes otherwise payable in future years up to 2041. Investment tax credits are accounted for as a reduction of the related expenditure for items of a current nature and a reduction of the related asset cost for items of a capital nature, provided that the Company has reasonable assurance that the tax credits will be realized. During the year, the Company received cash refundable investment tax credits related to prior years in the amount of $56,000 (2020 – $120,000). At July 31, 2021, cash refundable investment tax credits total $141,000 (2020 – $121,000). The research and development investment tax credits recorded are based on management's estimates of amounts expected to be recovered and are subject to audit by the taxation authorities and, accordingly, these amounts may vary. Federal investment tax credits are non-refundable to the Company. Refundable investment tax credits reflect eligible SR&ED expenditures incurred in Ontario and Quebec.

15. Disposition of investment in associate (HIO), discontinued operations and non-controlling interest ("NCI")

The Company's investment in HIO was classified as held for sale and was presented as discontinued operations at July 31, 2020. At September 3, 2020 HIO completed a direct financing with an arm's length party. As a result of the financing, the Company's ownership in HIO was diluted down to 29.89% and consequently, the Company determined that it had lost control of HIO during the three months ended October 31, 2020. As the Company's remaining interest allowed the Company to exert significant influence over HIO, the Company's investment was accounted for as an interest in associate using the equity method. The Company's remaining interest in HIO was recognized at its fair value as at September 3, 2020 based on the post financing valuation. The difference between the carrying value of the net assets of HIO and non-controlling interest and the value assigned to HIO of $2,231,000 was recognized as a gain on loss of control of subsidiary in the year ended July 31, 2021. On November 9, 2020, the Company announced that it had signed a definitive share purchase agreement with CAIAC Fund Management AG ("CAIAC"), whereby CAIAC agreed to purchase the Company's remaining 29.89% holdings in HIO, for gross proceeds of PLN6,700,000 (CAD$2,308,000). This disposition of HIO closed on December 22, 2020. The Company incurred transaction fees of 12.5%.

The following information summarizes the accounting of the investment in HIO as at September 3, 2020, which is the date of deconsolidation:

Fair value of retained interest		$ 2,715
Net assets of HIO		
Cash	966	
Receivables	25	
Due from intercompany	2	
Prepaids	10	
Capital assets	69	
Accounts payable	(46)	
Accrued liabilities	(3)	
Net assets of HIO		(1,023)
Deconsolidation of non-controlling interest in HIO		587
Deconsolidation of accumulated foreign exchange amount		138
Book value of investment in HIO		(186)
Gain on loss of control of subsidiary		$ 2,231
Share of net loss until disposition		(69)
Loss on disposition of retained interest		(626)
Net gain from discontinued operations		$ 1,536

The continuity of the Company's investment in associate related to HIO for the year ended July 31, 2021 is as follows:

Balance - September 3, 2020	$ –
Fair value in retained interest in associate	2,715
Share of net loss until disposition	(69)
Proceeds of disposition of retained interest in associate (net of transaction costs)	(2,020)
Loss on disposition of retained interest	(626)
Balance – July 31, 2021	$ –

(Tabular dollar amounts in thousands of Canadian dollars, except per share amounts)

HIO was classified as held for sale and as a discontinued operation at July 31, 2020 and was full disposed of on December 22, 2020. Assets and liabilities held for sale at July 31, 2021 are $nil (2020 - $156,000), respectively.

Statement of stand alone net loss and comprehensive loss for the fiscal years ended July 31:

	2021	2020
Research and development expenses (net of PNCRD grant)	$ 20	$ 43
Operating, general and administration	48	459
Finance items	1	111
Net loss and comprehensive loss associated to HIO	(69)	(613)
Gain on loss of control of HIO	2,231	–
Loss on disposition of retained interest	(626)	–
Net gain (loss) from discontinued operations	$ 1,536	$ (613)

Statement of financial position, before intra-company elimination entries, as at July 31:

	2021	2020
Assets:		
Current assets	$ –	$ 1,002
Property, plant and equipment	–	69
Liabilities:		
Current liabilities	–	49
Shareholders' equity	–	1,022
Accumulated non-controlling interest	–	587

16. Subsequent event

Subsequent to July 31, 2021 and up to the filing of these Consolidated Financial Statements,the Company received three conversion notices from LIND totalling $616,875. As a result of these conversion notices the Company issued 1,338,152 common shares.