Lattice Biologics Ltd.

Unaudited Condensed Interim Consolidated Financial Statements
Fiscal 2017 Third Quarter
For the Three and Nine Month Periods Ended June 30, 2017 and June 30, 2016
(Expressed in U.S. dollars)

To the Shareholders of Lattice Biologics Ltd.:

Under National Instrument 51-102, Part 4, subsection 4.3 (3)(a), if an auditor has not performed a review of the interim consolidated financial statements, they must be accompanied by a notice indicating that the consolidated financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements have been prepared by the Company's management and approved by the Board of Directors of the Company.

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

August 29, 2017

Lattice Biologics Ltd.
Unaudited Condensed Interim Consolidated Statements of Financial Position
(Expressed in U.S. dollars)
As at

Assets	**June 30, 2017 (Unaudited)**	**September 30, 2016**
Current assets:		
Cash	$ 21,997	$ 53,350
Accounts receivable (Note 6)	554,846	423,761
Prepaid expenses and other current assets	80,000	102,979
Inventory (Note 5)	2,114,060	2,197,838
Total current assets	2,770,903	2,777,928
Property and equipment (Note 3)	393,072	677,098
Intangible assets (Note 4)	450,653	554,650
Goodwill (Note 4)	606,428	606,428
Total assets	$ 4,221,056	$ 4,616,104
Liabilities and Deficit		
Current liabilities:		
Accounts payable and other accrued liabilities (Note 7)	$ 4,117,232	$ 4,306,825
Obligations under finance lease, current portion (Note 8)	19,540	29,441
Factoring advances (Note 9)	229,696	124,785
Notes payable, current portion (Note 10)	1,787,125	2,211,535
Warrant liability (Note 11)	314,041	366,041
Royalty funding, current portion (Note 12)	-	750,000
Total current liabilities	6,467,634	7,788,627
Obligations under finance lease, long-term portion (Note 8)	44,332	45,808
Notes payable, long-term portion (Note 10)	433,155	550,000
Royalty funding, long-term portion (Note 12)	700,000	2,123,793
Total liabilities	7,645,121	10,508,228
Deficit:		
Share capital (Note 13)	9,554,290	6,744,627
Warrant reserve (Note 11)	21,862	21,862
Option reserve (Note 13)	250,377	-
Accumulated deficit	(13,250,594)	(12,658,613)
Total deficit	(3,424,065)	(5,892,124)
Total liabilities and deficit	$ 4,221,056	$ 4,616,104

Nature of Business and Going Concern *(Note 1)*
Commitments and Contingencies *(Note 16)*

Approved by the Board

Cheryl Farmer	*Guy Cook*
Director (Signed)	Director (Signed)

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

Lattice Biologics Ltd.
Unaudited Condensed Interim Consolidated Statements of Comprehensive Loss
(Expressed in U.S. dollars)

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2017	**2016**	**2017**	**2016**
Revenue	$ 684,026	$ 972,320	$ 2,340,834	$ 3,044,949
Cost of sales:				
Cost of sales - Exclusive of depreciation	494,980	712,440	1,554,206	2,344,481
Cost of sales - Depreciation	19,781	31,654	59,343	58,284
Total cost of sales	514,761	744,094	1,613,549	2,402,765
Gross profit	169,265	228,226	727,285	642,184
Operating expenses:				
Depreciation and amortization	37,639	99,548	112,290	298,642
General and administrative	66,014	106,591	306,001	541,290
Research and development	50,971	12,650	260,910	47,811
Professional fees	79,746	29,223	515,683	221,916
Rent	61,125	43,594	148,992	116,218
Salaries	217,613	370,807	774,587	957,341
Sales and marketing	116,945	261,123	435,218	682,513
Utilities	13,554	12,967	33,219	33,426
Total operating expenses	643,607	936,503	2,586,900	2,899,157
Loss from operations	(474,342)	(708,277)	(1,859,615)	(2,256,973)
Other income (expense):				
Interest and finance charges	(54,771)	(383,321)	(266,933)	(855,244)
Loss on convertible note revaluation	-	-	-	(61,900)
Share-based payments (Note 13)	(63,103)	-	(250,377)	(1,240,205)
Listing expense	-	-	-	(1,639,390)
Loss on settlement of payables	-	-	(247,237)	-
Other income (expense)	390	-	41,394	(11,872)
Change in fair value of warrants	454,396	-	620,099	-
Impairment of property and equipment	(262,452)	-	(262,452)	-
Onerous lease charge upon facility relocation	(70,000)	-	(70,000)	-
Gain on Grenville debt restructuring (Note 10)	2,111,102	-	2,111,102	-
Royalty	-	(107,813)	(407,962)	(311,858)
Total other income (expense)	2,115,562	(491,134)	1,267,634	(4,120,469)
Net income (loss) and comprehensive loss	$ 1,641,220	$ (1,199,411)	$ (591,981)	$ (6,377,442)
Basic and diluted income (loss) per share	$ 0.02	$ (0.04)	$ (0.01)	$ (0.14)
Weighted average number of common shares outstanding	78,023,009	33,727,747	72,887,879	44,978,562

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

Lattice Biologics Ltd.
Unaudited Condensed Interim Consolidated Statements of Changes in Deficit
(Expressed in U.S. dollars)

	Number of Shares	Number of Warrants	Share Capital	Warrant Reserve	Option Reserve	Accumulated Deficit	Total Deficit
Balances at September 30, 2016…….	63,137,222	182,530	$ 6,744,627	$ 21,862	$ -	$ (12,658,613)	$ (5,892,124)
Shares issued………………………	29,565,871	-	2,809,663	-	-	-	2,809,663
Share-based payments…………….	-	-	-	-	250,377	-	250,377
Net loss for the period…………….	-	-	-	-	-	(591,981)	(591,981)
Balances at June 30, 2017………….	92,703,093	182,530	$ 9,554,290	$ 21,862	$ 250,377	$ (13,250,594)	$ (3,424,065)

	Number of Shares	Number of Warrants	Share Capital	Warrant Reserve	Option Reserve	Accumulated Deficit	Total Deficit
Balances at September 30, 2015…….	14,699	-	$ 913,845	$ -	$ -	$ (4,806,606)	$ (3,892,761)
Share consolidation……………….	(1,987)	-	-	-	-	-	-
Shares issued………………………	1,987	-	1,240,205	-	-	-	1,240,205
Reverse takeover adjustment………	39,607,192	-	954,536	-	-	-	954,536
Shares issued………………………	11,814,100	182,530	1,896,117	21,862	-	-	1,917,979
Net loss for the period…………….	-	-	-	-	-	(6,377,442)	(6,377,442)
Balances at June 30, 2016………….	51,435,991	182,530	$ 5,004,703	$ 21,862	$ -	$ (11,184,048)	$ (6,157,483)

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

Lattice Biologics Ltd.
Unaudited Condensed Interim Consolidated Statements of Cash Flows
(Expressed in U.S. dollars)

	Nine Months Ended June 30, 2017	Nine Months Ended June 30, 2016
Operating activities:		
Net loss	$ (591,981)	$ (6,377,442)
Non-cash adjustments to reconcile net loss to net cash flows used in operations:		
Depreciation of property and equipment	67,636	61,377
Amortization of intangible assets	103,997	295,549
Debt accretion	92,357	426,294
Loss on convertible note revaluation	-	61,900
Non-cash listing expense	-	954,536
Change in fair value of warrants	(620,099)	-
Loss on settlement of payables	247,237	-
Impairment of property and equipment	262,452	-
Onerous lease charge upon facility relocation	70,000	-
Gain on Grenville debt restructuring	(2,111,102)	-
Share-based payments	250,377	1,240,205
Changes in working capital:		
Accounts receivable	(131,085)	161,090
Prepaid expenses and other assets	22,979	(40,424)
Inventory	83,778	756,182
Accounts payable and accrued liabilities	1,394,629	927,441
Factoring advances	104,911	(60,876)
Cash used in operating activities	(753,914)	(1,594,168)
Investing activities:		
Purchase of property and equipment	(27,837)	(20,327)
Cash used in investing activities	(27,837)	(20,327)
Financing activities:		
Issuance of common shares and warrants	960,000	1,822,108
Repayment of finance lease obligations	(29,602)	(56,062)
Proceeds from officer loans	-	175,000
Proceeds from notes payable	-	250,000
Repayment of notes payable	(180,000)	(302,500)
Cash provided by financing activities	750,398	1,888,546
Increase (decrease) in cash and cash equivalents	(31,353)	274,051
Cash, beginning of period	53,350	50,293
Cash, end of period	$ 21,997	$ 324,344
Supplemental Disclosures of Cash Flow Information:		
Cash paid for interest	$ 27,667	$ 44,421
Cash paid for income taxes	$ -	$ -
Non-cash investing and financing activities:		
Conversion of accounts payable to equity	$ 742,418	$ -
Finance lease obligation	$ 18,225	$ 68,384
Conversion of convertible investor note payable	$ -	$ 500,000

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

1. NATURE OF BUSINESS AND GOING CONCERN

Lattice Biologics Ltd. (the "Company" or "Lattice") develops, manufactures and markets biologic products to domestic and international markets. The Company's products are used in a variety of applications including enhancing fusion in spine surgery, enhancing breast reconstruction post mastectomy for breast cancer patients, sports medicine applications including ACL repair, promotion of bone in foot and ankle surgery, promotion of skull healing following neurosurgery and subchondral bone defect repair in knee and other joint surgeries.

On August 3, 2015 (as amended September 3, 2015), Lattice Biologics, Inc. entered into a letter of intent to engage in an acquisition whereby Blackstone Ventures Inc. ("Blackstone"), an arm's-length Public Corporation registered in British Columbia, Canada, would acquire all of the issued and outstanding securities of Lattice Biologics, Inc. (the "Reverse Takeover"). Lattice Biologics Inc. was incorporated under the laws of Delaware on July 18, 2013; however, Lattice Biologics, Inc. did not commence operations until September 21, 2013. The Reverse Takeover was completed on December 23, 2015 and Blackstone was renamed as Lattice Biologics Ltd. In accordance with International Financial Reporting Standards ("IFRS") 3, Business Combinations, the substance of the transaction was a reverse takeover of a non-operating company by Lattice Biologics, Inc. and as such, the transaction did not constitute a business combination as Blackstone did not meet the definition of a business under this standard. As a result, the transaction was accounted for as an acquisition of a stock exchange listing with Lattice Biologics Inc. being identified as the acquirer, and the equity consideration transferred by Lattice Biologics, Inc. measured at fair value. Following the Reverse Takeover, Lattice Biologics, Inc. became a wholly owned subsidiary of the Company. Accordingly, the accounts of the Company consist of the consolidated balances of Lattice Biologics, Inc. and Blackstone following the Reverse Takeover and only the accounts of Lattice Biologics, Inc. prior to the Reverse Takeover. Separately, on September 20, 2013, Lattice Biologics, Inc. acquired certain assets and liabilities of International Biologics, LLC ("International Biologics"), a non-related, privately held company. The Company's common shares are listed under the symbol "LBL" on the TSX Venture Exchange ("TSX-V").

As described above, the former shareholders of Lattice Biologics, Inc. control the resulting entity following the Reverse Takeover. As Blackstone had no operations it did not constitute a business, and accordingly, the acquisition of Blackstone is accounted for under IFRS 2 at the fair value of the equity instruments granted to the former Blackstone shareholders, less the remaining net assets of Blackstone at the Reverse Takeover date. As Lattice Biologics, Inc. shareholders control the Blackstone entity, these financial statements present the continuation of the business of Lattice Biologics, Inc. The fair value of the consideration for the Reverse Takeover is as follows:

Deemed issuance of 3,891,141 common shares	$ 954,536
Issuance of 392,489 broker/agents' common shares	96,281
Total consideration	1,050,817
Total Consideration has been allocated as follows:	
Cash received	(9,460)
Accounts payable and accrued liabilities	203,474
Additional cash costs and other	394,559
Total listing expense	$ 1,639,390

The Company's consolidated financial statements have been prepared on a going concern basis, which presumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The Company incurred a net loss from operations of $1.9 million for the nine months ended June 30, 2017, a net loss and comprehensive loss of $7.9 million for the year ended September 30, 2016 and has incurred losses in the past, has an accumulated deficit of $13.3 million at June 30, 2017 (September 30, 2016 - $12.7 million), and has a working capital deficiency of $3.7 million at June 30, 2017 (September 30, 2016 - $5.0 million). These conditions reflect a material uncertainty that casts significant doubt to the Company's ability to continue as a going concern. In order to meet its obligations and realize its investment in its assets, the Company is dependent on the continued support from investors and related parties. The Company may not be able to achieve or maintain profitability and may continue to incur losses in the future. In addition, it is expected that the Company will continue to increase operating expenses as it implements initiatives to continue to grow its business.

The Company plans to continue to make investments to support the growth of the business and is expected to require additional funds to respond to business challenges, including the need to develop new services or enhance existing services, enhance operating infrastructure and acquire complementary businesses and technologies. Accordingly, the Company is subject to liquidity risk. Management will be required to continue to raise capital to develop, market and promote the Company's products and technology, and to maintain its ongoing operations.

During June 2017, we relocated our registered office and processing facilities to 512 East Madison Avenue, Suite 101, Belgrade, Montana 59714. Prior to this relocation, our registered office and processing facilities were located in Scottsdale, Arizona (see Notes 3, 7 and 17). The Company's secondary office is located at 1413-181 University Ave, Toronto, Ontario M5H 3M7, Canada.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Statement of Compliance

These interim condensed financial statements are unaudited and have been prepared in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB"). These interim financial statements do not include all the disclosures required by International Financial Reporting Standards ("IFRS") for annual financial statements and accordingly should be read in conjunction with the Company's audited financial statements for the year ended September 30, 2016 prepared in accordance with IFRS as issued by the IASB. The financial statements have been prepared under the historical cost convention, except for certain financial instruments that are measured at fair value, as discussed in the accounting policies below. The accounting policies have been consistently applied throughout the period unless otherwise stated. These interim condensed consolidated financial statements were authorized for issue by the Board of Directors on August 29, 2017.

As discussed above, subsequent to the Reverse Takeover, these financial statements consolidate the accounts of the Company and its wholly owned subsidiary, Lattice Biologics Inc. and consist of only the accounts of Lattice Biologics, Inc. prior to the Reverse Takeover. Intercompany balances and transactions are eliminated upon consolidation. The preparation of the consolidated financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are discussed below.

Certain adjustments have been made to the results of operations for the three and nine months ended June 30, 2016, as compared to data contained in the quarterly filing for such period. These changes relate to certain adjustments for the Reverse Takeover, cost of sales and operating costs, which were not recognized until the fourth quarter of fiscal 2016.

Functional and Presentation Currency

These consolidated financial statements are presented in United States dollars, which is also the Company's and its subsidiaries' functional currency. Unless otherwise noted as being denominated in Canadian dollars ("C$"), all amounts presented herein are stated in United States dollars.

Future Accounting Changes

The following pronouncements were issued by the IASB or the IFRIC. Those pronouncements that are not applicable or do not have a significant impact to the Company have been excluded from the summary below. The following have not yet been adopted and are being evaluated to determine the resultant impact on the Company.

Financial Instruments

IFRS 9 Financial Instruments was issued in final form in July 2014 by the IASB and will replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 also includes requirements relating to a new hedge accounting model, which represents a substantial overhaul of hedge accounting which will allow entities to better reflect their risk management activities in the financial statements.

The most significant improvements apply to those that hedge non-financial risk, and so these improvements are expected to be of particular interest to non-financial institutions. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier application is permitted.

Leases

In January 2016, the IASB issued IFRS 16 Lease, which requires lessees to recognize assets and liabilities for most leases. Application of the standard is mandatory for annual reporting periods beginning on or after January 1, 2019, with earlier adoption permitted, provided the new revenue standard, IFRS 15 Revenue from Contracts with Customers, has been applied or is applied at the same date as IFRS 16. The Company is currently assessing the impact of IFRS 16 on the Company's consolidated financial statements along with the planned timing of our adoption of IFRS 16.

Revenue from Contracts with Customers

In May 2014, IASB issued IFRS 15 Revenue from Contracts with Customers. The core principle of the new standard is for companies to recognize revenue to depict the transfer of goods or services to customers in amounts that reflect the consideration (that is, payment) to which the company expects to be entitled in exchange for those goods or services. The new standard will also result in enhanced disclosures about revenue, provide guidance for transactions that were not previously addressed comprehensively (for example, service revenue and contract modifications) and improve guidance for multiple-element arrangements. The new standard is effective for annual periods beginning on or after January 1, 2018. Earlier application is permitted. IFRS 15 supersedes the following standards: IAS 11Construction Contracts, IAS 18 Revenue, IFRIC 13 Customer Loyalty Programs, IFRIC 15 Agreements for the Construction of Real Estate, IFRIC 18 Transfers of Assets from Customers, and SIC-31 Revenue—Barter Transactions Involving Advertising Services.

Earnings Per Share

Basic earnings (loss) per share is calculated by dividing net earnings (loss) for the period by the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share is calculated by dividing the applicable net earnings (loss) for the period by the sum of the weighted average number of shares outstanding during the period and all additional common shares that would have been outstanding if potentially dilutive common shares had been issued during the period. For purposes of calculating earnings (loss) per share, the number of the Company's common shares outstanding have been retroactively adjusted to reflect the Reverse Takeover to the earliest period presented.

Revenue Recognition

Revenue is recognized in the statement of comprehensive loss when goods are delivered and title has passed, at which time all the following conditions are satisfied:

- The Company has transferred to the buyer the significant risks and rewards of ownership of the goods;
- The Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- The amount of revenue can be measured reliably;
- It is probable that the economic benefits associated with the transaction will flow to the Company; and
- The costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue represents the amounts receivable after the deduction of discounts, other sales taxes, allowances given, provisions for chargebacks, other price adjustments and accruals for estimated future rebates and returns. The methodology and assumptions used to estimate rebates and returns are monitored and adjusted in light of contractual and historical information.

Share-based Payments

Expense for stock options grants is recognized, together with a corresponding increase in the option reserve in equity, over the period in which the performance and / or service conditions are fulfilled by the grantee. The cumulative expense recognized for stock options to each reporting date reflects the portion of the performance and / or service conditions completed to such time, and the Company's best estimate of the number of stock options that will ultimately vest. Accordingly, the expense for a given period generally represents the portion of the performance and / or service conditions completed during the period. Generally, except for awards with market based vesting conditions, the Company recognizes share-based payment expense for awards that ultimately vest, and recognizes no expense for awards that do not ultimately vest.

Financial Instruments

The Company classifies all financial instruments as held-to-maturity, available-for-sale, fair value through profit or loss ("FVTPL"), loans and receivables or other liabilities. Financial assets held-to maturity, loans and receivables and financial liabilities other than those classified as FVTPL, are measured at amortized cost using the effective interest method. Available-for-sale instruments are measured at fair value with unrealized gains and losses recognized in other comprehensive income (loss).

Financial liabilities are classified as either financial liabilities classified as FVTPL or other financial liabilities. Financial liabilities are classified as FVTPL when the liability is either classified as held-for-trading or it is designated as FVTPL. A financial liability may be designated at FVTPL upon initial recognition if it forms part of a contract containing one or more embedded derivatives. Instruments classified as FVTPL are measured at fair value with unrealized gains and losses recognized in net income (loss). Other financial liabilities are subsequently measured at amortized cost using the effective interest method.

Transaction costs associated with FVTPL financial assets are expensed as incurred, while transaction costs associated with all other financial liabilities are included in the initial carrying amount of the liability.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described, as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1: Valuations based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices, such as quoted interest or currency exchange rates; and
- Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

Cash is reported at level 1, warrants are classified as level 2 and convertible notes (up to the time of the Reverse Takeover) are classified as level 3. There have been no movements or reclassifications between the two levels during the past two reporting periods. The Company has classified its financial assets and liabilities as follows:

Financial Instrument	Classification
Cash	FVTPL
Accounts receivable	Loans and receivables
Accounts payable and accrued liabilities	Other liabilities
Officer loans	Other liabilities
Convertible notes	FVTPL
Notes payable	Other liabilities
Warrant liability	FVTPL
Royalty funding	Other liabilities
Factoring advances	Other liabilities
Finance lease obligations	Other liabilities

Accounting Estimates and Judgements

The preparation of financial statements in compliance with IFRS requires the Company's management to make certain estimates and assumptions that they consider reasonable and realistic. Despite regular reviews of these estimates and assumptions, based in particular on past achievements or anticipations, facts and circumstances may lead to changes in these estimates and assumptions which could impact the reported amount of the Company's assets, liabilities, equity or earnings. These estimates and assumptions notably relate to the amortization of and measurement of impairment of property and equipment and other assets, and deferred income taxes. The judgments notably relate to the assessment of going concern uncertainties, the Company's inventory costing technique, the determination of cash generating units and review of impairment and the Company's accounting applied to the royalty funding. The most significant estimates and judgements are described below:

(i) *Inventory costing technique.* The Company uses a specific identification approach to capture the costs of raw materials and overhead to bring the inventory to its present salable condition. This specific identification approach best reflects the physical inputs of raw materials, direct labor and direct overhead.

(ii) *Determination of Cash Generating Unit and review of impairment.* The Company has determined that it presently operates as one cash generating unit and has allocated goodwill to this single cash generating unit. The Company is required to test all indefinite life intangible assets at least annually.

(iii) *Accounting for Grenville Royalty Funding and Debt Restructuring.* The Company's royalty funding agreement with Grenville Royalty Corp ("Grenville") has been accounted for as a financial liability and measured at fair value at initial recognition, with a re-measurement recognized in June 2017 at the time of the effectiveness of the debt restructuring with Grenville. The Company made this determination after reviewing the substance of the agreement and determining that the cash received at the inception of the arrangement did not represent advance payments for any future sales. The Company has valued the royalty agreement (i) at fair value when it initially became party to the arrangement and (ii) upon re-measurement in June 2017 for the debt restructuring with Grenville (Notes 10 and 12) using the prevailing discount rate at the applicable time.

As discussed above and in Notes 10, 12 and 13, during June 2017, the Company restructured its debt with Grenville whereby (i) shares were issued for a portion of the royalty funding; (ii) the royalty was restructured; (iii) certain payments due under the royalty funding and notes payable due Grenville were forgiven and (iv) the interest rate on one of the Grenville notes payable was adjusted downward. Management concluded that the terms of the modified debt were substantially different from those prior to the June 2017 restructuring, and accordingly, the prior Grenville debt has been extinguished and the Company has recognized the fair value of the debt and equity instruments issued to Grenville as part of the restructuring. The difference between the prior carrying amounts of the Grenville debt and fair value of the debt and equity instruments issued to Grenville has been recognized as a gain on the Company's Condensed Consolidated Statement of Comprehensive Loss.

(iv) *Provision for Lease Termination*. During June 2017, the Company relocated its registered office and processing facilities from Scottsdale, Arizona to Belgrade, Montana. At such time, the Company recognized a provision for the onerous Scottsdale, Arizona lease based on management's best estimate of unavoidable payments that are expected under the lease agreement following the facility relocation (see Notes 3 and 7). The provision for the onerous Scottsdale, Arizona lease will be updated as additional information is obtained and payments are made, with the effects of such updates recognized as a component of the Company's profit or loss.

3. PROPERTY AND EQUIPMENT

Property and equipment cost is summarized as follows:

	September 30, 2015	Additions	Disposals	Other	September 30, 2016	Additions	Impairment	June 30, 2017
Freezers and freeze dryers.......	$ 124,077	$ -	$ -	$ 13,750	$ 137,827	$ -	$ -	$ 137,827
Sensor thermometers..............	52,393	-	-	-	52,393	-	-	52,393
Medical tools and equipment...	217,791	88,711	-	6,450	312,952	18,225	-	331,177
Leasehold improvements.........	326,451	-	-	-	326,451	-	(326,451)	-
Office and other equipment......	29,129	28,912	-	-	58,041	27,837	(2,336)	83,542
Total cost...........................	$ 749,841	$ 117,623	$ -	$ 20,200	$ 887,664	$ 46,062	$ (328,787)	$ 604,939

Property and equipment accumulated depreciation is summarized as follows:

	September 30, 2015	Additions	Disposals	Other	September 30, 2016	Additions	Impairment	June 30, 2017
Freezers and freeze dryers.......	$ 26,179	$ 21,448	$ -	$ 13,750	$ 61,377	$ 10,836	$ -	$ 72,213
Sensor thermometers..............	11,328	5,664	-	-	16,992	4,248	-	21,240
Medical tools and equipment...	33,008	30,398	2,400	6,450	72,256	27,937	-	100,193
Leasehold improvements.........	27,822	21,763	-	-	49,585	16,323	(65,908)	-
Office and other equipment......	5,828	4,528	-	-	10,356	8,292	(427)	18,221
Total accumulated depreciation	$ 104,165	$ 83,801	$ 2,400	$ 20,200	$ 210,566	$ 67,636	$ (66,335)	$ 211,867

During June 2017, the Company relocated its head office and processing facilities to Belgrade, Montana and recognized an impairment charge totaling $262,452, which primarily related to the carrying value of leasehold improvements at the Company's previous facility in Scottsdale, Arizona, which the Company vacated at the time of the relocation. The Company also recognized a provision for the onerous lease agreement for the Scottsdale, Arizona lease at the time of the relocation, which is discussed further in Note 7.

Property and equipment net book value is summarized as follows:

	June 30, 2017	September 30, 2016
Freezers and freeze dryers..............................	$ 65,614	$ 76,450
Sensor thermometers....................................	31,153	35,401
Medical tools and equipment..........................	230,984	240,696
Leasehold improvements..............................	-	276,866
Office and other equipment...........................	65,321	47,685
Total..	$ 393,072	$ 677,098

Carrying amounts for property under finance leases at June 30, 2017 totaled $202,060 (September 30, 2016 - $207,862). See Note 8 for further details.

4. INTANGIBLE ASSETS AND GOODWILL

Gross amortizable intangible assets cost consist of customer lists of $766,210 and intellectual property and licenses of $970,637 at June 30, 2017, September 30, 2016 and September 30, 2015.

Amortizable intangible accumulated amortization is summarized as follows:

	September 30, 2015	Amortization	September 30, 2016	Amortization	June 30, 2017
Customer list	$ 510,806	$ 255,404	$ 766,210	$ -	$ 766,210
Intellectual property and licenses	277,325	138,662	415,987	103,997	519,984
Total accumulated depreciation	$ 788,131	$ 394,066	$ 1,182,197	$ 103,997	$ 1,286,194

Amortizable intangible carrying balances consist of intellectual property and licenses of $450,653 at June 30, 2017 (September 30, 2016 – $554,650). Customer lists were fully amortized at September 30, 2016.

The Company operates in one CGU and performs annual impairment testing on its CGU at September 30 to determine whether any impairment was required on its goodwill based on a value in use calculation, which uses management's cash flow projections, which are described more fully in the Company's annual report for the year ended September 30, 2016. No indicator of impairment was noted at September 30, 2016 or 2015 based on these discounted cash flow projections and the Company's market capitalization.

5. INVENTORY

Inventory consists of the following:

	June 30, 2017 (Unaudited)	September 30, 2016
Unprocessed goods	$ 1,194,970	$ 998,172
Finished goods	949,759	1,215,334
Reserve	(30,669)	(15,668)
Total inventory	$ 2,114,060	$ 2,197,838

6. ACCOUNTS RECEIVABLE

Accounts receivable consists of the following:

	June 30, 2017 (Unaudited)	September 30, 2016
Accounts receivable	$ 619,588	$ 488,503
Less: Allowance for doubtful accounts	(64,742)	(64,742)
Accounts receivable, net	$ 554,846	$ 423,761

A portion of the accounts receivable balance is factored (see Note 10).

7. ACCOUNTS PAYABLE AND OTHER ACCRUED LIABILITIES

Accounts payable and accrued liabilities consist of the following:

	June 30, 2017 (Unaudited)	September 30, 2016
Accounts payable	$ 2,699,497	$ 2,752,683
Accrued liabilities	1,277,735	1,535,467
Provision for lease termination	70,000	-
Shares to be issued	70,000	18,675
Accounts payable and accrued liabilities	$ 4,117,232	$ 4,306,825

As discussed in Note 3, during June 2017, the Company relocated its head office and processing facilities to Belgrade, Montana and vacated its Scottsdale, Arizona facility. The Company has accordingly recognized a provision for the Scottsdale, Arizona lease agreement as an onerous contract, which totaled $70,000 based on management's best estimate of unavoidable payments that are expected under the lease agreement following the facility relocation. As of June 30, 2017, the Company has also recognized a total of approximately $0.1 million in accounts payable in the above table for rent due on the Scottsdale, Arizona facility prior to the relocation.

8. FINANCE LEASE OBLIGATION

During October 2016, the Company entered into a finance lease for certain medical equipment. The gross amount of the minimum lease payments related to the assets under this finance lease was $23,102. The lease bears interest at 32% and the term of the lease is for 37 monthly payments of $453.

The Company is also subject to various other finance lease arrangements, which are discussed more fully in the Company's annual financial statements for the year ended September 30, 2016.

9. FACTORING ADVANCES

On April 17, 2015, the Company entered into a factoring arrangement of up to $1.0 million (up to 85% of the face value of the accounts receivable assigned to be factored). The Company must offer a minimum of $250,000 in accounts receivable to be factored on a monthly basis. Under the terms of the factoring agreement, the Company may be requested to repay any amounts owing plus applicable interest. The fees charged under this agreement are (i) an administrative fee of 0.25% on the face value of each account submitted; (ii) a discount fee of 0.25% for each fifteen-day period after the initial thirty-day period; (iii) a funding fee of 3.50% above the prime rate for each account purchased for which the Company has received an advance, which funding fee shall be calculated on net funds employed and shall in no event be less than 6.75%.

During March 2017, the Company amended this agreement to reduce the maximum credit facility to $300,000, and the minimum monthly factored receivables balance offered to $165,000. Following this amendment, the Company is subject only to an administrative fee of 0.40%.

The credit facility is secured by the Company's accounts receivable. Prior to the March 2017 amendment, the Company was to maintain a tangible net worth of more than negative $3,500,000; however, the Company was not in compliance with this covenant during fiscal 2017 to the time of the amendment. Such violations were waived by the lender. This arrangement is being recorded as a financing from the factoring company and factoring costs are being charged to operations as incurred. At June 30, 2017, the amounts advanced under this facility totaled $229,696 (September 30, 2016 – $124,785).

10. NOTES PAYABLE

Notes payable consist of the following:

	June 30, 2017 (Unaudited)	September 30, 2016
Assumed International Biologics loan	$ 660,000	$ 774,994
Lifeshare Transplant Donor Services	252,420	285,393
Redwood Fund	68,085	74,916
Grenville notes	689,775	1,076,232
Investor notes	550,000	550,000
Total notes payable	2,220,280	2,761,535
Less: Current portion	(1,787,125)	(2,211,535)
Long-term portion	$ 433,155	$ 550,000

Assumed International Biologics Loan

During September 2013, the Company assumed a non-interest bearing $2,200,000 loan from an Officer of International Biologics. This loan originally had a maturity date of August 31, 2015; however, it was restructured on May 6, 2015 to extend the maturity date to February 2017. The restructured loan remained non-interest bearing and called for 22 monthly installments of $50,000, which commenced on May 15, 2015. At the conclusion of the 22nd payment, the entire amount due and owing under the note shall be deemed paid in full. This loan is secured by the Company's inventory, equipment and accounts receivable. This note is currently in default as the Company has not remitted the $50,000 monthly payment since December 2015 due to the Company's working capital deficiency; however, the Company made payments totaling $90,000 for this note during the nine months ended June 30, 2017. This note is now past due, and the carrying value of the note at June 30, 2017 has been adjusted to $660,000, which represents the total balance due at such time (September 30, 2016 – $774,994).

Lifeshare Transplant Donor Services

On July 17, 2014, a non-related, third party vendor, LifeShare Transplant Donor Services, converted their outstanding payable balance of $615,819 into a promissory note with a maturity date of December 26, 2014, which bears security over all assets held by the Company. The Company was unable to repay the loan by December 26, 2014 and restructured the note on May 8, 2015. The amended note bears interest at 1.5% compounded monthly, and featured two balloon payments of $250,000 in May 2015, and the remaining balance due at maturity in August 2015. As part of this restructuring, Lifeshare still bears security over all of the Company's assets, except the Company's accounts receivable, which was released after the Company met the initial $250,000 payment in May 2015. The Company was not able to make the August 2015 payment and the Company restructured the note once again on December 29, 2015. Following this second restructuring, $50,000 was paid at the time of the restructuring and the remaining principal plus accrued interest was due in two separate payments on March 31, 2016 and June 30, 2016, neither of which were made. During December 2016, the Company executed a restated promissory note totaling $295,000 that calls for monthly payments of $10,000, interest at 5.5% and a maturity date of June 1, 2019. The Company made payments totaling $70,000 for this restated promissory note during the nine months ended June 30, 2017. The note's carrying value at June 30, 2017 is $252,420 (September 30, 2016 – $285,393).

Redwood Fund

On June 26, 2015, the Company secured a note from Redwood Fund, LP, a non-related Company, in the amount of $287,356 with an original issue discount of 13% (a resultant amount of $250,000). This note bears interest at 24% and is secured by all assets held by the Company. In accordance with the terms of this note, the Company is currently making monthly payments of 1/5 of the interest incurred. This loan was previously due during June 2016, but has been amended and required payment in full of all outstanding principal and interest balances during September 2016. The Company has made payments totaling $180,000 from July 1, 2016 to August 29, 2016 and was required to make additional payments totaling $120,000 during September 2016. The Company made additional payments totaling $20,000 during October 2016. The Company had been engaged in litigation with Redwood Fund, LP during the first half of fiscal 2017; however, this note was subsequently sold from Redwood Fund, LP to a non-controlling shareholder of the Company, and the matter was dismissed. The Company is currently in negotiations with the new note holder regarding repayment terms. The note's carrying value at June 30, 2017 is $68,085 (September 30, 2016 – $74,916).

Grenville Notes and Restructuring

During June 2017, the Company completed a restructuring of amounts due Grenville, including balances due under a royalty agreement as described further in Note 12, and two notes payable, which are described as follows:

(i) *Secured Note Payable.* On July 31, 2015, the Company received funding under a $700,000 note payable with Grenville, which bore interest at 12.50% per annum, was secured by all assets of the Company and was convertible into additional royalty interests under certain circumstances (Note 12). No payments of principal or interest were due until July 31, 2016, at which time, all amounts outstanding were due. In connection with the loan, the Company granted 500,000 warrants at an exercise price of $0.60, which expired during December 2016.

(ii) *Unsecured Notes Payable*. During February and April 2016, Grenville loaned the Company $150,000 and $100,000, respectively. These loans bear interest at 10.50% per annum and have maturity dates of February 5, 2017 and April 6, 2017, respectively. No principal or interest amounts are due until the maturity dates of these loans.

The June 2017 Grenville debt restructuring resulted in the following:

(i) The Secured Note Payable, which had a carrying value of approximately $0.8 million prior to the restructuring, was amended to (i) extend the maturity date to April 24, 2022; (ii) require monthly payments of $3,000 through the maturity date; and (iii) reduce the interest rate to 4.244% per annum;

(ii) The Company issued 18,246,600 common shares to Grenville in consideration for the extinguishment of $2.0 million of the royalty funding (Note 12) and $0.7 million of overdue royalty payments;

(iii) The Company granted a new royalty (the "New Royalty") to Grenville in consideration for the extinguishment of the remaining $1.0 million balance of the royalty funding (Note 12). The New Royalty calls for payments to Grenville of 1.25% of the Company's revenue if certain conditions are met, which are described in further detail in Note 12.

(iv) Certain amounts due for interest on the Unsecured Notes Payable and past royalties totaling approximately $0.1 million were forgiven and extinguished; and

(v) No changes were made to the Unsecured Notes Payable other than the forgiveness of prior interest as discussed above.

The June 2017 Grenville debt restructuring was accounted for as an extinguishment, as the terms of the debt and equity instruments issued were substantially different from those prior to the restructuring. Accordingly, the Company has recognized the fair value of the debt and equity instruments issued to Grenville as part of the restructuring, with a gain on restructuring recognized for the difference between the prior carrying amounts of the Grenville debt and the fair value of the debt and equity instruments issued to Grenville. The gain recognized of $2.1 million was based on (i) a fair value of $1.4 million for the 18,246,600 common shares issued (see Note 13); (ii) a fair value of $0.7 million for the New Royalty (Note 12); (iii) a fair value of the modified Secured Note payable of $0.4 million, which was discounted at approximately 20% based on interest rates management believes to be available on comparable secured debt; and (iv) amounts that were forgiven and extinguished.

The carrying value of the Secured Note Payable at June 30, 2017 was $433,155 (September 30, 2016 – $809,292). The carrying value of the Unsecured Notes Payable at June 30, 2017 were $256,620 (September 30, 2016 – $266,940).

Investor Notes

On January 9, 2015, the Company issued convertible notes to four separate investors totaling $1,050,000. These notes were convertible, at the holder's option, into the Company's common shares at the time of the Reverse Takeover on December 23, 2015 at a conversion price equal to 70% of the price per share of the common stock offered to the public at such time. Upon such conversion, no further amounts are due the holder of the note, including, but not limited to, any accrued interest due under the note. These notes bear interest at 24% and are due February 1, 2018; however, the notes can be prepaid by the Company at any time following the Reverse Takeover. Monthly payment equal to the amount of all accrued interest on the then outstanding principal balance are due and payable in arrears on the first day of each month for the immediate preceding month beginning March 1, 2015. One of the note holders with a principal balance of $500,000 converted their note into the Company's common shares at the time of the Reverse Takeover (Note 13). At such time, the remaining $550,000 of these notes relinquished their conversion rights to their notes, effectively rendering amounts due as promissory notes. The relinquishment of the conversion right was considered a substantial modification to the notes, resulting in an extinguishment of the original notes. Upon both the conversion and the relinquishment of conversion rights taking place, a loss of $61,900 was realized as a fair value adjustment to the carrying value of the notes. Following this extinguishment, these notes are recorded at amortized cost of $550,000, and are reflected as long-term notes payable. Prior to the Reverse Takeover, any embedded derivatives were not separated from the host contract as the entire instrument was recorded at fair value.

11. Warrants

The Company's outstanding warrants that were issued in conjunction with offerings of the Company's debt or common stock, or as settlement for liabilities incurred, have been classified as liabilities in the accompanying Unaudited Condensed Interim Consolidated Statements of Financial Position as the Company's functional currency is the United States dollar while the strike price of the warrants is denominated in Canadian dollars. Changes in the fair value of these warrants are recognized as income or loss within the Unaudited Condensed Interim Consolidated Statement of Comprehensive Loss and resulted in the recognition of income of $454,396 and $620,099 for the three and nine months ended June 30, 2017.

Warrants directly issued as compensation for services rendered are classified as a warrant reserve within the Company's deficit in the accompanying Unaudited Condensed Interim Consolidated Statements of Financial Position.

Warrants to acquire voting common shares at June 30, 2017 are summarized as follows:

Date Issued	Exercise Price (C$)	Date of Expiry	Outstanding and Exercisable
March 31, 2016	0.30	May 2, 2019	663,129
June 29, 2016	0.20	June 29, 2019	843,376
August 8, 2016	0.20	August 8, 2019	801,363
September 15, 2016	0.27	September 15, 2019	323,625
October 12, 2016	0.27	October 18, 2019	660,387
October 21, 2016	0.27	October 24, 2019	1,278,118
December 5, 2016	0.25	December 5, 2019	1,333,196
January 19, 2017	0.27	January 23, 2020	164,243
January 24, 2017	0.27	January 24, 2020	481,798
February 10, 2017	0.27	February 16, 2020	329,130
February 21, 2017	0.27	February 27, 2020	81,292
March 31, 2017	0.27	March 31, 2020	167,270
Total warrants (all accounted for as liabilities)…………………			7,126,927

The fair value of these warrants at the time of issuance, and at March 31, 2017 and September 30, 2016 for the warrants accounted for as liabilities, was estimated using the Black Scholes model with the following significant assumptions:

	Nine Months Ended June 30, 2017		
	Liabilities - Beginning of Period	**Issued During Period**	**Liabilities - End of Period**
Weighted average risk-free interest rate (%)……………………….	0.51%	0.65%	1.10%
Expected dividend yield (%)……………………………………….	0.00%	0.00%	0.00%
Expected stock price volatility (%)……………………………….	113%	123%	116%
Weighted average warrant life in years…………………………….	1.4	3.0	2.3
Weighted average exercise price (C$)…………………………….	$0.43	$0.26	$0.25
Weighted average fair value (C$)………………………………….	$0.08	$0.16	$0.06

Expected volatility was estimated by reference to comparable listed entities including those of which the Company's share price was based on.

During the nine months ended June 30, 2017, the following warrants expired unexercised:

- 3,116,999 warrants with a strike price of $0.60 per share that had been accounted for as liabilities in prior periods; and
- 182,530 warrants with a strike price of $0.30 per share that are recognized within the warrant reserve as a component of deficit.

12. ROYALTY FUNDING AND NEW ROYALTY

Following the June 2017 restructuring of the Company's debt with Grenville (see Note 10), the Company is subject to a perpetual New Royalty that calls for payments to Grenville of 1.25% of the Company's revenue for a given fiscal quarter, subject to the Company realizing Excess Free Cash Flow for the last day of such fiscal quarter of at least $100,000. Excess Free Cash Flow is defined in the restructuring agreement as the amount by which the Company's cash and cash equivalents on the last day of a given fiscal quarter exceeds the Company's cash and cash equivalents on the last day of the immediately preceding fiscal quarter. No royalty accrues or is due for fiscal quarters in which the Company does not realize $100,000 of Excess Free Cash Flow. Under the terms of the June 2017 Grenville debt restructuring, there are no provisions for the repurchase of the New Royalty; accordingly, any future extinguishment of the New Royalty would require separate negotiation with Grenville.

All amounts due under the royalty funding prior to the June 2017 Grenville debt restructuring (the "Previous Royalty") were extinguished at the time of the restructuring, and the only royalty payments due Grenville on a prospective basis are those called for by the New Royalty, which are described above. Prior to the June 2017 Grenville debt restructuring, Grenville had advanced a total of $3.0 million to the Company under the Previous Royalty, with $2.0 million advanced during the year ended December 31, 2014 and $1.0 million advanced during May 2015. The first $2.0 million resulted in a monthly royalty payment equal to $41,667 (a "Minimum Monthly Payment") payable up to December 31, 2015. Effective January 1, 2016, the royalty rate was to be determined based on the greater of the Minimum monthly payment or 6% of revenue. If revenue for the 2015 calendar year was more than $15,000,000, the royalty rate would have been 2.74%; if 2015 revenues were less than $8,000,000 the royalty rate would have been 6%; and if revenue was between $8,000,000 and $15,000,000 the royalty rate would have been calculated on a proportional basis. The Minimum Monthly Payment was increased to $62,500 during May 2015 as a result of the additional $1.0 million advanced at such time.

On August 1, 2015, Grenville adjusted the Minimum Monthly Payment ("Secondary Minimum Monthly Payment") from $62,500 to $31,250, which was applicable up to December 31, 2015. Effective January 1, 2016 to July 31, 2016, the Company was required to pay a monthly royalty payment of the greater of the Secondary Minimum Monthly Amount of $31,250 and a sliding scale between 1.37% and 3% of monthly revenue. After July 31, 2016, the applicable royalty rate was determined based on the greater of the Minimum Monthly Payment of $62,500 or 6% of revenue.

Under the Previous Royalty, the Company has the right to buy down 50% (and no more or less) for the aggregate installment amount advanced to the Company multiplied by 50%, once Grenville has received aggregate royalty payments of $6,000,000. If the buy-down option were exercised and completed, the aggregate installment amount and Minimum Monthly Payment would thereafter

have been reduced by 50%. The Company also had the right to buyout the royalty in the event a change of control of the Company or a sale of substantially all of the assets of the Company. The buyout amount would equal the greater of (i) 2x the Aggregate installment amount or (ii) a formula determined by the Aggregate Installment Amount divided by $20,000,000 multiplied by 0.8 multiplied by the net equity value of the Company (or the purchase price in the case of an asset sale), as determined by the royalty agreement.

The royalty funding has been, and continues to be, reflected as perpetual debt for accounting purposes, with a current portion presented based on amounts due within the next fiscal year (see Note 16).

13. SHARE CAPITAL

Authorized and Issued Share Capital

The Company is authorized to issue an unlimited amount of voting common shares without par value, an unlimited number of non-voting restricted common shares without par value and an unlimited number of preferred shares without par value. The non-voting restricted common shares are not entitled to vote other than in connection with a change of control; however, these shares are entitled to receive dividends and are entitled, in the event of any liquidation, dissolution or winding-up or any other distribution of the assets of the Company among its shareholders for the purpose of winding up its affairs, to share rateably, together with the holders of the voting common shares. Each non-voting restricted share is convertible into one voting common share at the option of the holder, unless such conversion would result in greater than 45% of the voting common shares being held, directly or indirectly, by persons resident in the United States of America. The foregoing restriction expired 18 months from the date the non-voting restricted common shares were issued and as of the date of these financial statements, the restricted shares are exchangeable for voting common shares. Holders of the non-voting restricted common shares holding in the aggregate at least 50% of the outstanding non-voting restricted common shares may, by written consent, extend the restricted period for further 12 month periods. In the event of a take-over offer, for so long as the offer remains outstanding, holders of the non-voting restricted common shares may, subject to board approval, elect to redeem their non-voting restricted common shares at the offered take-over price, or alternatively, they may elect to convert them into voting common shares.

Activity for the Company's share capital for the nine months ended June 30, 2017 is summarized as follows:

	Shares	Amount
Balances, September 30, 2016	63,137,222	$ 6,744,627
Shares issued through private placement (i)	6,324,475	546,431
Shares issued to vendors for settlement of payables and services (ii)	4,994,796	835,125
Shares issued to Grenville for debt restructuring (iii)	18,246,600	1,428,107
Balances, June 30, 2017	92,703,093	$ 9,554,290

At June 30, 2017, there were 61,327,445 voting common shares issued and outstanding and 31,375,648 non-voting restricted common shares outstanding.

(i) During the nine months ended June 30, 2017, the Company closed several private placements, whereby the Company issued 6,324,475 units at a price of C$0.20 per unit, with each unit consisting of one common share and ½ warrant, for aggregate gross proceeds of $960,000. The 3,162,238 warrants issued under these offerings have an exercise price C$0.265 per share, expire 36 months from the date of issuance and are classified as liabilities, as discussed in Note 11. The common shares and warrants were allocated $546,431 and $413,569 of the proceeds, respectively.

(ii) During the nine months ended June 30, 2017, the Company issued 4,994,796 common shares and 1,333,196 warrants in settlement of various liabilities totaling $742,418, all but $30,574 of which was outstanding at September 30, 2016. These warrants have a strike price of C$0.25 per share, expire three years from the date of issuance and are classified as liabilities, as discussed in Note 11. The common shares and warrants were recognized at fair value of $835,125 and $154,530, respectively. The difference between the total fair value of the common shares and warrants issued of $989,655 and the liabilities settled of $742,418 was recognized as a loss on settlement of payables for the nine months ended June 30, 2017.

(iii) As described in Notes 10 and 12, During June 2017, the Company restructured its debt with Grenville. In connection with this restructuring, the Company issued 18,246,600 common shares to Grenville, which were recognized at fair value of $1,428,107.

Activity for the Company's share capital for the nine months ended June 30, 2016 is summarized as follows:

	Shares	Amount
Balances, September 30, 2015	14,699	$ 913,845
Share consolidation (i)	(1,987)	-
Shares issued (i)	1,987	1,240,205
Reverse takeover adjustment (ii)	39,607,192	954,536
Shares issued (iii)	11,814,100	1,896,117
Balances, June 30, 2016	51,435,991	$ 5,004,703

(i) On October 1, 2015, Lattice performed a share consolidation in which it reduced its share capital by 1,987 shares on a pro-rata basis from its existing shareholders. On the same day, the Company issued 1,987 shares to certain employees and a Director of the Company. These shares were issued prior to the Reverse Takeover and translated into 4,830,060 shares of the Company, post consolidation, on December 23, 2015. These shares were valued at C$0.34 per share.

(ii) On December 23, 2015, upon the completion of the Reverse Takeover, the former shareholders of Lattice Biologics, Inc. received 35,730,750 shares and the former shareholders of Blackstone retained 3,891,141 shares. All shares issued to these shareholders were valued at C$0.34 per share.

(iii) On December 23, 2015, concurrent with the Reverse Takeover, the Company closed a private placement, whereby the Company issued 5,234,000 units at a price of C$0.30 per unit for proceeds of $1,154,762, with each unit consisting of one common share and ½ warrant. The 2,616,999 warrants issued have an exercise price of C$0.60 per share and expire 12 months from the date of issuance. The warrants were valued at $194,646 and are classified as liabilities, as discussed in Note 11. In conjunction with this sale of units, the Company also issued 182,530 finders' warrants, with an exercise price of C$0.30 expiring one year following the date of issuance. The finders' warrants were valued at $21,862. The fair value of warrants and finders' warrants, have been applied against the proceeds of the issuance of the common shares.

On December 23, 2015, concurrent with the Reverse Takeover and described further in Note 10, one of the convertible note holders of the Company enacted their conversion rights to convert the face value of the note of $500,000 in exchange for 3,174,603 common shares.

On December 23, 2015, concurrent with the Reverse Takeover, the Company issued 392,489 shares to a service provider for acting as the Sponsor for the Transaction. The shares were valued at C$0.34 per share.

On March 31, 2016, the Company closed a private placement, whereby the Company issued 1,326,258 special warrants at a price of C$0.30 per special warrant for gross proceeds of $299,154. Each special warrant was automatically converted into a unit for no additional consideration, with each unit consisting of one common share and ½ warrant. The 663,129 warrants issued under this offering have an exercise price C$0.30 per share, expire 36 months from the date of issuance and are classified as liabilities, as discussed in Note 11. The common shares and warrants were allocated $209,700 and $89,454 of the proceeds, respectively.

On June 29, 2016, the Company closed a private placement, whereby the Company issued 1,686,750 units at a price of C$0.20 per unit, with each unit consisting of one common share and ½ warrant, for aggregate gross proceeds of $260,000. The 843,377 warrants issued under this offering have an exercise price C$0.20 per share, expire 36 months from the date of issuance and are classified as liabilities, as discussed in Note 11. The common shares and warrants were allocated $177,160 and $82,840 of the proceeds, respectively.

Share Purchase Options and Share-based Payments

Under the common share option plan ("Share Option Plan"), the Company may grant options to acquire up to 10% of the issued and outstanding common shares of the Company to directors, officers, employees, partners and service providers of the Company. The related vesting period over which share-based compensation expense is determined by the Company at the time of grant. Each share option awarded under the Share Option Plan is equity-settled and the share-based compensation expense is based on the fair value estimate on the business day prior to the grant date.

The Company's board of directors has approved, and the Company has granted, a total of 3,300,000 options during January 2017 and at June 30, 2017, 1,499,997 of these options are exercisable. These stock options have a strike price of C$0.30, vest at different times from January 2017 to September 2019 and expire three years from the date of vesting. These stock options were issued to members of the Company's Scientific Advisory Board ("SAB") and were called for as part of various agreements with the SAB members that were entered into prior to September 30, 2016, but were contingent upon the approval of the Company's board of directors. Accordingly, a grant date had not been met for accounting purposes until this board of director approval, at which time the underlying option agreements were issued to the SAB members.

The grant date fair value of these options was estimated using the Black Scholes model with the following significant weighted average assumptions and grant date fair value:

Risk-free interest rate (%)	0.73% to 1.37%
Expected dividend yield (%)	0.00%
Expected stock price volatility (%)	106% to 122%
Life in years	3.0 - 5.6
Exercise price (C$)	$0.30
Weighted average fair value (C$)	$0.12

The Company recognized $63,103 and $250,377 of share-based payment expense for the three and nine months ended June 30, 2017 for these stock options. At June 30, 2017, there is $152,220 of unrecognized expense related to these stock options, which is expected to be recognized over a weighted average period of less than one year.

14. INCOME TAXES

Information on statutory tax rates and deferred taxes is outlined in the Company's September 30, 2016 audited financial statements.

15. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair Value

The carrying amount of cash, accounts receivables, accounts payable and accrued liabilities, due to related parties and other payables approximate their fair values due to the short-term maturities of these instruments. The long-term portions of finance lease obligation, officer loans, notes payable, and royalty funding have been discounted at a rate that approximates current market rates and therefore, approximates fair values.

Financial Risk Management

The Company is exposed to a variety of financial risks by virtue of its activities: market risk (including currency risk and interest rate risk), fair value 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 is carried out by management under policies approved by the Board of Directors. Management is charged with the responsibility of establishing controls and procedures to ensure that financial risks are mitigated in accordance with the approved policies.

Market Risk

Currency risk: The Company's revenues, expenses and financing are primarily denominated in US dollars. There is minimal exposure to currency risk.

Interest rate risk: Interest rate risk is the risk that the future cash flows or the fair value of a financial instrument will fluctuate because of changes in market interest rates. The majority of the Company's debt is at fixed rates and due in the short term. Accordingly, there is limited exposure to cash flow or price interest rate risk.

Credit Risk

For the nine months ended June 30, 2017, the Company had no customers that accounted for more than 10% of sales (year ended September 30, 2016 – two customers). The Company mitigates this risk by evaluating the outstanding balances on a regular basis and abiding by the credit limit that is dictated by the customer's credit rating. At June 30, 2017, the Company has $238,002 of receivables past due (September 30, 2016 – $117,592).

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they fall due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. Senior management is also actively involved in the review and approval of planned expenditures.

At June 30, 2017, the Company has current liabilities of $6.5 million (September 30, 2016 – $7.8 million) due within 12 months and has cash of less than $0.1 million (September 30, 2016 – less than $0.1 million) to meet its current obligations. At June 30, 2017, the Company has a working capital deficiency of $3.7 million (September 30, 2016 - $5.0 million) and accordingly, the Company is subject to liquidity risk. Management plans to continue to raise capital to develop, market and promote its products and technology to maintain its ongoing operations.

Capital Management

The Company's objective is to develop a strong capital base to sustain future development and growth of the business. The Company manages its capital by maintaining a flexible capital structure which optimizes the cost of capital at an acceptable level of risk and makes adjustments on it in the light of changes in economic conditions and the risk characteristics of its underlying assets. The Company's capital base is currently represented by shareholders' equity, officer loans, notes payable, and royalty funding. Management reviews the Company's business plans as part of its strategic initiatives in conjunction with its financial forecast. There has been no change in the capital management policies of the Company during the current fiscal year. The Company is in default of certain covenant violations relate to the Company's debt, which are discussed in Notes 9 and 10.

The Company regularly monitors and reviews the amount of capital in proportion to risk and future development. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets.

The Company has no additional externally imposed capital requirements other than as disclosed in Note 9.

The Company's debt and royalty funding obligations are due as follows for the years ending June 30:

	2018	2019	2020	2021	2022	Thereafter
Notes payable (i)…………	$ 1,787,125	$ -	$ -	$ -	$ 433,155	$ -
Accounts payable and other accrued liabilities…	4,117,232	-	-	-	-	-
Factoring advances……….	229,696	-	-	-	-	-
Finance leases…………….	19,540	23,214	19,420	1,698	-	-
Royalty (ii)…………………	-	-	-	-	-	-

(i) The balance due in 2022 is presented on a discounted basis (see Note 10). This note calls for monthly payments of interest of $3,000 with a balloon payment in 2022 of approximately $0.8 million.
(ii) Royalties under the New Royalty are contingent upon meeting a minimum Excess Free Cash Flow and do not accrue if such minimum is not met. See Note 12 for the terms of the royalty agreement and New Royalty.

16. COMMITMENTS AND CONTINGENCIES

Commitments

The Company is committed to leases of its premises and equipment. Minimum lease payments for the remainder of fiscal 2017 and successive fiscal years are as follows:

	Remainder of 2017	2018	2019	2020	2021	Thereafter	Total
Equipment…………….	$ 11,418	$ 22,836	$ 3,806	$ -	$ -	$ -	$ 38,060
Premises - Montana…..	14,163	42,489	-	-	-	-	56,652
Premises - Arizona…….	62,983	276,765	264,171	266,914	273,679	196,946	1,341,458

As described in Notes 3, 7 and 17, during June 2017, the Company relocated its head office and processing facilities to Belgrade, Montana and vacated its Scottsdale, Arizona facility. The Company has accordingly recognized a provision for the Scottsdale, Arizona lease agreement as an onerous contract, which totaled $70,000 based on management's best estimate of unavoidable payments that are expected under the lease agreement following the facility relocation. Amounts show above for the Arizona lease are contractual balances due under the terms of this lease.

The June 2017 lease for the Belgrade, Montana facility calls for minimum monthly payments of $4,721 and expires June 30, 2018 with an option to renew for an additional year under certain circumstances (see Note 17).

Contingencies

During October 2016, a distributor of the Company's products filed a claim in the amount of approximately $90,000 related to commissions the distributor claimed to be due. The Company has recognized an accrual for the commissions the distributor claims are due at both June 30, 2017 and September 30, 2016; however, the Company does not believe its exposure to this matter to be greater than the amount accrued.

During October 2016, a member of the Company's SAB filed a claim in the amount of $40,000 for unpaid services. The Company has recognized a total of approximately $6,000 relative to this matter, which management believes is the accurate amount due, and expects to prevail in this matter relative to any additional amounts the SAB member believes are due.

During November 2016, a note holder of the Company filed a notice of default for nonpayment of approximately $75,000. The Company has recognized an accrual for this amount and is currently negotiating repayment terms to satisfy this debt obligation.

In the ordinary course of business activities, the Company may be contingently liable for litigation and claims with customers, vendors and former employees. Management believes that adequate provisions have been recorded in the accounts where required.

17. RELATED PARTY TRANSACTIONS

For the nine months ended June 30, 2017 and year September 30, 2016, two of the Company's officers, who are key management personnel, elected to defer payment of their salaries totaling $335,691 and $499,300, respectively, resulting in a total balance due such officers of $834,991 and $499,300 at June 30, 2017 and September 30, 2016, respectively. These balances are included in accounts payable and other accrued liabilities on the accompanying Unaudited Condensed Interim Consolidated Statements of Financial Position. At June 30, 2017, the Company also owes one of these individuals $45,141 for interest, which is also included in accounts payable and other accrued liabilities on the accompanying Unaudited Condensed Interim Consolidated Statements, which is associated with a note payable that was converted to equity during the year ended September 30, 2016 (September 30, 2016 – $53,774 for both individuals).

During June 2017, an officer and director of the Company entered into the Belgrade, Montana facility lease for the benefit of the Company (see Notes 3, 7 and 16). This officer and director has personally guaranteed this lease and there is no additional compensation contemplated to this individual beyond the payments required to the lessor under the terms of the lease agreement.

18. SUBSEQUENT EVENTS

During July and August 2017, the Company issued a total of 590,248 common shares and 491,363 three-year warrants with a strike price of C$0.25 in settlement of vendor liabilities totaling approximately $0.1 million.