Covalon Technologies Ltd.

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

For the three and nine months ended June 30, 2018, and 2017

Contents

MANAGEMENT'S COMMENTS ON

UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

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

The accompanying unaudited condensed consolidated interim financial statements of Covalon Technologies Ltd. (the "Company") have been prepared by and are the responsibility of the Company's management. The unaudited condensed consolidated interim financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") and reflect management's best estimates and judgment based on information currently available. The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

Covalon Technologies Ltd.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION (UNAUDITED)

Expressed in Canadian Dollars

	June 30, 2018	September 30, 2017
Assets		
Current Assets		
Cash and cash equivalents	**$1,721,427**	$4,155,883
Accounts receivable, net (Note 9)	**7,327,913**	2,749,161
Inventories (Note 5)	**4,013,337**	2,477,573
Prepaid expenses	**442,432**	397,448
Total current assets	**13,505,109**	9,780,065
Non-current assets		
Restricted cash (Note 19)	**36,572**	35,795
Property, plant and equipment (Note 8)	**1,126,016**	615,753
Intangible assets (Note 4)	**1,513,382**	1,535,378
Total non-current assets	**2,675,970**	2,186,926
Total Assets	**$16,181,079**	$11,966,991
Liabilities and Shareholders' Equity		
Current Liabilities		
Accounts payable and accrued liabilities	**$2,518,182**	$2,341,474
Deferred revenue (Note 3)	**324,819**	463,258
Total current liabilities	**2,843,001**	2,804,732
Non-current Liabilities		
Deferred revenue (Note 3)	**7,862**	61,627
Deferred rent	**128,784**	119,545
Total non-current liabilities	**136,646**	181,172
Total Liabilities	**2,979,647**	2,985,904
Shareholders' Equity		
Share capital (Note 6 a)	**38,443,270**	37,879,335
Contributed surplus (Note 6 b and c)	**3,516,219**	3,422,406
Stock options (Note 7)	**2,096,116**	1,378,410
Foreign exchange translation reserve	**149,725**	(452,435)
Accumulated deficit	**(31,003,899)**	(33,246,629)
Total shareholders' equity	**13,201,431**	8,981,087
Total Liabilities and Shareholders' Equity	**$16,181,079**	$11,966,991

On behalf of the Board

(signed) “Abe Schwartz” Director

(signed) “Brian Pedlar” Director

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

Covalon Technologies Ltd.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (UNAUDITED)

Expressed in Canadian Dollars

	Three months ended June 30,		Nine months ended June 30,	
	2018	2017	**2018**	2017
Revenue (Note 3)				
Product	**$3,074,374**	$4,031,523	**$14,128,387**	$15,138,643
Development and consulting services	**295,089**	511,055	**1,022,042**	627,484
Licensing and royalty fees	**4,564,213**	1,359,044	**4,915,227**	1,706,501
Total revenue	**7,933,676**	5,901,622	**20,065,656**	17,472,628
Cost of product sales	**1,426,748**	1,262,107	**4,684,692**	3,705,696
Gross profit before operating expenses	**6,506,928**	4,639,515	**15,380,964**	13,766,932
Operating Expenses				
Operations	**584,364**	482,273	**1,491,462**	1,066,986
Research and development activities	**366,033**	299,042	**1,109,845**	762,382
Sales, marketing, and agency fees	**1,511,262**	2,304,813	**6,156,287**	7,639,346
General and administrative	**1,846,802**	1,012,041	**4,380,640**	2,745,684
	4,308,461	4,098,169	**13,138,234**	12,214,398
Net income	**$2,198,467**	$541,346	**$2,242,730**	$1,552,534
Other comprehensive income (loss)				
Foreign currency translation adjustment (Note 2d)	**264,201**	(174,550)	**602,160**	(111,548)
Total comprehensive income	**$2,462,668**	$366,796	**$2,844,890**	$1,440,986
Basic earnings (loss) per share (Note 14)	**$0.10**	$0.03	**$0.10**	$0.07
Diluted earnings (loss) per share (Note 14)	**$0.09**	$0.02	**$0.10**	$0.07

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

Covalon Technologies Ltd.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY (UNAUDITED)

Expressed in Canadian Dollars

	Share Capital	Contributed Surplus	Stock Options	Accumulated Deficit	Foreign Exchange Translation Reserve	Total
Balance at October 1, 2016	$34,646,983	$3,327,883	$891,433	$(35,058,323)	-	$3,807,976
Share based payments	-	-	366,806	-	-	366,806
Exercise of options	5,197	-	(5,197)	-	-	-
Options naturally expired	-	53,706	(53,706)	-	-	-
Issue common shares (Note 6)	3,108,716	-	-	-	-	3,108,716
Comprehensive income for the period	-	-	-	1,552,534	-	1,552,534
Foreign currency translation adjustment	-	-	-	-	(111,548)	(111,548)
Balance at June 30, 2017	**$37,760,896**	**$3,381,589**	**$1,199,336**	**$(33,505,789)**	**$(111,548)**	**$8,724,484**
Balance at October 1, 2017	$37,879,335	$3,422,406	$1,378,410	$(33,246,629)	$(452,435)	$8,981,087
Share based payments	-	-	982,870	-	-	982,870
Exercise of options	358,605	-	(171,351)	-	-	187,254
Options forfeited	-	93,813	(93,813)	-	-	-
Issue common shares (Note 6)	205,330	-	-	-	-	205,330
Comprehensive income for the period	-	-	-	2,242,730	-	2,242,730
Foreign currency translation adjustment	-	-	-	-	602,160	602,160
Balance at June 30, 2018	**$38,443,270**	**$3,516,219**	**$2,096,116**	**$(31,003,899)**	**$149,725**	**$13,201,431**

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

Covalon Technologies Ltd.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS (UNAUDITED)

Expressed in Canadian Dollars

	For the nine months ended June 30,	
	2018	2017
Cash flows from operating activities		
Net income for the period	**$2,242,730**	$1,552,534
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation - property, plant and equipment	**157,991**	78,745
Amortization - intangible assets	**116,970**	121,517
Share based payments	**982,870**	366,806
Foreign exchange (gain) on cash held	**(20,714)**	(45,132)
Cash (used) generated by operating activities before change in non-cash working capital balances	**3,479,847**	2,074,470
Change in non-cash working capital (Note 20)	**(5,948,889)**	(3,721,346)
Total cash flows from operating activities	**(2,469,042)**	(1,646,876)
Cash flows from investing activities		
Purchase of property, plant and equipment	**(616,904)**	(257,575)
Purchase of intangible assets	**(13,610)**	(64,094)
Other receivables	**-**	96
Restricted cash	**(20)**	(178)
Total cash flows from investing activities	**(630,534)**	(321,751)
Cash flows from financing activities		
Net proceeds on issuance of share capital (Note 6)	**392,584**	3,108,716
Total cash flows from financing activities	**392,584**	3,108,716
Foreign exchange rate changes on cash	**272,536**	(43,148)
Total cash flows during the period	**(2,434,456)**	1,096,941
Cash and cash equivalents, beginning of the period	**$4,155,883**	$1,454,389
Cash and cash equivalents, end of the period	**$1,721,427**	$2,551,330
Represented by		
Cash	**$1,721,427**	$2,551,330
Cash equivalents	**-**	-
	$1,721,427	$2,551,330

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

1. CORPORATE INFORMATION

Covalon Technologies Ltd. ("the Company") is incorporated under the laws of Ontario and is engaged in the business of developing, licensing, and selling medical technologies and products. The unaudited condensed consolidated interim financial statements of Covalon Technologies Ltd. for the nine months ended June 30, 2018 comprise the results of the Company and its wholly owned subsidiaries. The Company has received regulatory approval on numerous products and is currently generating revenue. The Company has adopted a business model that contracts the manufacturing and distribution of its commercialized products through partners. The Company generates its revenues through development contracts, licensing agreements, and distribution contracts and sales of products. The Company is listed on the TSX Venture Exchange, having the symbol COV. The Company also trades on the OTCQX Best Market, having the symbol of CVALF.

The address of the Company's corporate office and principal place of business is 1660 Tech Avenue, Unit 5, Mississauga, Ontario, Canada. The Company's development and commercialization centre is located at 405 Britannia Road East, Suite 106, Mississauga, Ontario, Canada.

2. BASIS OF PRESENTATION

a) Statement of Compliance

These unaudited condensed consolidated interim financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting.

The unaudited condensed consolidated interim financial statements were authorized for issue by the Board of Directors on August 27, 2018.

b) Basis of Consolidation

These unaudited condensed consolidated interim financial statements include the accounts of the Company and its wholly owned subsidiaries, Covalon Technologies Inc., Covalon Technologies (USA) Ltd. (formally COV Healthcare Innovations Corp.), Covalon Medical Device Shanghai Co., Ltd., Covalon Technologies (Israel) Ltd., and Covalon Technologies (Europe) Limited and have been prepared using the acquisition method of consolidation. The assets and liabilities of the acquired companies are initially recorded at fair value at the date of acquisition. The results of operations of the acquired companies are included from the dates of acquisition. All significant intercompany transactions and balances have been eliminated on consolidation.

c) Basis of Measurement

The unaudited condensed consolidated interim financial statements have been prepared on a historical cost basis.

d) Functional and Presentation Currency

The determination of functional currency for each of the Company's entities requires considerable judgment. The functional currency is determined based on the currency of the primary economic environment in which that entity operates. As the Company generates and expends cash in predominantly United States and Canadian currencies, management considers several factors, including: the currency in which it receives its various revenue streams and the magnitude of each; the currency in which it purchases materials and pays its employees; its other sources and uses of cash flows; and, the geographic environment influencing each of its consolidated entities and products. The parent company, Covalon Technologies Ltd's, functional currency is Canadian dollars, and the Company's subsidiary Covalon Technologies (Europe) Limited maintains a functional currency of the Pound Sterling dollar.

Effective October 1, 2016, the Company's subsidiaries Covalon Technologies Inc., and Covalon Technologies (USA) Ltd. (formally COV Healthcare Innovations Corp.) changed their functional currency to United States dollars given the increasing prevalence of United States dollar-denominated activities. The change in functional currency from Canadian dollars to United States dollars is accounted for prospectively from October 1, 2016.

The results and financial position of the Company are translated into the Canadian dollar as follows:

i) Assets and liabilities are translated at the closing rate at the date of the statement of financial position;
ii) Income and expenses are translated at average exchange rates. The Company uses monthly average exchange rates due to the volume of transactions each month; and,
iii) All resulting exchange differences are recognized in other comprehensive income.

These unaudited condensed consolidated interim financial statements are rounded to the nearest Canadian dollar (CAD $), unless otherwise indicated.

e) Critical Accounting Estimates and Judgments

The preparation of financial statements requires that management makes estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from estimates and such differences could be material.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both. Areas involving the most critical judgments and estimates are:

i) Impairment of non-financial assets – Note 4
ii) Inventory allowance – Note 5
iii) Allowance for doubtful accounts – Note 9
iv) Foreign currency translation – Note 2(d)
v) Revenue recognition – Note 3

Expressed in Canadian Dollars

3. REVENUE

Revenue is recognized on an accrual basis as follows:

i) Revenue arising from product sales is recognized once the risks and rewards of ownership have passed to the customer. This occurs once the customer has received the product or once the product has been shipped to the customer if the Company arranges product shipment at the customers' request;

ii) Revenue arising from licensing fees and royalties are recognized as earned under the contract terms. Where appropriate, payments are initially recorded as deferred revenue and recognized over the period of the relevant agreements; and

iii) Revenue arising from long-term development and consulting contracts is recognized using the percentage of completion method based on milestones achieved.

In all cases, revenue is recognized only when the amounts are fixed or determinable and when the Company can be reasonably assured of collection.

Certain contracts may include terms regarding the timing of provision of goods or services and/or multiple deliverable elements and management is required to make significant judgements and estimates based on various assumptions including the timing of recognition of deliverables in satisfying the revenue recognition criteria as well as the relative fair value of each deliverable to which an allocation of the consideration is made.

Deferred Revenue

	June 30, 2018	September 30, 2017
Balance, beginning of period	**$524,885**	$859,715
Add:		
Deferred product and services revenue	**2,809,610**	517,426
Less:		
Recognition of deferred product and services revenue	**(2,965,403)**	(742,056)
Recognition of deferred licensing fees	**(55,379)**	(72,512)
Foreign exchange	**18,968**	(37,688)
Balance, end of period	**332,681**	524,885
Amount to be recognized within one year	**(324,819)**	(463,258)
Long-term balance	**$7,862**	$61,627

4. INTANGIBLE ASSETS

Recognition and Amortization

Intangible assets include expenditures related to obtaining patents and technology rights associated with patents, trademarks, and computer software. Patents are amortized on a straight-line basis over the remaining life of the patent, being 20 years less the number of years since application for the patent and are stated at cost less accumulated amortization and impairment. Trademarks are considered to have an indefinite useful life and as such are recorded at cost less accumulated impairment. Computer software is amortized using the 20% diminishing balance basis. Amortization methods, useful lives, and residual values are reviewed at each reporting date and adjusted if appropriate. Expenditures on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, are recognized in operations as incurred.

Development activities involve a plan or design for the production of new, or substantially improved, products and processes related to the Company's technology platforms. Development expenditures are capitalized only if the relevant IFRS criteria are met. Capitalized development expenditures are amortized from the beginning of commercial production and sales and are amortized on a straight-line basis over the remaining life of the related patent(s). Development expenditures not satisfying the above criteria are recognized in operations as incurred.

Impairment

Impairment tests on intangible assets with indefinite useful economic lives are undertaken annually at the financial year-end. Other non-financial assets, including property plant and equipment, computer software, patents, deferred development, and other definite life assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down accordingly. Where it is not possible to estimate the recoverable amount of an individual asset the impairment test is carried out on the asset's cash-generating unit, which is the lowest group of assets in which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets. An impairment loss is charged to operations.

Expressed in Canadian Dollars

	Deferred Development Costs ($)	Patents ($)	Trademarks ($)	Computer Software ($)	Total ($)
Cost					
Balance at October 1, 2016	2,120,395	939,176	78,729	149,163	3,287,463
Additions	-	59,705	-	-	59,705
Foreign exchange	(83,686)	(44,840)	(3,740)	(7,085)	(139,351)
Balance at September 30, 2017	2,036,709	954,041	74,989	142,078	3,207,817
Additions	-	13,610	-	-	13,610
Foreign exchange	159,746	53,082	4,134	7,832	224,794
Balance at June 30, 2018	2,196,455	1,020,733	79,123	149,910	3,446,221
Accumulated amortization and impairment losses					
Balance at October 1, 2016	1,252,332	246,736	-	145,464	1,644,532
Amortization	104,485	46,393	-	706	151,584
Foreign exchange	(104,874)	(11,898)	-	(6,905)	(123,677)
Balance at September 30, 2017	1,251,943	281,231	-	139,265	1,672,439
Amortization	79,796	36,742	-	432	116,970
Foreign exchange	119,054	16,685	-	7,691	143,430
Balance at June 30, 2018	1,450,793	334,658	-	147,388	1,932,839
Carrying amounts					
At September 30, 2017	784,766	672,810	74,989	2,813	1,535,378
At June 30, 2018	745,662	686,075	79,123	2,522	1,513,382

5. INVENTORIES

Raw materials are stated at the lower of weighted average cost and net realizable value. The Company determines its provision for obsolete inventory based on the quantities on hand at the reporting dates, compared to foreseeable needs over the upcoming periods.

Work in process and finished goods are stated at the lower of weighted average cost and net realizable value in accordance with IAS 2. Cost comprises all costs of purchase and costs of conversion which includes directly attributable production overheads.

Inventories consist of the following:

	June 30, 2018	September 30, 2017
Raw materials	**$1,213,783**	$884,560
Finished Goods	**2,799,554**	1,593,013
	$4,013,337	$2,477,573

Cost of sales include $4,443,863 (2017 - $3,305,848) in inventoried materials.

Expressed in Canadian Dollars

6. SHARE CAPITAL AND RESERVES

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares and warrants are classified as equity instruments. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

a) Common Shares

The Company is authorized to issue an unlimited number of common shares with no par value. All shares are fully paid.

During the nine months ended June 30, 2018, 157,100 warrants were exercised for common shares of the Company for aggregate proceeds of $205,330.

During the nine months ended June 30, 2018, 152,000 options were exercised for proceeds of $187,254.

On June 1, 2017, the Company completed a non-brokered private placement offering comprised of 1,190,671 units (each, a "Unit") of the Corporation at a price of $1.96 per unit for aggregate gross proceeds of $2,333,716 (the "Offering"). Each Unit is comprised of one common share of the Company (a "Common Share") and one Common Share purchase warrant (a "Warrant"). Each Warrant entitles the holder to acquire an additional Common Share at a price of $2.30 per share for a period of three years from the closing date. Directors and investors who owned more than 10% of the issued and outstanding shares, at the time, participated in the Offering for an aggregate of 765,351 Units for gross proceeds of $1,500,088. All securities issued pursuant to the Offering were subject to a hold period that expired October 2, 2017.

In fiscal 2006, Covalon acquired technology from Perfusion Therapeutics Inc. for 110,000 non-assessable common shares of Covalon Technologies Ltd., issued in escrow to be released on various success milestones. At September 30, 2015, 15,000 (2014 – 15,000) shares then valued at $213,875 had been released from trust. During the year ended September 30, 2017 the remaining balance of 95,000 shares, previously held in trust, have been cancelled as the milestones have not been reached.

The following is a summary of common share capital from September 30, 2016 to June 30, 2018:

	Number of Shares (#)	Effective Price ($)	Amount ($)
Balance at September 30, 2016	**19,370,915**		**34,646,983**
Shares issued in private placement	1,190,671	$1.96	2,333,716
Options exercised	54,001	$1.73	93,636
Warrants exercised	805,000	$1.00	805,000
Shares cancelled	(95,000)		
Balance at September 30, 2017	**21,325,587**		**37,879,335**
Options exercised	152,000	$2.36	358,605
Warrants exercised	157,100	$1.31	205,330
Balance at June 30, 2018	**21,634,687**		**38,443,270**

Expressed in Canadian Dollars

b) Contributed Surplus

The following is a summary of changes in contributed surplus from September 30, 2016 to June 30, 2018:

Balance September 30, 2016	**$3,327,883**
Options naturally expired	94,523
Balance September 30, 2017	**$3,422,406**
Options naturally expired or forfeited	93,813
Balance at June 30, 2018	**$3,516,219**

c) Share Purchase Warrants

The Company has previously issued units to investors consisting of common shares combined with common share purchase warrants. Gross proceeds received from the issuance of units are accounted for as an increase in share capital. No separate valuation of the warrants is made for accounting purposes.

The following is a summary of warrants from September 30, 2016 to June 30, 2018:

	Number of Warrants	Exercise Price	Expiry Date
Balance at September 30, 2016	**925,000**		
Exercised during the period	805,000	$1.00	26-Oct-17
Issued during the period	1,190,671	$2.30	01-Jun-20
Balance at September 30, 2017	**1,310,671**	$2.18	
Exercised during the period	120,000	$1.00	26-Oct-17
Exercised during the period	37,100	$2.30	01-Jun-20
Balance at June 30, 2018	**1,153,571**	**$2.30**	**01-Jun-20**

7. SHARE-BASED PAYMENTS

Equity instruments granted to employees, and directors are measured at the fair value of the equity instrument granted at the grant date. The grant date fair value is recognized in comprehensive income/loss over the vesting period, described as the period during which all the vesting conditions are to be satisfied.

a) Option Plan Details

The Company has an incentive Stock Option Plan ("the Plan") under which non-transferable options to purchase common shares of the Company may be granted to directors, officers, employees, or service providers of the Company. The terms of the Plan provide that the Directors have the right to grant options to acquire common shares of the Company at not less than the closing market price of the shares on the day preceding the grant at terms of up to five years. No amounts are paid or payable by the recipient on receipt of the option, and the options granted are not dependent on any performance-based criteria. Unless the board of directors decides otherwise, options granted under the plan will vest as follows: 33% of the options vest in one year, with a further 33% vesting in each of the subsequent two years on the anniversary of the initial grant date.

Expressed in Canadian Dollars

The following is a summary of changes in options from October 1, 2016 to June 30, 2017:

Grant Date	Expiry Date	Exercise Price	Opening Balance	Granted	Exercised	Expired	Forfeited	Closing Balance	Vested	Unvested
16-Aug-13	16-Aug-18	$0.16	56,500	-	(1,500)	-	-	55,000	55,000	-
26-Sep-13	26-Sep-18	$0.85	235,000	-	-	-	-	235,000	235,000	-
13-Jun-14	13-Jun-19	$2.00	95,000	-	-	-	(2,500)	92,500	92,500	-
26-Mar-15	26-Mar-20	$1.40	148,833	-	-	-	(5,000)	143,833	95,889	47,944
07-Mar-16	07-Mar-21	$1.13	192,500	-	(2,500)	-	(15,000)	175,000	58,333	116,667
23-Jun-16	23-Jun-21	$1.29	200,000	-	(1,667)	-	(15,000)	183,333	61,111	122,222
14-Sep-16	14-Sep-21	$2.29	70,000	-	-	-	(5,000)	65,000	-	65,000
08-Feb-17	08-Feb-22	$2.20	-	265,000	-	-	-	265,000	-	265,000
20-Jun-17	20-Jun-22	$2.47	-	422,500	-	-	-	422,500	-	422,500
			997,833	687,500	(5,667)	-	(42,500)	1,637,166	597,833	1,039,333
Weighted Average Exercise Price			$1.25	$2.37	($0.92)	$0.00	($1.41)	$1.08	$1.12	$2.05

The following is a summary of changes in options from October 1, 2017 to June 30, 2018:

Grant Date	Expiry Date	Exercise Price	Opening Balance	Granted	Exercised	Expired	Forfeited	Closing Balance	Vested	Unvested
16-Aug-13	16-Aug-18	$0.16	40,000	-	(35,000)	-	-	5,000	5,000	-
26-Sep-13	26-Sep-18	$0.85	230,000	-	(20,000)	-	-	210,000	210,000	-
13-Jun-14	13-Jun-19	$2.00	85,001	-	(29,999)	-	-	55,002	55,002	-
26-Mar-15	26-Mar-20	$1.40	134,666	-	(20,667)	-	-	113,999	113,999	-
07-Mar-16	07-Mar-21	$1.13	164,166	-	(20,001)	-	(10,000)	134,165	89,443	44,722
23-Jun-16	23-Jun-21	$1.29	174,999	-	(3,334)	-	-	171,665	113,332	58,333
14-Sep-16	14-Sep-21	$2.29	65,000	-	-	-	(35,000)	30,000	10,000	20,000
08-Feb-17	08-Feb-22	$2.20	260,000	-	(16,666)	-	(5,000)	238,334	70,001	168,333
20-Jun-17	20-Jun-22	$2.47	422,500	-	(6,333)	-	(10,000)	406,167	134,500	271,667
25-Oct-17	25-Oct-22	$3.80	-	60,000	-	-	-	60,000	-	60,000
21-Dec-17	21-Dec-22	$4.65	-	187,500	-	-	-	187,500	-	187,500
18-Jan-18	24-Jan-23	$6.02	-	60,000	-	-	-	60,000	-	60,000
			1,576,332	307,500	(152,000)	-	(60,000)	1,671,832	801,277	870,555
Weighted Average Exercise Price			$1.74	$4.75	$1.25	$0.00	$2.12	$2.32	$1.50	$3.07

b) Fair Value of Options Issued During the Period

During the nine months ended June 30, 2018, the Company issued three new tranches of options:

- On January 18, 2018, 60,000 options with a weighted average fair value of $4.44 were granted. Trading price of the stock at the time of the grant was $6.02. The fair market value of options granted was determined using the Black-Scholes valuation model with the following implicit assumptions: average risk-free rate of interest – 1.77%, dividend rate NIL, average volatility – 103.31% and an average term of 5 years. The estimated forfeiture rate is 6.07%.
- On December 21, 2017, 187,500 options with a weighted average fair value of $3.51 were granted. Trading price of the stock at the time of the grant was $4.65. The fair market value of options granted was determined using the Black-Scholes valuation model with the following implicit assumptions: average risk-free rate of interest – 1.57%, dividend rate NIL, average volatility – 107.36% and an average term of 5 years. The estimated forfeiture rate is 5.87%.
- On October 25, 2017, 60,000 options with a weighted average fair value of $3.05 were granted. Trading price of the stock at the time of the grant was $3.80. The fair market value of options granted was determined using the Black-Scholes valuation model with the following implicit assumptions: average risk-free rate of interest – 1.73%, dividend rate NIL, average volatility – 119.81% and an average term of 5 years. The estimated forfeiture rate is 6.23%.

During the year ended September 30, 2017, the Company issued two new tranches of options:

- On June 20, 2017, 422,500 options with a weighted average fair value of $2.14 were granted. Trading price of the stock at the time of the grant was $2.47. The fair market value of options granted was determined using the Black-Scholes valuation model with the following implicit assumptions: average risk-free rate of interest – 0.85%, dividend rate NIL, average volatility – 140.54% and an average term of 5 years. The estimated forfeiture rate is 6.1%.
- On February 9, 2017, the Company issued 265,000 options with a weighted average fair value of $1.96. Trading price of the stock at the time of the grant was $2.20. The fair market value of options granted was determined using the Black-Scholes valuation model with the following implicit assumptions: average risk-free rate of interest – 1.08%, dividend rate NIL, average volatility – 150.22% and an average term of 5 years. The estimated forfeiture rate is 5.65%.

c) Expenses Arising from Share-based Payment Transactions

Total expenses arising from share-based payment transactions recognized during the nine months ended June 30, 2018, as part of employee benefit expense were $982,870 (2017 - $366,806).

8. PROPERTY, PLANT AND EQUIPMENT

<u>Measurement</u>

On initial recognition property, plant and equipment are valued at cost, being the purchase price and directly attributable cost of acquisition or construction required to bring the asset to the location and condition necessary to be capable of operating in the manner intended by the Company. When parts of an item of property, plant and equipment have different useful lives they are accounted for as separate items (major components) of property, plant and equipment. Property, plant and equipment is subsequently measured at cost less accumulated depreciation, and any accumulated impairment losses. See Note 4 for policy regarding impairment.

Expressed in Canadian Dollars

Depreciation

Depreciation methods, useful lives, and residual values are reviewed at each financial reporting date and adjusted if appropriate. Depreciation is recognized in operations and is calculated using the following annual rates:

Furniture and fixtures	20% diminishing balance basis
Lab equipment	20% diminishing balance basis
Leasehold improvements	20% straight-line

	Furniture and Fixtures ($)	Lab Equipment ($)	Leasehold Improvements ($)	Total ($)
Cost				
Balance at October 1, 2016	396,152	1,025,085	135,056	1,556,293
Additions	29,725	270,270	-	299,995
Foreign exchange	(18,931)	(49,728)	(6,416)	(75,075)
Balance at September 30, 2017	406,946	1,245,627	128,640	1,781,213
Additions	98,766	456,008	62,130	616,904
Foreign exchange	25,450	85,619	9,058	120,127
Balance at June 30, 2018	531,162	1,787,254	199,828	2,518,244
Accumulated depreciation				
Balance at October 1, 2016	290,342	726,596	85,328	1,102,266
Depreciation	24,019	84,107	9,510	117,636
Foreign exchange	(13,883)	(36,468)	(4,091)	(54,442)
Balance at September 30, 2017	300,478	774,235	90,747	1,165,460
Depreciation	23,542	120,290	14,159	157,991
Foreign exchange	17,278	46,111	5,388	68,777
Balance at June 30, 2018	341,298	940,636	110,294	1,392,228
Carrying amounts				
At September 30, 2017	106,468	471,392	37,893	615,753
At June 30, 2018	189,864	846,618	89,534	1,126,016

9. FINANCIAL RISK MANAGEMENT

The following is a discussion of market, credit, and liquidity risks and related mitigation strategies that have been identified. This is not an exhaustive list of all risks, nor will the mitigation strategies eliminate all risks listed.

Credit risk

The Company is exposed to credit risk associated with its trade receivables. The risk is reduced by having trade receivables insured or obtaining letters of credit when the Company determines that it is warranted. Management reviews the trade receivables at each reporting date and makes an allowance for doubtful accounts when the expected recovery could be less than the actual trade receivable. The expected recovery amount can vary from the actual cash received.

The accounts and other receivables are subject to normal industry risks in each geographic region in which the Company operates. The Company attempts to manage these risks by dealing with creditworthy customers; however, due to the limited number of potential customers in each market this is not always possible. As at June 30, 2018, ten customers accounted for 98% (2017 – ten customers for 97%) of the accounts receivable balance. These customers, who are distributors and strategic partners of the Company, represent substantially all of the Company's sales. Credit risk exposure is mitigated by strong credit granting policies, the use of Letters of Credit, and due diligence procedures for new customers. The Company has recorded an allowance for bad debts in the amount of $1,221,908 (September 2017 – $1,221,908) resulting in a bad debt expense of $NIL (September 2017 - $1,215,216). Management reviews the outstanding amounts on a regular basis and determines the collectability of the outstanding balances on a case by case basis.

Pursuant to their collective terms the accounts receivable, net, are aged as follows:

	June 30, 2018	September 30, 2017
Current	**$7,066,088**	$1,998,400
30-60 days past due	**121,336**	422,990
Over 60 days past due	**140,489**	327,771
Total (net of allowance for doubtful accounts of $1,221,908; Sep 2017 - $1,221,908)	**$7,327,913**	$2,749,161

Liquidity risk

The Company continually monitors working capital to ensure sufficient cash is available to meet operational and capital expenditure requirements. The Company has contractual obligations related to accounts payable and accrued liabilities that are due within a year. The future contractual commitments that the Company has are outlined in Note 15.

Interest rate risk

The Company is subject to interest rate risk on its cash and cash equivalents. The Company believes that interest rate risk is low as its cash and cash equivalents consists of low risks money market and fixed income securities with maturity dates of less than three months. This risk has not changed from the prior year.

Currency risk

The Company's US functional currency subsidiaries have suppliers and customers that do not transact in United States dollars, which gives rise to a risk that earnings and cash flows may be adversely affected by fluctuations in foreign currency exchange rates. Part of the currency risk is mitigated by the fact that the Company has both purchases and sales in Canadian dollars, creating a natural hedge. The Company believes the remaining risk is acceptable and does not use financial instruments to hedge these risks. This risk has not changed from the prior year.

Foreign currency balances recorded in Canadian dollars consist of the following:

	June 30, 2018	September 30, 2017
Accounts payable	**$(682,563)**	$(611,664)
Cash	**149,893**	209,819
Exchange rate ($CAD / $USD)	**0.76**	0.80
	$(532,670)	$(401,845)

An increase of 5% and 10% in the United States dollar exchange rate would result in a decrease in net income by approximately $26,634 (2017 – $20,092) and $53,267 (2017– $40,185) respectively.

10. MANAGEMENT OF CAPITAL

The Company defines capital that it manages as its shareholders' equity comprising share capital, options, contributed surplus, foreign currency translation adjustment, and accumulated deficit. Its objectives when managing capital are to ensure that the Company will continue as a going concern, so that it can provide services to its customers and returns to its shareholders. The capital at June 30, 2018 is $13,201,431 (September 30, 2017 – $8,981,087).

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will make changes to its capital structure as deemed appropriate under the specific circumstances. The Company's investment policy is to invest only in investment grade, highly liquid money market instruments.

There were no changes to the definition or the management of capital during the year.

The Company is not subject to any externally imposed capital requirements and the Company's overall strategy with respect to management of capital remains unchanged.

11. INCOME TAXES

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in net income except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

The Company computes an income tax provision in each of the jurisdictions in which it operates. The operations in Canada and the United States are subject to income tax at average rates of 26.5% - 39.5% for the year ended September 30, 2017 (2016 – 26.5% - 39.5%).

Expressed in Canadian Dollars

a) Reconciliation between statutory rate and actual rate

	September 30,	
	2017	2016
Income tax computed at statutory tax rates	**$536,100**	$(858,200)
Permanent differences	**166,100**	59,800
Provision to return adjustment	**-**	-
Other	**(15,200)**	18,000
Change in deferred tax assets not recognized	**(687,000)**	780,400
	$ -	$ -

b) Deferred tax assets

The tax effect of the temporary differences that gives rise to deferred tax assets (liabilities) as of September 30, 2017, and 2016 is presented below. No benefit has been recorded in these financial statements as there is no assurance that the Company will generate taxable income to utilize these differences.

	September 30,	
	2017	2016
Non-capital loss carry forwards	**$4,609,000**	$5,237,800
Capital loss carry forwards	**127,600**	127,600
Capital and other assets	**(6,300)**	29,200
Deferred development costs	**1,793,800**	1,722,500
Deferred revenue and other liabilities	**170,500**	264,300
Deferred tax assets not recognized	**(6,694,400)**	(7,381,400)
	$ -	$ -

The Company has non-capital losses carry forward available for income tax purposes as at September 30, 2017 of approximately $17,108,000 which are available to reduce taxable incomes of future years. These losses expire as follows:

Expressed in Canadian Dollars

Year	Canada Amount	US Amount	UK Amount
2029	3,339,000	-	
2030	601,000	68,000	
2031	3,821,000	140,000	
2032	3,278,000	127,000	
2033	848,000	-	
2034	89,000	162,000	
2035	578,000	246,000	
2036	2,183,000	113,000	
2037	23,000	209,000	1,108,000
	$14,760,000	$1,240,000	$1,108,000

c) Other income tax items

The Company has capital losses carry forward for income tax purposes as at September 30, 2017 of approximately $962,883 (2016 - $962,883), which are available to reduce taxable capital gains in future years. These losses do not expire.

The Company is eligible for the Ontario Innovation Tax Credit ("OITC") at the rate of 10% on its research and development expenditures and refundable in cash to the Company. The Company is also eligible for a 20% federal research and development investment tax credit and a 4.5% Ontario Research and Development Tax Credit (“ORDTC”) which are available to offset federal income taxes payable and Ontario income taxes payable, respectively, in the future.

The tax credits ultimately received by the Company are subject to review by Canada Revenue Agency and the Ontario Ministry of Finance.

At September 30, 2017, the Company has $1,570,619 (2016 - $1,592,150) of unclaimed investment tax credits available to reduce federal income taxes payable in future years. If not utilized, these investment tax credits will start expiring in 2023. These unclaimed investment tax credits have not been recognized as receivables.

At September 30, 2017, the Company has $137,108 (2016 – $137,108) of unclaimed ORDTC available to reduce Ontario income taxes payable in future years. If not utilized, these ORDTC will start expiring in 2029. These unclaimed ORDTC have not been recognized as receivables.

12. RELATED PARTY TRANSACTIONS

Key management personnel are persons responsible for planning, directing and controlling the activities of an entity, and include directors. Key management personnel compensation comprised:

	Three months ended June 30,		Nine months ended June 30,	
	2018	2017	**2018**	2017
Compensation and short-term benefits	**$537,078**	$395,651	**$1,081,508**	$901,960
Share-based payments	**179,971**	54,049	**485,144**	135,415
	717,049	449,700	**1,566,652**	1,037,375

During the year end September 30, 2013, a non-interest bearing loan of $50,000 was made to a key employee. The principal is repayable in annual instalments of $10,000 commencing August 16, 2014 with the final payment due August 16, 2018.

Expressed in Canadian Dollars

13. EXPENSES BY NATURE

The consolidated statements of operations and comprehensive income include the following expenses by nature:

a) Employee costs

	Nine months ended June 30,	
	2018	2017
Short-term wages & benefits, commissions, contract and director fees	**$5,565,682**	$3,844,488
Share based payments	**982,870**	369,220
Total employee costs	**$6,548,552**	$4,213,708
Included in		
Cost of product sales	**627,703**	258,125
Operations	**789,312**	596,556
Research and development activities	**758,335**	547,954
Sales and marketing	**1,838,831**	1,422,013
General and administrative	**2,534,371**	1,389,060
Total employee costs	**$6,548,552**	$4,213,708

b) Depreciation and amortization

	For the nine months ended June 30,	
	2018	2017
Cost of product sales	**$187,796**	$123,343
Operations	**3,733**	4,650
Research and development activities	**8,557**	9,817
General and administrative	**74,874**	62,453
Total depreciation and amortization	**$274,960**	$200,263

14. EARNINGS (LOSS) PER SHARE

Earnings (loss) per share is computed by dividing the net income (loss) applicable to common shares of the Company by the weighted average number of common shares outstanding for the relevant period. Diluted earnings (loss) per share is computed similar to basic earnings (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 stock at the average market price during the reporting periods.

There were 309,100 Shares issued (2017– 1,971,338) and no shares cancelled (2017 – nil) for the nine months ended June 30, 2018. Shares issued and outstanding at June 30, 2018 were 21,634,687 (September 30, 2017 - 21,325,587). The weighted average number of shares outstanding during the period were 21,516,767 (2017– 21,342,253).

Expressed in Canadian Dollars

Details of anti-dilutive securities outstanding would be included in diluted EPS calculations as follows:

Potentially dilutive securities	**June 30, 2018**	September 30, 2017
Common shares potentially assumable		
- under stock options	**1,002,969**	412,222
- under warrants	**637,538**	317,738
Total dilutive shares	**1,640,507**	729,960

15. COMMITMENTS

The Company has signed lease agreements for three locations in Mississauga, Ontario and one in each of Shanghai, China and Leicestershire, United Kingdom. The leases range from a monthly term to a term of ten years. The Company has also entered into three operating leases for equipment with terms ranging from three to five years. The minimum annual lease payments for the next five years are as follows:

Year	Annual Commitment
2018	$565,511
2019	433,742
2020	296,545
2021	312,878
2022	309,938
Thereafter	$920,994

16. OPERATING SEGMENTS

During the three months ended June 30, 2018 there was one customer who individually accounted for approximately 61% of revenue (2017 – approximately 45%). The Company generated revenue of $6,422,438 (2017 – $1,585,530) in the US, $1,269,724 (2017 – $3,988,945) in the Middle East, $4,382 (2017 – $4,751) in Canada, and $237,132 (2017 – $322,396) in the rest of the world.

During the period ended June 30, 2018 there was one customer who individually accounted for approximately 37% of revenue (2017 – approximately 68%). The Company generated revenue of $10,119,716 (2017 – $2,932,664) in the US, $9,311,690 (2017 – $13,766,730) in the Middle East, $13,972 (2017 – $33,017) in Canada, and $620,278 (2017 – $740,216) in the rest of the world.

As of September 30, 2017, the Company had $806,892 (78%) of its property, plant, and equipment located in Canada and the remainder in the rest of the world. The Company holds all intellectual property in Canada.

17. CONTINGENCIES

From time to time, the Company is party to legal proceedings arising out of the normal course of business. The results of these litigations cannot be predicted with certainty, and management is of the opinion that the outcome of these types of proceedings is generally not determinable. Any loss resulting from these proceedings will be charged to operations in the period the loss is determined.

Expressed in Canadian Dollars

18. INVESTMENT TAX CREDITS

From time to time the Company receives investment tax credits. Investment tax credits are accrued when there is reasonable assurance of realization and these are reflected as a reduction of the related expense. In the event the investment tax credits received are less than the amount previously recognized, the difference will be reflected in operations for the period in which it is determined.

The Company is eligible for the Ontario Innovation Tax Credit ("OITC") at the rate of 10% refundable in cash to the Company. The refundable tax credits received by the Company are subject to review by Canada Revenue Agency and the Ontario Ministry of Finance. During the year ended September 30, 2017 the Company recognized $21,531 (September 2016 – $34,972) in credits.

19. RESTRICTED CASH

The Company assigned $36,572 of its cash equivalents with a major financial institution as collateral to secure its credit cards. These funds are expected to be restricted for more than one year.

20. CHANGE IN NON-CASH WORKING CAPITAL ITEMS

Net changes in non-cash working capital balances are as follows:

	Nine months ended June 30,	
	2018	2017
Accounts receivable	**$(4,385,580)**	$(2,635,545)
Prepaid expenses	**(12,414)**	(737,857)
Inventories	**(1,378,156)**	(440,626)
Accounts payable and accrued liabilities	**78,179**	319,256
Deferred revenue	**(253,522)**	(220,870)
Deferred rent	**2,605**	(5,704)
	$(5,948,889)	**$(3,721,346)**

During the nine months ended June 30, 2018 non-cash working capital generated a foreign exchange translation adjustment amount of $216,868 ($1,394 June 2017).

21. STANDARDS, AMENDMENTS AND INTERPRETATIONS NOT YET EFFECTIVE

Certain pronouncements were issued by the IASB or the IFRS Interpretations Committee that are mandatory for accounting periods beginning after January 1, 2017 or later periods. None of these are expected to have a significant effect on the consolidated financial statements, except for the following standards and interpretations that have been issued but are not yet effective:

i) IFRS 9 - Financial Instruments

IFRS 9, Financial Instruments is part of the IASB's wider project to replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. The standard is effective for annual periods beginning on or after January 1, 2018. The Company expects the changes associated with the adoption of this standard to have a minimal impact on the financial statements.

ii) IFRS 15 - Revenue from Contracts with Customers

IFRS 15, Revenue from Contracts with Customers establish the principles that an entity shall apply to report useful information to users of financial statements about the nature, amount, timing, and uncertainty of revenue and cash flows arising from a contract with a customer. The standard is effective for annual periods beginning on or after January 1, 2018. The Company expects the changes associated with the adoption of this standard to have a minimal impact on the financial statements.

iii) IFRS 16 - Leases

IFRS 16, Leases specifies how to recognize, measure, present and disclose leases. It also provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a small value. Accounting for the lessor will remain substantially unchanged. The standard is effective for periods beginning on or after January 1, 2019, with earlier application permitted for companies that also apply IFRS 15, Revenue from Contracts with Customers. The Company is in the process of evaluating the impact of the new standard.

There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Company.

22. SUBSEQUENT EVENTS

Subsequent to June 30, 2018, the Company entered into a banking agreement that includes a $9 million acquisition demand line, a $5 million revolving operating facility, and a $2 million (US Dollar) bank guarantee facility. The bank will also provide the Company a foreign currency hedging facility, and corporate credit card facility in support of the Company’s ongoing operations. The term of the acquisition demand line is repayable over five years. There is no financial impact on the statements as of June 30, 2018.