

TSXV: CZO
OTCQX: CRPOF



Q1 2020

Unaudited Condensed Consolidated Financial Statements
for the First Quarter ended March 31, 2020

Management's Discussion & Analysis

The MD&A provides commentary on the results of operations for the periods ended March 31, 2020 and 2019, the financial position as at March 31, 2020, and the outlook of Ceapro Inc. ("Ceapro") based on information available as at May 26, 2020. The following information should be read in conjunction with the unaudited interim condensed consolidated financial statements as at March 31, 2020, and related notes thereto, as well as the audited consolidated financial statements for the year ended December 31, 2019, which are prepared in accordance with International Financial Reporting Standards (IFRS), and the Management's Discussion and Analysis (MD&A) for the year ended December 31, 2019. All comparative percentages are between the periods ended March 31, 2020 and 2019 and all dollar amounts are expressed in Canadian currency, unless otherwise noted. Additional information about Ceapro can be found on SEDAR at www.sedar.com.

Forward-looking Statements

This MD&A offers our assessment of Ceapro's future plans and operations as at May 26, 2020 and contains forward-looking statements. By their nature, forward-looking statements are subject to numerous risks and uncertainties, including those discussed below. Readers are cautioned that the assumptions used in the preparation of forward-looking information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements. Actual results, performance, or achievements could differ materially from those expressed in, or implied by, these forward-looking statements. No assurance can be given that any of the events anticipated will transpire or occur, or if any of them do so, what benefits Ceapro will derive from them. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise unless required by law.

Vision, Core Business, and Strategy

Ceapro is incorporated under the Canada Business Corporations Act; and its wholly-owned subsidiaries, Ceapro Technology Inc., Ceapro Active Ingredients Inc., and Ceapro BioEnergy Inc., are incorporated under the Alberta Business Corporations Act. Ceapro (P.E.I.) Inc. is a wholly-owned subsidiary incorporated in Prince Edward Island. Ceapro USA Inc. is a wholly-owned subsidiary incorporated in the state of Nevada. Juvente^{DC} Inc. (Juvente), is a wholly-owned subsidiary incorporated under the Canada Business Corporations Act.

Ceapro is a growth stage biotechnology company. Our primary business activities relate to the development and commercialization of natural products for personal care, cosmetic, human, and animal health industries using proprietary technology, natural, renewable resources, and developing innovative products, technologies, and delivery systems.

Our products include:

- A commercial line of natural active ingredients, including *beta glucan*, *avenanthramides (colloidal oat extract)*, *oat powder*, *oat oil*, *oat peptides*, and *lupin peptides*, which are marketed to the personal care, cosmetic, medical, and animal health industries through our distribution partners and direct sales;
- A commercial line of natural anti-aging skincare products, utilizing active ingredients including beta glucan and avenanthramides, which are marketed to the cosmeceuticals market through our wholly-owned subsidiary, Juvente^{DC} Inc.; and
- Veterinary therapeutic products, including an *oat shampoo*, an *ear cleanser*, and a *dermal complex/conditioner*, which are manufactured and marketed to veterinarians in Japan and Asia.

Other products and technologies are currently in the research and development or pre-commercial stage. These technologies include:

- A potential platform using our *beta glucan* formulations to deliver compounds used for treatments in both personal and healthcare sectors;

- A variety of novel enabling technologies including Pressurized Gas eXpanded drying technology which is currently being tested on oat beta glucan but may have application for multiple classes of compounds; and
- The development of new technologies to increase the content of avenanthramides to high levels to enable new innovative products to be introduced to new markets including functional foods, nutraceuticals, and botanical drugs.

Our vision is to be a global leader in developing and commercializing products for the human and animal health markets through the use of proprietary technologies and renewable resources. We act as innovator, advanced processor, and formulator in the development of new products. We deliver our technology to the market through distribution partnerships and direct sales efforts. Our strategic focus is in:

- Identifying unique plant sources and technologies capable of generating novel active natural products;
- Increasing sales and expanding markets for our current active ingredients;
- Developing and marketing additional high-value proprietary therapeutic natural products;
- Developing and improving manufacturing technologies to ensure efficiencies; and
- Advancing new partnerships and strategic alliances to develop new commercial active ingredients with various formulations to expand our markets.

As a knowledge-based enterprise, we will also expand and strengthen our patent portfolio and build the necessary infrastructure to become a global biopharmaceutical company.

Our business growth depends on our ability to access global markets through distribution partnerships. Our marketing strategy emphasizes providing technical support to our distributors and their customers to maximize the value of our technology and product utilization. Our vision and business strategy are supported by our commitment to the following core values:

- Adding value to all aspects of our business;
- Enhancing the health of humans and animals;
- Discovering and commercializing new, therapeutic natural ingredients and bioprocessing technologies;
- Producing the highest quality work possible in products, science, and business; and
- Developing personnel through guidance, opportunities, and encouragement.

To support these objectives, we believe we have strong intellectual and human capital resources and we are developing a strong base of partnerships and strategic alliances to exploit our technology. The current economic environment provides challenges in obtaining financial resources to fully exploit opportunities. To fund our operations, Ceapro relies upon revenues primarily generated from the sale of active ingredients, and the proceeds of public and private offerings of equity securities, debentures, government grants and loans, and other investment offerings.

Risks and Uncertainties

Biotechnology companies are subject to a number of risks and uncertainties inherent in the development of any new technology. General business risks include: uncertainty in product development and related clinical trials and validation studies, the regulatory environment, for example, delays or denial of approvals to market our products, the impact of technological change and competing technologies, the ability to protect and enforce our patent portfolio and intellectual property assets, the availability of capital to finance continued and new product development, and the ability to secure strategic partners for late stage development, marketing, and distribution of our products. To the extent possible, we pursue and implement strategies to reduce or mitigate the risks associated with our business.

The Company has exposure to financial instrument and other risks as follows:

a) Credit risk

Trade and other receivables

The Company makes sales to distributors that are well-established within their respective industries. Based on previous experience, the counterparties had zero default rates and management views this risk as minimal. Approximately 97% of trade receivables are due from one distributor at March 31, 2020 (December 31, 2019 – 97% from one distributor). This main distributor is considered to have good credit quality and historically has had a high quality credit rating. The majority of the Company's sales are invoiced on standard commercial terms of 30 days.

The aging of trade receivables is as follows:

	March 31, 2020 \$	December 31, 2019 \$
Not yet due	1,428,587	1,481,978
Less than 30 days past due	2,494,573	1,954,651
Less than 60 days past due, more than 30 days past due	779	-
More than 60 days past due	-	222,912
Total	3,923,939	3,659,541

The Company has not assessed any trade receivables past due as impaired.

The Company applies the simplified approach to providing for expected credit losses prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables. To measure expected credit losses, trade receivables are grouped based on shared credit risk characteristics and days past due. The expected loss rates for trade receivables are determined on a combined company-wide basis based upon the Company's historic default rates over the expected life of trade receivables adjusted for forward-looking estimates. The expected credit losses calculated for March 31, 2020 and December 31, 2019 are not significant and have not been recognized.

Other receivables represent amounts due for research program claims, government goods and services taxes, and scientific research and development tax credits. The collectability risk is deemed to be low because of the good quality credit rating of the counter-parties.

Cash and cash equivalents

The Company has cash and cash equivalents in the amount of \$2,254,986 at March 31, 2020 (December 31, 2019 - \$1,857,195) and mitigates its exposure to credit risk on its cash balances by maintaining its bank accounts with Canadian Chartered Banks and investing in low risk, high liquidity investments.

There are no impaired financial assets. The maximum exposure to credit risk is the carrying amount of the Company's trade and other receivables and cash and cash equivalents. The Company does not hold any collateral as security.

b) Liquidity risk

In meeting its financial obligations, the Company may be exposed to liquidity risks if it is unable to collect its trade and other receivables balances in a timely manner, which could in turn impact the Company's long-term ability to meet commitments under its current facilities. In order to manage this liquidity risk, the Company regularly reviews its aged trade receivables listing to ensure prompt collections. There is no assurance that the Company will obtain sufficient funding to execute its strategic business plan.

The following are the contractual maturities of the Company's financial liabilities and obligations as at March 31, 2020:

	within 1 year \$	1 to 3 years \$	3 to 5 years \$	over 5 years \$	Total \$
Accounts payable and accrued liabilities	827,761	-	-	-	827,761
Long-term debt	65,933	-	-	-	65,933
CAAP loan	83,884	83,884	-	-	167,768
Total	977,578	83,884	-	-	1,061,462

c) Market risk

Market risk is comprised of interest rate risk, foreign currency risk, and other price risk. The Company's exposure to market risk is as follows:

1. Foreign currency risk

Foreign currency risk arises from the fluctuations in foreign exchange rates and the degree of volatility of these rates relative to the Canadian dollar.

The following table summarizes the impact of a 1% change in the foreign exchange rates of the Canadian dollar against the US dollar (USD) on the financial assets and liabilities of the Company.

	Carrying Amount (USD)	Foreign Exchange Risk (USD)	
		-1%	+1%
		Earnings & Equity	Earnings & Equity
Financial assets			
Accounts receivable	2,765,101	27,651	(27,651)
Financial liabilities			
Accounts payable and accrued liabilities	173,575	(1,736)	1,736
Total increase (decrease)		25,915	(25,915)

The carrying amount of accounts receivable and accounts payable and accrued liabilities in USD represents the Company's exposure at March 31, 2020.

2. Interest rate risk

The Company has minimal interest rate risk because its long-term debt agreements are all at fixed rates.

d) Share price risk

Ceapro's share price is subject to equity market price risk, which may result in significant speculation and volatility of trading due to the uncertainty inherent in the Company's business and the technology industry.

There is a risk that future issuance of common shares may result in material dilution of share value, which may lead to further decline in share price. The expectations of securities analysts and major investors about our financial or scientific results, the timing of such results, and future prospects, could also have a significant effect on the future trading price of Ceapro's shares.

e) People and process risk

A variety of factors may affect Ceapro's future growth and operating results, including the strength and demand for the Company's products, the extent of competition in our markets, the ability to recruit and retain qualified personnel, and the ability to raise capital.

Ceapro's consolidated financial statements are prepared within a framework of IFRS selected by management and approved by the Board of Directors. The assets, liabilities, revenues, and expenses reported in the consolidated financial statements depend to varying degrees on estimates made by management. An estimate is considered a critical accounting estimate if it requires management to make assumptions about matters that are highly uncertain and if different estimates that could have been used would have a material impact. The significant areas requiring the use of management estimates relate to provisions made for impairment of non-financial assets and goodwill, inventory valuation, amortization of property and equipment and intangible assets, the recognition and valuation of tax liabilities and tax assets, provisions, the assumptions used in determining share-based compensation, and the assumptions used to value royalty obligations. These estimates are based on historical experience and reflect certain assumptions about the future that we believe to be both reasonable and conservative. Actual results could differ from those estimates. Ceapro continually evaluates the estimates and assumptions.

f) Loss of key personnel

Ceapro relies on certain key employees whose skills and knowledge are critical to maintaining the Company's success. Ceapro always strives to identify and retain key employees and always strives to be competitive with compensation and working conditions.

g) Interruption of raw material supply

Interruption of key raw materials could significantly impact operations and our financial position. Interruption of supply could arise from weather-related crop failures or from market shortages. Ceapro attempts to purchase key raw materials well in advance of their anticipated use and is in-licensing technologies from third parties to reduce this risk.

h) Environmental issues

Violations of safety, health, and environmental regulations could limit operations and expose the Company to liability, cost, and reputational impact. In addition to maintaining compliance with national and provincial standards, Ceapro maintains internal safety and health programs.

i) Regulatory compliance

As a natural extract producer, Ceapro is subject to various regulations and violation of these could limit markets into which we can sell. Ceapro has introduced a range of procedures which will ensure that Ceapro is well prepared for new regulations and obligations that may be required.

j) Legal matters

In the normal course of operations, the Company may be subject to a variety of legal proceedings, including commercial, product liability, employment as well as governmental and other regulatory investigations and proceedings. Such matters can be time-consuming, divert management's attention and resources, and cause us to incur significant expenses. Furthermore, because litigation is inherently unpredictable, and can be very expensive, the results of any such actions may have a material adverse effect on our business, operations, or financial condition.

k) Acquisitions

With our strategic growth plan to expand and transition into nutraceuticals and pharmaceuticals, some of this growth may occur through acquisitions. These transactions may involve acquisitions of entire companies and/or acquisitions of selected assets of companies. Potential difficulties relating to acquisitions include integrating acquired operations, systems and businesses, retaining customer, supplier, employee, or other business relationships of acquired operations, and not achieving anticipated business volumes. The inability to realize the anticipated benefits of acquisitions could adversely affect our business and operating results.

l) Fair value and impairment

The Company relies on forecasts and estimates in its evaluation of the fair value of financial instruments and the recoverable amounts of non-financial assets including goodwill in relation to impairment testing. The accuracy of such forecasts are inherently vulnerable to assumptions related to the timing of future events, the size of anticipated markets, forecasted costs, and the expected growth of sales. The inability to support the carrying value of goodwill and intangible assets in periods subsequent to acquisitions could require write-downs that adversely affect our operating results.

m) Public health crisis

The Company is exposed to risks related to pandemics or epidemics such as the ongoing Covid-19 virus pandemic. The Company could experience disruptions in our raw materials supply chain, in our manufacturing operations, and our shipping activities as a result of quarantines, facility closures, travel and logistics restrictions, and other limitations in connection with the outbreak. Covid-19 may adversely affect our operations, our suppliers, and our customers. While we would expect this to be temporary, there is uncertainty around the duration of the pandemic and its broader impact. The extent to which the pandemic will impact the Company's results will depend on further developments which are highly uncertain and cannot be predicted with great certainty.

Results of Operations

Periods Ended March 31, 2020 and 2019

CONSOLIDATED INCOME STATEMENT

<i>\$000s except per share data</i>	2020	%	2019	%
Total revenues	4,273	100%	3,197	100%
Cost of goods sold	1,901	44%	1,840	58%
Gross margin	2,372	56%	1,357	42%
Research and product development	502	12%	801	25%
General and administration	865	20%	733	23%
Sales and marketing	48	1%	108	3%
Finance costs	102	2%	108	3%
Income (loss) from operations	855	20%	(393)	-12%
Other income (expenses)	271	6%	(244)	-8%
Income (loss) before tax	1,126	26%	(637)	-20%
Income taxes	-	0%	-	0%
Net income (loss)	1,126	26%	(637)	-20%
Basic net income (loss) per common share	0.015		(0.008)	
Diluted net income (loss) per common share	0.014		(0.008)	

The following sections discuss the consolidated results from operations.

Revenue

\$000s	Three Months Ended March 31,		
	2020	2019	Change
Total revenues	4,273	3,197	34%

Total sales revenue increased by approximately \$1,076,000 from \$3,197,000 in the first quarter of 2019 to \$4,273,000 in the first quarter of 2020.

Product sales volume for the first quarter ended March 31, 2020 was 35% higher than the comparative quarter in 2019 and the increase was primarily driven by a 68% increase in the sale of avenanthramides. The higher sales revenue was also partially due to a higher U.S. dollar relative to the Canadian dollar compared to the comparative quarter, which positively impacted revenue by approximately \$117,000.

Expenses

COST OF GOODS SOLD AND GROSS MARGIN

\$000s	Three Months Ended March 31,		
	2020	2019	Change
Sales	4,273	3,197	34%
Cost of goods sold	1,901	1,840	3%
Gross margin	2,372	1,357	75%
Gross margin %	56%	42%	

Cost of goods sold is comprised of the direct raw materials required for the specific formulation of products, as well as direct labour, quality assurance and control, packaging, transportation costs, plant costs, and amortization on plant and equipment assets. Aside from labour, rent, quality control related expenses, overhead, and property plant and equipment amortization, the majority of costs are variable in relation to the volume of product produced or shipped.

During the three month period ended March 31, 2020, revenue increased by 34% but cost of goods sold only increased by 3%. The increase in cost of goods sold was significantly lower than the increase in revenue which has contributed to an overall increase in the gross margin percentage from 42% to 56%.

Cost of goods sold was impacted significantly from the quality of the raw material used that resulted in higher output of finished goods. At the same time, overhead, including fixed and variable costs and amortization was almost the same as the comparative period while production volumes increased by nearly 34% so the cost of the goods sold in the quarter was lower on per kilogram basis.

Gross margin was positively impacted from both the strengthening U.S. dollar on sales and the effectively lower cost of goods sold. It was also positively impacted from the higher margin sales product mix compared with the first quarter in the prior year.

RESEARCH AND PRODUCT DEVELOPMENT

\$000s	Three Months Ended March 31,		
	2020	2019	Change
Salaries and benefits	213	274	
Regulatory and patents	1	127	
Clinical studies	134	289	
Other	154	111	
Total research and product development expenditures	502	801	-37%

During the three month period ended March 31, 2020, research and development expenses decreased by \$299,000 or 37%. The decrease is partially due to lower expenditures related to the pilot clinical study for the development of beta glucan as a cholesterol reducer, partially due to lower salaries and benefits expense, and partially due to lower regulatory and patent expense offset by an increase in expenditures on other projects compared to the prior quarter.

In the first quarter of 2020 activities relating to the beta glucan study have been focused on patient enrollment and expenditures have been paid to the Montreal Heart Institute. The decreased cost for the current quarter is a reflection of the slower than expected enrollment of patients for the study which should be accelerated now as Health Canada has approved an amendment to the protocol to allow the evaluation of subjects to be treated only with beta-glucan as compared to the original study protocol which allowed patients only to be evaluated with beta-glucan as an add on therapy to statins. The study also faced delays in the first quarter of 2020 due to the COVID 19 pandemic and these delays may also be experienced in subsequent quarters of 2020.

Research and development salaries expense was lower than the prior quarter primarily due to the receipt of \$88,000 in grant funding in the current quarter compared to no funding in the comparative quarter.

Regulatory and patents expense will vary from period to period based on the timing of filings and maintenance payments. Part of the decrease in the current quarter is due to timing as several patent maintenance payments will come due in the second quarter of 2020, but the primary reason for the decrease is that in the comparative quarter, there were significant translation payments relating to new European patents on the Company's Pressurized Gas Expanded (PGX) Technology which were not recurring payments.

Expenditures on other projects are higher in the current quarter primary due a final payment on a research program to study the bio-activity of new formulations of the Company's value driver active ingredients offset partially by lower expenditures on a PGX project that has been completed. The Company intends to continue to prioritize increased investment in research and development to be in line with the Company's business model of focusing on investing in its various enabling technologies and research on product development and new applications for its value driving products.

GENERAL AND ADMINISTRATION

	Three Months Ended March 31,		
\$000s	2020	2019	Change
Salaries and benefits	239	217	
Consulting	120	120	
Licensing activities	60	-	
Board of directors compensation	69	65	
Insurance	36	36	
Accounting and audit fees	23	18	
Rent	12	16	
Public company costs	131	92	
Travel	24	12	
Depreciation and amortization	88	90	
Legal	1	3	
Other	62	64	
Total general and administration expenses	865	733	18%

General and administration expense for the three month period ended March 31, 2020 increased by \$132,000 or 18% from the comparative quarter.

The primary increase in general and administration expense relates to the engagement of an international consulting company to support Ceapro's licensing activities. Travel correspondingly increased from additional business development trips.

Public company costs also increased, partially from higher stock exchange annual listing fees as the Company is listed now on both the TSXV exchange and the OTCQX Best Market exchange and also due to additional investment into investor communications.

Salaries and benefits expense increased over the comparative quarter primarily due to existing employees increasing their time spent on general and administrative functions.

SALES AND MARKETING

	Three Months Ended March 31,		
\$000s	2020	2019	Change
Sales and marketing salaries	1	43	
Courses, conferences & advertising	47	64	
Other	-	1	
Total sales and marketing	48	108	-56%

Sales and marketing expense for the three month period ended March 31, 2020 decreased by \$60,000 or 56% from the comparative quarter.

The primary reason for the decrease is due to the Company's reorganization of business development, marketing, and account management functions which resulted in the elimination of the director of marketing and sales position.

Courses, conferences, and advertising expense is also lower as the Company attended a trade show in the spring of 2019 and did not attend one in the current quarter. Due to COVID 19 travel restrictions, all upcoming planned conferences and trade shows have been deferred until the fall and the Company also plans to temporarily halt expenditures on non-essential marketing and advertising activities for at least the second quarter of the current fiscal year.

FINANCE COSTS

	Three Months Ended March 31,		
\$000s	2020	2019	Change
Interest on long-term debt	1	1	
Interest on lease liabilities	40	42	
Transaction costs	1	3	
Royalties	55	55	
Accretion of CAAP loan	5	7	
	102	108	-6%

Finance costs decreased by 6% or \$6,000 in the three month period ended March 31, 2020 from \$108,000 in 2019 to \$102,000. Although finance costs are slightly lower than the comparative quarter, they are overall comparable.

OTHER (INCOME) EXPENSES

	Three Months Ended March 31,		
\$000s	2020	2019	Change
Foreign exchange (gain) loss	(284)	66	
Plant relocation costs	14	89	
Other income	(1)	(4)	
Quality management system	-	93	
	(271)	244	-211%

During the three month period ended March 31, 2020, the Company had other income of \$271,000 compared with other expenses in the comparative quarter of 2019 of \$244,000. This improvement of \$515,000 was primarily due to a significant foreign exchange gain during the current quarter compared to a foreign exchange loss in the comparative quarter, and also due to no expenditures relating a quality management system and lower expenditures relating to plant relocation costs compared to the prior first quarter.

The Company's foreign exchange losses and gains are primarily due to the translation of US dollar denominated accounts receivable and accounts payable balances, and from the timing of the realization of these balances. Foreign exchange will fluctuate between the quarters due to fluctuations between the US dollar and the Canadian dollar. A foreign exchange loss of \$66,000 was experienced in the comparative first quarter of 2019 as compared to a very significant gain of \$284,000 in the first quarter of 2020. At December 31, 2019, the Canadian dollar was stronger than it had been during most of the fourth quarter of 2019 and this resulted in a significant foreign exchange loss at December 31, 2019, but most of the loss consisted of unrealized translation losses. The Canadian dollar weakened significantly in the first quarter of 2020 which resulted in a reversal of the unrealized foreign exchange losses and as at March 31, 2020, the foreign exchange position reversed into a significant foreign exchange gain, mostly relating to unrealized foreign exchange gains.

The Company's quality management system project, designed to focus policies towards consistently meeting or exceeding customer requirements and to facilitate the Company's strategic goal of transitioning to nutraceutical and pharmaceutical markets, was substantially completed in the second quarter of 2019. As a result, there were no expenditures in the first quarter of 2020.

Plant relocation costs represent costs incurred relating to the new manufacturing facility that are not directly related to the acquisition and construction of the new manufacturing facility and therefore are not eligible to be capitalized. The new manufacturing facility was substantially commissioned in the fourth quarter of 2018, any remaining validation and commissioning costs are reflected in this balance but have been declining the further along from substantial completion the Company gets. Also included in this account are costs relating to the additional bays of the facility that have not commenced construction.

DEPRECIATION AND AMORTIZATION EXPENSE

In the three month period ended March 31, 2020, the total depreciation and amortization expense was \$460,000 which was consistent with the expense of \$456,000 in the comparative quarter in 2019. The expense was allocated as follows: \$88,000 to general and administration expense (2019 - \$89,000), \$91,000 to inventory (2019 - \$23,000), and \$281,000 (2019 - \$344,000) to cost of goods sold.

SEGMENTED FINANCIAL PERFORMANCE

The Company has two operating segments, the active ingredient product technology industry and the cosmeceutical industry. The cosmeceutical industry segment is operated through Juvente, a private company which was acquired on October 25, 2017.

Juvente is in the start-up phase, so the segment does not contribute significantly to revenue generation at this time. The segment's expenses during the current and comparative quarter relate to general and administrative costs and marketing costs. There was not a significant change in general and administrative expenses in Juvente between the current and comparative first quarter but for sales and marketing, the current quarter is approximately \$38,000 lower than the comparative period. The decrease is primarily related to marketing and sales salaries which is more fully discussed in the sales and marketing section.

Juvente was acquired to execute on a strategic market diversification strategy to expand the Company's product portfolio with the development of formulations that utilize the Company's two value drivers, beta glucan and avenanthramides, and to enable the Company to enter into the high-end cosmeceuticals market and market directly to the end-user. The development of the formulations and new market would assist the Company with the strategy of utilizing the formulations as a delivery system for various bio-actives.

Quarterly Information

The following selected financial information is derived from Ceapro's unaudited quarterly financial statements for each of the last eight quarters, all of which cover periods of three months. All amounts shown are in Canadian currency.

\$000s except per share data	2020	2019				2018		
	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
Total revenues	4,273	3,721	2,908	3,054	3,197	4,467	2,125	2,731
Net income (loss)	1,126	166	(104)	(559)	(637)	444	(299)	(166)
Basic net income (loss) per common share	0.015	0.002	(0.001)	(0.007)	(0.008)	0.006	(0.004)	(0.002)
Diluted net income (loss) per common share	0.014	0.002	(0.001)	(0.007)	(0.008)	0.006	(0.004)	(0.002)

Ceapro's quarterly sales and results primarily fluctuate due to variations in the timing of customer orders, different product mixes, and changes in the capacity to manufacture products.

Net income (loss) for the first quarter of 2020 and each of the quarters of 2019 include amortization of approximately \$456,000 which is significantly higher than comparative quarters in 2018, primarily due to amortization on the Company's Edmonton manufacturing facility which substantially completed commissioning activities in the fourth quarter of 2018. The depreciation expense for the first quarter of 2020 and each of the quarters in 2019 also includes depreciation of right-of-use assets relating to the adoption of IFRS 16, the lease standard, in the first quarter of 2019.

Net income in the fourth quarter of 2018 includes the recognition of impairment losses on intangible assets of \$430,533 and goodwill of \$218,606. These impairment charges are non-cash charges that do not have an adverse effect on the Company's liquidity or cash flows from operating activities and will not have an impact on future operations.

Net loss in the first quarters of 2020 and 2019 includes non-cash share-based payment accounting charges of \$94,000 (2019 -\$98,000) primarily relating to the granting of stock options and restricted share units in January 2020 and January 2019. These accounting charges are higher than in any of the comparable quarters presented, as convertible securities granted during these periods were not as significant.

Net loss in the third quarter of 2018 includes the recognition of a gain on the settlement of royalty provisions in the amount of \$722,895.

Significant New Accounting Standards

There were no new standards that became effective for periods beginning on or after January 1, 2020 that have a material impact on the Company's unaudited interim condensed consolidated financial statements the quarter ending March 31, 2020.

New standards and amendments to existing standards have been published by the International Accounting Standards Board that are not yet effective. These standards are not expected to be relevant or material to the Company.

Liquidity and Capital Resources

CAPITAL EMPLOYED

<i>\$000s</i>	March 31, 2020	December 31, 2019
Non-current assets	20,418	20,858
Current assets	7,500	6,411
Current liabilities	(1,236)	(1,741)
Total assets less current liabilities	26,682	25,528
Non-current liabilities	3,150	3,216
Shareholders' equity	23,532	22,312
Total capital employed	26,682	25,528

Non-current assets decreased by \$440,000 primarily due to a depreciation provision of \$459,000 and an amortization provision on licenses of \$1,000 offset by the acquisition of \$20,000 of property and equipment.

Current assets increased by \$1,089,000 primarily due to an increase in cash from operations of \$398,000, an increase trade and other receivables in the amount of \$288,000, an increase in inventories of \$348,000 and an increase in prepaid expenses and deposits of \$54,000.

Current liabilities totaling \$1,236,000 decreased by the net amount of \$505,000 primarily due a decrease in accounts payable and accrued liabilities of \$463,000 and a decrease in the current portion of long-term debt of \$48,000 offset by an increase in the current portion of lease liabilities of \$4,000 and an increase in the current portion of CAAP loan of \$3,000.

Non-current liabilities totaling \$3,150,000 decreased by the net amount of \$66,000 primarily due to the repayment of lease liabilities of \$69,000 offset by an increase in the discounted CAAP loan of \$2,000.

Equity of \$23,532,000 at March 31, 2020 increased by \$1,220,000 from equity of \$22,312,000 at December 31, 2019 primarily due to recognition of net income of \$1,126,000 for the three month period ended March 31, 2020 and the recognition of share-based payment compensation of \$94,000.

SOURCES AND USES OF CASH

The following table outlines our sources and uses of funds during the periods ended March 31, 2020 and 2019.

\$000s	Three Months Ended March 31,	
	2020	2019
Sources of funds:		
Funds generated from operations adjusted for non-cash items	1,726	-
Share issuance	-	1
Changes in non-cash working capital items relating to operating activities	-	441
	1,726	442
Uses of funds:		
Funds used in operations adjusted for non-cash items	-	(30)
Purchase of property and equipment	(20)	(15)
Deposits relating to investing activities	-	(53)
Changes in non-cash working capital items relating to operating activities	(1,154)	-
Changes in non-cash accounts payable and accrued liabilities relating to investing activities	-	(3)
Interest paid	(41)	(44)
Repayment of long-term debt	(48)	(165)
Repayment of lease liabilities	(65)	(76)
	(1,328)	(386)
Net change in cash flows	398	56

Net change in cash flow was an increase of \$398,000 during the three month period ended March 31, 2020 in comparison with an increase of \$56,000 for the comparative period. A significant reason for the difference relates to cash generated from operations of \$572,000 (after adjustment for non-cash items and working capital items) in the current period compared to \$411,000 of cash generated from operations in the comparative period. The other significant reason for the improvement in cash flow is that long term debt repayment in the current period was only \$48,000 compared to \$165,000 in the comparative period as the Company fully repaid certain loans in the prior year and expects to complete repayment on the last long-term debt loan in July 2020. Another slightly less significant factor is that the Company expended approximately \$48,000 more on the purchase (or on deposits for the purchase) of property and equipment in the comparative period.

The Company has a positive working capital balance of \$6,263,817 at March 31, 2020. The Company estimates that the cash flows generated by its existing operating activities as well as cash available through other sources will be sufficient to finance its operating expenses, maintain capital investment, and service debt needs. However, the Company has several ongoing research and development projects, planned upcoming clinical trials, and planned installation of a new ethanol recovery system, and management will have to prioritize expenditures on those projects that are in line with our stated objectives to develop new product applications and transition to the nutraceutical sector which we consider will provide the most beneficial outcome and value to our shareholders.

To meet future requirements, Ceapro may raise additional cash through some or all of the following methods: public or private equity or debt financing, income offerings, capital leases, collaborative and licensing agreements, potential strategic alliances with partners, government programs, and other sources. There can be no assurance that the Company will be able to access capital when needed. The ability to generate new cash will depend on external factors, many beyond the Company's control, as outlined in the Risks and Uncertainties section. Should sufficient capital not be raised, Ceapro may have to delay, reduce the scope of, eliminate, or divest one or more of its discovery, research, or development technology or programs, any of which could impair the value of the business.

Total common shares issued and outstanding as at May 26, 2020 were 77,608,341 (May 21, 2019 – 77,048,341). In addition, 3,179,501 stock options as at May 26, 2020 (May 21, 2019 – 3,052,001 stock options and 280,000 restricted share units) were outstanding that are potentially convertible into an equal number of common shares at various prices.

GRANT FUNDING

a) The Company entered into Canadian Agricultural Adaptation Program ("CAAP") repayable contribution agreements for total possible funding of \$1,339,625 receivable over the years from October 7, 2010 through September 30, 2012. During the year ended December 31, 2012, the Company voluntarily amended the maximum possible funding under the agreement to \$671,068 as a result of lower anticipated project expenditures. The end date for project expenditures was also extended one year to September 30, 2013. All amounts claimed under the program are repayable interest free over eight years beginning in 2014. The Company received or recorded as receivable funding of \$671,068 to December 31, 2013 under this program and no further funds are expected.

d) During the year ended December 31, 2019, the Company entered into a contribution agreement with the National Research Council of Canada's Industrial Research Assistance Program (NRC -IRAP) for non-repayable funding of up to a maximum \$268,000 for costs incurred on the continued development of the Company's PGX Technology for the generation of biopolymers or drug delivery systems for deployment into the functional food, cosmetic, and drug delivery markets. During the year ended December 31, 2019, the Company received or recorded as a receivable \$153,936 which was recorded as a reduction of research and development expenses. As at December 31, 2019, NRC – IRAP and the Company agreed to amend the contribution agreement to decommit \$25,000 of the non-repayable funding. During the three month period ended March 31, 2020, the Company received or recorded as a receivable \$88,064 which was recorded as a reduction of research and development expenses. As at March 31, 2020, - NRC – IRAP and the Company agreed to amend the contribution agreement again to increase funding by \$107,000 for the period April 1, 2020 – March 31, 2022. The Company anticipates receiving \$103,000 of this during the remainder of fiscal 2020.

Related Party Transactions

During the three month period ended March 31, 2020, the Company paid key management salaries, short-term benefits, consulting fees, and director fees totaling \$253,000 (2019 – \$243,000) and share-based payments expense for key management personnel was \$63,000 (2019 - \$52,000).

The amount payable to directors at March 31, 2020 was \$40,000 (2019 - \$40,000). Consulting fees and key management salaries to officers included in accounts payable and accrued liabilities at March 31, 2020 was \$Nil (2019 - \$40,000).

These transactions are in the normal course of operations and are measured at the amount of consideration established and agreed to by the related parties.

Commitments and Contingencies

(a) During the year ended December 31, 2012, the Company entered into a licence agreement for a new technology to increase the concentration of avenanthramides in oats. The Company shall pay an annual royalty percentage rate of 2% of sales, payable every January 1st and July 1st, subject to a minimum annual royalty payment according to the schedule below:

<u>Year</u>	<u>Amount</u>
2012	nil
2013	\$12,500
2014	\$37,500
2015	\$50,000
2016	\$50,000

And \$50,000 each year thereafter while the licence agreement remains in force. The agreements remain in force until the patents expire or are abandoned.

The licence agreement for the use of the intellectual property requires future royalty payments based on specific sales and is an executory contract. The licence agreement also does not represent an onerous contract. On this basis, upfront payments required to enter into the agreement are capitalized as a licence asset and all royalty payments under the agreement are recognized as they become due.

(b) During the year ended December 31, 2014, the Company entered into a licence agreement with the University of Alberta for the rights to an enabling pressurized gas expanded technology (PGX) that would allow the development, production, and commercialization of powder formulations that could be used as active ingredients.

In accordance with the agreement and as amended on February 2, 2015, the Company shall pay the following royalties, payable on a semi-annual basis:

- (a) a royalty of 3.5% of net sales generated from the field of pharmaceuticals;
- (b) a royalty of 3.0% of net sales generated from the field of nutraceuticals;
- (c) a royalty of 2.75% of net sales generated from the field of cosmetics;
- (d) a royalty of 1.0% of net sales generated from the field of functional foods;
- (e) a royalty of 3.0% of net sales generated from other fields.

The Company shall pay a minimum annual advance on earned royalties of \$5,000 commencing March 1, 2017 and every year thereafter while the licence agreement remains in force.

The licence agreement for the use of the intellectual property requires future royalty payments based on specific sales and is an executory contract. The licence agreement also does not represent an onerous contract. On this basis, upfront payments required to enter into the agreement are capitalized as a licence asset and all royalty payments under the agreement are recognized as they become due.

Outlook

Our focus remains on the health and safety of our associates during this COVID-19 pandemic crisis, followed by business continuity. Depending on the evolution of the COVID-19 pandemic, we expect Ceapro's cosmeceuticals base business to continue to grow and provide positive operating cash flows to support the transition to a new business model from a contract manufacturer to a biopharmaceutical development company involved in nutraceuticals and pharmaceuticals. As part of new product development, the Company will pursue the development of formulations potentially allowing delivery of bioactives through different modes of administration (oral, topical, sub-lingual, nasal spray). The development of such delivery systems being made possible using Ceapro's proprietary PGX Technology for which we are currently assessing various scenarios and locations for commercial scale up, a key step to secure partnerships.

From a manufacturing standpoint and depending on the evolution of the COVID-19 pandemic, we expect to have completed the transition to the Edmonton site and have fully decommissioned the Leduc site by the end of Q3, 2020.

To date, the Company's business has not been significantly impacted by the COVID-19 pandemic. The Company has instituted additional preventative measures to ensure the highest level of safety for Ceapro's employees. The Company has also worked hard to mitigate any potential supply chain disruptions to ensure we can reliably continue to offer our high quality products throughout the pandemic and even beyond. Should the Company be able to service its customers without disruption, management believes the prospects for the Company remain strong for the upcoming year.

Ceapro has all the key components for success based on a solid foundation, a highly competent team, a healthy balance sheet, and a strong technology and product portfolio with the potential of getting into very large markets.

Additional Information

Additional information relating to Ceapro Inc., including a copy of the Company's Annual Report and Proxy Circular, can be found on SEDAR at www.sedar.com.

Financial Statements

**Unaudited Condensed Consolidated Financial Statements for the
First Quarter Ended March 31, 2020**

Ceapro Inc.

Notice of No Auditor Review of Condensed Interim Consolidated 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 condensed interim consolidated financial statements of Ceapro Inc. (the "Company") have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these condensed interim consolidated financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

Financial Statements

CEAPRO INC.
Consolidated Balance Sheets
Unaudited

	March 31, 2020	December 31, 2019
	\$	\$
ASSETS		
Current Assets		
Cash and cash equivalents	2,254,986	1,857,195
Trade receivables	3,923,939	3,659,541
Other receivables	70,888	46,812
Inventories (note 3)	1,016,858	669,005
Prepaid expenses and deposits	233,094	178,908
	7,499,765	6,411,461
Non-Current Assets		
Investment tax credits receivable	607,700	607,700
Deposits	85,755	85,755
Licences (note 4)	20,736	21,477
Property and equipment (note 5)	19,324,874	19,764,122
Deferred tax assets	378,643	378,643
	20,417,708	20,857,697
TOTAL ASSETS	27,917,473	27,269,158
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts payable and accrued liabilities	827,761	1,291,204
Current portion of long-term debt (note 6)	63,899	111,865
Current portion of lease liabilities (note 7)	268,611	265,123
Current portion of CAAP loan (note 9)	75,677	72,942
	1,235,948	1,741,134
Non-Current Liabilities		
Long-term lease liabilities (note 7)	2,707,152	2,775,627
CAAP loan (note 9)	63,953	61,580
Deferred tax liabilities	378,643	378,643
	3,149,748	3,215,850
TOTAL LIABILITIES	4,385,696	4,956,984
Equity		
Share capital (note 8 (b))	16,503,089	16,401,677
Contributed surplus (note 8 (e))	4,642,226	4,650,090
Retained earnings	2,386,462	1,260,407
	23,531,777	22,312,174
TOTAL LIABILITIES AND EQUITY	27,917,473	27,269,158

See accompanying notes

Approved on Behalf of the Board

SIGNED: "John Zupancic"
Director

SIGNED: "Dr. Ulrich Kosciessa"
Director

Financial Statements

CEAPRO INC.

Consolidated Statements of Net Income (Loss) and Comprehensive Income (Loss)

Unaudited

	2020	2019
Three Months Ended March 31,	\$	\$
Revenue (note 15)	4,273,374	3,196,930
Cost of goods sold	1,901,223	1,840,298
Gross margin	2,372,151	1,356,632
Research and product development	502,542	800,504
General and administration	865,034	733,019
Sales and marketing	48,228	107,678
Finance costs (note 12)	101,609	108,374
Income (loss) from operations	854,738	(392,943)
Other income (expenses) (note 11)	271,317	(243,685)
Income (loss) before tax	1,126,055	(636,628)
Income taxes	-	-
Total comprehensive income (loss) for the period	1,126,055	(636,628)
Net income (loss) per common share (note 18):		
Basic	0.01	(0.01)
Diluted	0.01	(0.01)
Weighted average number of common shares outstanding (note 18):		
Basic	77,538,314	77,046,786
Diluted	77,880,861	77,046,786

See accompanying notes

Financial Statements

CEAPRO INC.
Consolidated Statements of Changes in Equity
Unaudited

	Share capital \$	Contributed surplus \$	Retained earnings \$	Total equity \$
Balance December 31, 2019	16,401,677	4,650,090	1,260,407	22,312,174
Share-based payments (note 8 (c) & (d))	-	93,548	-	93,548
Restricted share units vested (note 8 (d))	101,412	(101,412)	-	-
Net income for the period	-	-	1,126,055	1,126,055
Balance March 31, 2020	16,503,089	4,642,226	2,386,462	23,531,777
Balance December 31, 2018	16,320,522	4,501,444	2,393,035	23,215,001
Share-based payments (note 8 (c) & (d))	-	97,628	-	97,628
Share options exercised	2,111	(828)	-	1,283
Net loss for the period	-	-	(636,628)	(636,628)
Balance March 31, 2019	16,322,633	4,598,244	1,756,407	22,677,284

See accompanying notes

Financial Statements

CEAPRO INC.
Consolidated Statements of Cash Flows
Unaudited

Three Months Ended March 31,	2020 \$	2019 \$
OPERATING ACTIVITIES		
Net income (loss) for the period	1,126,055	(636,628)
Adjustments for items not involving cash		
Finance costs	40,947	43,703
Transaction costs	554	2,526
Depreciation and amortization	460,088	456,209
Foreign exchange gain on long-term debt	-	(307)
Accretion	5,108	7,145
Share-based payments	93,548	97,628
Net income (loss) for the period adjusted for non-cash items	1,726,300	(29,724)
CHANGES IN NON-CASH WORKING CAPITAL ITEMS		
Trade receivables	(264,398)	490,366
Other receivables	(24,076)	11,515
Inventories	(347,853)	(257,846)
Prepaid expenses and deposits	(54,186)	46,008
Accounts payable and accrued liabilities relating to operating activities	(463,443)	150,553
Total changes in non-cash working capital items	(1,153,956)	440,596
Net income (loss) for the period adjusted for non-cash and working capital items	572,344	410,872
Interest paid	(40,947)	(43,703)
CASH GENERATED FROM OPERATIONS	531,397	367,169
INVESTING ACTIVITIES		
Purchase of property and equipment	(20,099)	(14,754)
Deposits relating to investment in equipment	-	(53,239)
Accounts payable and accrued liabilities relating to investing activities	-	(3,458)
CASH USED IN INVESTING ACTIVITIES	(20,099)	(71,451)
FINANCING ACTIVITIES		
Stock options exercised	-	1,283
Repayment of long-term debt	(48,520)	(164,963)
Repayment of lease liabilities	(64,987)	(76,053)
CASH USED IN FINANCING ACTIVITIES	(113,507)	(239,733)
Increase in cash and cash equivalents	397,791	55,985
Cash and cash equivalents at beginning of the period	1,857,195	1,844,134
Cash and cash equivalents at end of the period	2,254,986	1,900,119

See accompanying notes

Cash and cash equivalents are comprised of \$2,248,148 (2019 - \$1,893,281) on deposit with financial institutions and \$6,838 (2019 - \$6,838) held in money market mutual funds.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2020 AND 2019
Unaudited

1. NATURE OF BUSINESS OPERATIONS

Ceapro Inc. (the "Company") is incorporated under the Canada Business Corporations Act and is listed on the TSX Venture Exchange under the symbol CZO and on the OTCQX® Best Market under the symbol CRPOF. The Company's primary business activities relate to the development and marketing of various health and wellness products and technology relating to plant extracts.

The Company's head office address is 7824 51 Avenue NW, Edmonton, AB T6E 6W2.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Statement of compliance

These interim condensed consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) applicable to the preparation of consolidated financial statements, including IFRS 34, "Interim Financial Reporting". The accounting principles and methods of computation adopted in these financial statements are the same as those of the annual financial statements for the year ended December 31, 2019.

Omitted from these statements are certain information and note disclosures normally included in the annual financial statements. The financial statements and notes presented should be read in conjunction with the annual financial statements for the year ended December 31, 2019.

The Audit Committee authorized these interim condensed consolidated financial statements for issue on May 26, 2020.

b) Basis for presentation

These consolidated financial statements have been prepared on the historical cost basis. All transactions are recorded on an accrual basis.

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Ceapro Technology Inc., Ceapro Active Ingredients Inc., Ceapro BioEnergy Inc., Ceapro (P.E.I) Inc., Ceapro USA Inc., and Juvente^{DC} Inc.

All intercompany accounts and transactions have been eliminated on consolidation. The financial statements of the subsidiaries are prepared for the same reporting period as the parent, using consistent accounting policies. Profit or loss and other comprehensive income of subsidiaries acquired or disposed of during the year are recognized from the effective date of acquisition, or up to the effective date of disposal, as applicable.

3. INVENTORIES

The Company had the following inventories at the end of each reporting period:

	March 31, 2020 \$	December 31, 2019 \$
Raw materials	573,797	483,203
Work in progress	38,742	37,307
Finished goods	404,319	148,495
	1,016,858	669,005

Inventories expensed to cost of goods sold during the three month period ended March 31, 2020 are \$1,820,701 (March 31, 2019 - \$1,811,200).

4. LICENCES

During the year ended December 31, 2014, and as amended on February 2, 2015, the Company entered into a licence agreement with the University of Alberta for the rights to a technology that would allow the development, production, and commercialization of powder formulations that could be used as active ingredients for all industrial applications. The agreement expires after a term of 20 years or after the expiration of the last patent obtained, whichever event shall occur first. There is no initial licence fee, but the Company is required to make royalty payments (see note 14 (b)).

During the year ended December 31, 2012, the Company entered into a licence agreement for a new technology to increase the concentration of avenanthramides in oats. The Company paid a fee of \$44,439 to cover previous patent costs and commenced amortizing the licence over 15 years in April 2012. Amortization of \$741 has been included in general and administration for the three month period ended March 31, 2020 (March 31, 2019 - \$741) (see note 14 (a)).

Cost of licences	\$
Balance - December 31, 2019	44,439
Additions	-
Balance - March 31, 2020	44,439
Accumulated amortization	
Balance - December 31, 2019	22,962
Amortization	741
Balance - March 31, 2020	23,703
Net book value	
Balance - March 31, 2020	20,736
Balance - December 31, 2019	21,477

5. PROPERTY AND EQUIPMENT

	Equipment not available for use	Manufacturing Equipment	Office Equipment	Computer Equipment	Buildings	Leasehold Improvements	Total
Cost	\$	\$	\$	\$	\$	\$	\$
December 31, 2019	1,518,826	11,482,127	319,219	472,489	3,306,743	8,812,471	25,911,875
Additions	-	17,474	-	2,625	-	-	20,099
March 31, 2020	1,518,826	11,499,601	319,219	475,114	3,306,743	8,812,471	25,931,974
Accumulated Depreciation							
December 31, 2019	-	4,068,610	234,613	407,704	338,490	1,098,336	6,147,753
Additions	-	199,259	4,230	4,990	84,623	166,245	459,347
March 31, 2020	-	4,267,869	238,843	412,694	423,113	1,264,581	6,607,100
Carrying Amount							
March 31, 2020	1,518,826	7,231,732	80,376	62,420	2,883,630	7,547,890	19,324,874
December 31, 2019	1,518,826	7,413,517	84,606	64,785	2,968,253	7,714,135	19,764,122

Depreciation expense is allocated to the following expense categories:

	Cost of goods sold	Inventory	General and administration	Total
	\$	\$	\$	\$
Three Months Ended March 31, 2020	280,524	91,416	87,407	459,347
Three Months Ended March 31, 2019	343,670	23,513	88,285	455,468

Included in the net carrying amount of property and equipment at March 31, 2020, are right-of-use assets relating to buildings, in the amount of \$2,883,630.

Included in the carrying amount of leasehold improvements is the amount of \$1,027,364 (December 31, 2019 - \$1,027,364) and equipment not available for use of \$1,518,826 (December 31, 2019 - \$1,518,826) which represent the accumulated expenditures incurred on the purchase of an ethanol recovery system, other equipment, and the engineering design for the related construction and installation of the system. At March 31, 2020, no amortization has commenced on these balances as construction and installation activities have not commenced.

6. LONG-TERM DEBT

	March 31, 2020 \$	December 31, 2019 \$
Loan payable secured by a general security agreement, due July, 2020	64,453	112,973
Transaction costs	(554)	(1,108)
	63,899	111,865
Less current portion	63,899	111,865
	-	-

Interest expense is presented under finance costs for the following periods:

Three Months Ended March 31, 2020	1,396
Three Months Ended March 31, 2019	1,110

During the year ended December 31, 2015, the Company entered into a loan agreement with AFSC, which is due July 1, 2020. The loan can be drawn to maximum \$900,000 Canadian dollars, is repayable over a 5-year term, and has an interest rate of 3.84%. Monthly blended principal and interest payments in the amount of \$16,483 commenced on August 1, 2015. The loan is secured by a general security agreement covering all present and after acquired personal property.

The Company is in compliance with all terms and conditions of its long-term debt agreement.

7. LEASE LIABILITIES

The Company has leases for manufacturing facilities, office space, and warehouse. The lease liabilities consist of leases of buildings. The leases have been discounted using a 5.24% interest rate.

	Three Months Ended March 31, 2020 \$	Year Ended December 31, 2019 \$
Balance at beginning of period	3,040,750	3,306,743
Additions	-	-
Interest expense	39,551	152,158
Lease payments	(104,538)	(418,151)
Balance at end of period	2,975,763	3,040,750
Less current portion	268,611	265,123
	2,707,152	2,775,627

Future minimum lease payments at March 31, 2020 are as follows:

	Within one year \$	One to five years \$	More than five years \$	Total \$
Lease payments	418,151	1,558,895	1,822,855	3,799,901
Finance charges	149,540	452,307	222,291	824,138
Net present values	268,611	1,106,588	1,600,564	2,975,763

The expense relating to payments not included in the measurement of the lease liabilities is as follows:

	2020 \$	2019 \$
Three Months Ended March 31,		
Short-term leases	50,210	44,144

At March 31, 2020, the Company was committed to short term leases and the total commitment at that date was \$19,049.

8. SHARE CAPITAL

a. Authorized

- i. Unlimited number of Class A voting common shares. Class A common shares have no par value.
- ii. Unlimited number of Class B non-voting common shares. There are no issued Class B shares.

b. Issued - Class A common shares

	Three Months Ended March 31, 2020		Year Ended December 31, 2019	
	Number of Shares	Amount \$	Number of Shares	Amount \$
Balance at beginning of the period	77,335,841	16,401,677	77,045,008	16,320,522
Stock options exercised	-	-	153,333	28,217
Restricted share units vested	272,500	101,412	137,500	52,938
Balance at end of the period	77,608,341	16,503,089	77,335,841	16,401,677

In July 2019, the Company issued 137,500 common shares on the vesting and conversion of restricted share units (see note 8 (d)). This non-cash transaction has been excluded from the Statement of Cash Flows.

In January 2020, the Company issued 272,500 common shares on the vesting and conversion of restricted share units (see note 8 (d)). This non-cash transaction has been excluded from the Statement of Cash Flows.

c. Stock Option Share-Based Payment Plan

The Company has granted stock options to eligible employees, directors, officers, and consultants under stock option plans that vest over two-year periods and have a maximum term of ten years.

The Company accounts for options granted under these plans in accordance with the fair value based method of accounting for share-based payments. In the three month period ended March 31, 2020, the Company granted 395,000 (March 31, 2019 – 420,000) stock options. The application of the fair value based method requires the use of certain assumptions regarding the risk-free market interest rate, expected volatility of the underlying stock, life of the options, and forfeiture rate. The weighted average risk-free rate used in 2020 was 1.62% (2019 – 1.91%), the weighted average expected volatility was 72% (2019 - 80%) which was based on prior trading activity of the Company's shares, the weighted average expected life of the options was 5 years (2019 – 5 years), the forfeiture rate was 0% (2019 - 0%), the weighted average share price was \$0.36 (2019 – \$0.385), the weighted average exercise price was \$0.36 (2019 – \$0.385), and the expected dividends were nil (2019 - nil). The weighted average grant date fair value of options granted in the three month ended March 31, 2020 was \$0.21 (2019 - \$0.25) per option.

The share-based payments expense recorded during the current period relating to options granted in 2020, 2019 and 2018 was \$43,002 (during 2019 relating to options granted in 2019, 2018 and 2017 - \$58,781).

A summary of the status of the Company's stock options at March 31, 2020 and December 31, 2019 and changes during the periods ended on those dates is as follows:

	Three Months Ended March 31, 2020		Year Ended December 31, 2019	
	Number of Options	Weighted Average Exercise Price \$	Number of Options	Weighted Average Exercise Price \$
Outstanding at beginning of the period	2,801,168	0.62	2,635,334	0.61
Granted	395,000	0.36	420,000	0.39
Exercised	-	-	(153,333)	0.11
Forfeited	(16,667)	0.54	(100,833)	0.40
Outstanding at end of period	3,179,501	0.54	2,801,168	0.62
Exercisable at end of period	2,454,501	0.60	2,454,501	0.65

Stock options outstanding are as follows:

Fair Value \$	Exercise Price \$	Year of Expiration	Weighted Average Contractual Life Remaining (years)	March 31, 2020 Number of Options	December 31, 2019 Number of Options
0.21	0.36	2025	4.8	395,000	-
0.25	0.39	2024	4.0	389,167	395,834
0.10	0.33	2020	0.8	60,000	60,000
0.47	0.50	2028	8.0	210,000	210,000
0.56	0.59	2027	7.8	90,000	90,000
1.22	1.30	2027	7.3	10,000	10,000
1.65	1.75	2027	7.0	400,000	400,000
0.34	0.36	2025	5.3	150,000	150,000
0.47	0.50	2025	5.1	100,000	100,000
0.60	0.64	2025	5.0	755,334	765,334
0.37	0.27	2024	4.9	150,000	150,000
0.08	0.10	2024	4.0	300,000	300,000
0.05	0.10	2023	3.0	170,000	170,000
			5.2	3,179,501	2,801,168

d. Restricted Share Unit Share-Based Payment Plan

Effective June 1, 2017, the Company adopted a restricted share unit plan, which provides for the grant of restricted share units ("RSU's") to existing or proposed directors, employees, and consultants of the Company and its subsidiaries or any insider of the Company and its subsidiaries. Under the plan, the maximum number of common shares that may be reserved for issuance is fixed at 1,000,000. On the vesting of RSU's, the common shares of the Company will be issued from the same 10% rolling pool as the common shares issued under the stock option plan. The obligations under the RSU plan can be settled at the Company's discretion through either the issuance of cash or the issuance of common shares. The Company intends to settle the obligations through the issuance of common shares.

During the three month period ended March 31, 2020, the Company granted 140,000 RSU's to employees, officers, and directors of the Company. The fair market value of each RSU granted was measured at \$0.36, based on the quoted closing price of the Company's stock on the date of grant. The RSU's vested on January 31, 2020 and were converted to common shares during the current period.

During the three month period ended March 31, 2019, the Company granted 280,000 RSU's to all employees, officers, and directors of the Company. The market value of each RSU granted was measured at \$0.385, based on the quoted closing price of the Company's stock on the trading day immediately preceding the date of grant. The RSU's vested in two equal instalments, the first of which vested on July 1, 2019 and the second on January 1, 2020. The fair value of the RSU's is recognized over the vesting periods with reference to vesting conditions and the estimated RSU's expected to vest.

The share-based payments expense recorded during the three month period ended March 31, 2020, relating to the granting of RSU's, was \$50,546 (2019 - \$38,847).

A summary of the status of the Company's RSU's at March 31, 2020 and December 31, 2019 and changes during the periods ended on those dates is as follows:

	Three Months Ended March 31, 2020 Number of RSU's	Year Ended December 31, 2019 Number of RSU's
Balance at beginning of the period	132,500	-
Granted	140,000	280,000
Forfeited	-	(10,000)
Vested	(272,500)	(137,500)
Balance at end of period	-	132,500

Of the 1,000,000 RSU's authorized for grant under the RSU plan, at March 31, 2020, 370,000 RSU's are available for grant (December 31, 2019 – 510,000).

e. Contributed surplus

	Three Months Ended March 31, 2020 \$	Year Ended December 31, 2019 \$
Balance at beginning of the period	4,650,090	4,501,444
Share-based payments (note 8 (c) & (d))	93,548	212,517
Restricted share units vested	(101,412)	(52,938)
Stock options exercised	-	(10,933)
Balance at end of the period	4,642,226	4,650,090

9. CAAP LOAN

The Company entered into Canadian Agricultural Adaptation Program ("CAAP") repayable contribution agreements for total possible funding of \$1,339,625 receivable over the period from October 7, 2010 through September 30, 2012. During the year ended December 31, 2012, the Company voluntarily decommitted \$668,557 as a result of lower anticipated project expenditures resulting in amended maximum possible funding under the agreement of \$671,068. The end date for project expenditures and start date for repayments were also extended one year to September 30, 2013 and December 31, 2014 respectively. All amounts claimed under the program are repayable interest free over eight years beginning in 2014.

As the contributions are non-interest bearing, the fair value at inception is estimated as the present value of the principal payments required, discounted using the prevailing market rates of interest for a similar instrument which was estimated to be 15% per annum. The difference between the fair value of the contributions and the cash received is accounted for as a government grant.

The balance of repayable contribution is derived as follows:

	Three Months Ended March 31, 2020 \$	Year Ended December 31, 2019 \$
Opening balance	134,522	188,158
Repayment	-	(83,884)
Accretion of CAAP loan	5,108	30,248
	139,630	134,522
Less current portion	75,677	72,942
	63,953	61,580

The principal repayment required for amounts received or receivable from inception to December 31, 2013 is \$83,884 annually from 2014 through 2021.

10. RELATED PARTY TRANSACTIONS

Related party transactions during the periods not otherwise disclosed in these consolidated financial statements are as follows:

Three Months Ended March 31,	2020 \$	2019 \$
Key management salaries, short-term benefits, consulting fees, and director fees	252,900	243,366
Consulting fees and key management salaries payable to officers included in accounts payable and accrued liabilities	-	40,000
Key management personnel share-based payments	63,106	52,098
Amount payable to directors	40,172	40,246

These transactions are in the normal course of operations and are measured at the amount of consideration established and agreed to by the related parties.

11. OTHER (INCOME) EXPENSES

Three Months Ended March 31,	2020 \$	2019 \$
Foreign exchange (gain) loss	(284,128)	66,194
Other income	(1,345)	(4,504)
Plant relocation costs	14,156	88,846
Quality management system	-	93,149
	(271,317)	243,685

12. FINANCE COSTS

	2020	2019
Three months ended March 31,	\$	\$
Interest on long-term debt	1,396	1,110
Interest on lease liabilities	39,551	42,593
Transaction costs	554	2,526
Royalties	55,000	55,000
Accretion of CAAP loan	5,108	7,145
	101,609	108,374

13. EMPLOYEE BENEFITS

	2020	2019
Three Months Ended March 31,	\$	\$
Employee benefits	1,095,432	1,123,448

Employee benefits include wages, salaries, bonuses, and CPP, EI, WCB contributions, share-based payment expense, and benefit premiums. Employee benefits are included in cost of goods sold, general and administration, research and product development, and sales and marketing expenses.

14. COMMITMENTS AND CONTINGENCIES

a) During the year ended December 31, 2012, the Company entered into a licence agreement for a new technology to increase the concentration of avenanthramides in oats. The Company shall pay an annual royalty percentage rate of 2% of sales, payable every January 1st and July 1st, subject to a minimum annual royalty payment according to the schedule below:

Year	Amount
2012	nil
2013	\$12,500
2014	\$37,500
2015	\$50,000
2016	\$50,000

And \$50,000 each year thereafter while the licence agreement remains in force. The agreements remain in force until the patents expire or are abandoned.

The licence agreement for the use of the intellectual property requires future royalty payments based on specific sales and is an executory contract. The licence agreement also does not represent an onerous contract. On this basis, upfront payments required to enter into the agreement are capitalized as a licence asset and all royalty payments under the agreement are recognized as they become due.

(b) During the year ended December 31, 2014, the Company entered into a licence agreement with the University of Alberta for the rights to an enabling pressurized gas expanded technology (PGX) that would allow the development, production, and commercialization of powder formulations that could be used as active ingredients.

In accordance with the agreement and as amended on February 2, 2015, the Company shall pay the following royalties, payable on a semi-annual basis:

- (a) a royalty of 3.5% of net sales generated from the field of pharmaceuticals;
- (b) a royalty of 3.0% of net sales generated from the field of nutraceuticals;
- (c) a royalty of 2.75% of net sales generated from the field of cosmetics;
- (d) a royalty of 1.0% of net sales generated from the field of functional foods;
- (e) a royalty of 3.0% of net sales generated from other fields.

The Company shall pay a minimum annual advance on earned royalties of \$5,000 commencing March 1, 2017 and every year thereafter while the licence agreement remains in force.

The licence agreement for the use of the intellectual property requires future royalty payments based on specific sales and is an executory contract. The licence agreement also does not represent an onerous contract. On this basis, upfront payments required to enter into the agreement are capitalized as a licence asset and all royalty payments under the agreement are recognized as they become due.

15. SEGMENTED INFORMATION

The Company has two operating segments, the active ingredient product technology industry and the cosmeceutical industry.

The active ingredient product technology industry involves the development of proprietary extraction technologies and the application of these technologies to the production and development and commercialization of active ingredients derived from oats and other renewable plant resources for healthcare and cosmetic industries. Active ingredients produced include the Company's value drivers, oat beta glucan and avenanthramides. These and similar manufactured products are sold primarily through distribution networks.

The cosmeceutical industry involves the development and commercialization of anti-aging products derived from natural active ingredients and is represented in the Company through its subsidiary, Juvente. This line of high-end value finished products is sold directly to the end-user primarily through website sales online and also through select natural products stores.

Geographic Information

The following table presents revenue from contracts with customers disaggregated by geographic location to depict how the nature, amount, timing, and uncertainty of revenue and cash flows could be affected by economic factors:

Three Months Ended March 31,	2020 \$	2019 \$
United States	3,530,946	2,072,821
Germany	660,425	727,097
China	40,862	361,410
Other	26,384	28,846
Canada	14,757	6,756
	4,273,374	3,196,930

During the three month period ended March 31, 2020, the Company had export sales to one major distributor of the Company's products in the aggregate amount of \$4,048,941 representing 95% of total revenue (2019 - \$2,682,589 representing 84% of total revenue). This major distributor sells to dozens of customers on a worldwide basis.

All the assets of the Company, which support the revenues of the Company, are located in Canada.

Information about reportable segments is as follows:

Three months ended March 31, 2020:

	Active Ingredient Product Technology Industry	Cosmeceutical Industry	Total
	\$	\$	\$
Revenue from external sales	4,268,602	4,772	4,273,374
Gross margin	2,378,971	(6,820)	2,372,151
Other income	271,317	-	271,317
Income (loss) before tax	1,251,467	(125,412)	1,126,055
Income tax benefit	-	-	-
Net income (loss) and comprehensive income (loss)	1,251,467	(125,412)	1,126,055
Depreciation and amortization	459,640	448	460,088
Share-based payments	93,548	-	93,548
Additions to property and equipment	20,099	-	20,099

At March 31, 2020:

	Active Ingredient Product Technology Industry	Cosmeceutical Industry	Total
	\$	\$	\$
Property and equipment	19,317,600	7,274	19,324,874
Segment assets	27,631,758	285,715	27,917,473
Segment liabilities	4,347,837	37,859	4,385,696

Three months ended March 31, 2019:

	Active Ingredient Product Technology Industry	Cosmeceutical Industry	Total
	\$	\$	\$
Revenue from external sales	3,192,356	4,574	3,196,930
Gross margin	1,357,376	(744)	1,356,632
Other expenses	(243,685)	-	(243,685)
Loss before tax	(476,818)	(159,810)	(636,628)
Income tax benefit	-	-	-
Net loss and comprehensive loss	(476,818)	(159,810)	(636,628)
Depreciation and amortization	455,615	594	456,209
Share-based payments	97,268	-	97,268
Additions to property and equipment	3,320,847	650	3,321,497

At March 31, 2019:

	Active Ingredient Product Technology Industry	Cosmeceutical Industry	Total
	\$	\$	\$
Property and equipment	20,804,493	9,503	20,813,996
Segment assets	27,813,073	196,019	28,009,092
Segment liabilities	5,290,304	41,504	5,331,808

16. FINANCIAL INSTRUMENTS

Financial assets and financial liabilities measured at fair value in the balance sheet are grouped into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly
- Level 3: unobservable inputs for the asset or liability

Fair value of financial instruments 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 of cash and cash equivalents, trade and other receivables, and accounts payable and accrued liabilities approximate their carrying amount due to their short-term nature. The fair value of long-term debt is estimated to approximate its carrying value because the interest rates do not differ significantly from current interest rates for similar types of borrowing arrangements (Level 2).

The Canadian Agricultural Adaptation Program ("CAAP") loan is recorded at the amount drawn under the agreement, discounted using the prevailing market rate of interest for a similar instrument, which represents the estimated fair value of the obligation.

The fair value of the CAAP loan and the repayable research funding are not materially different from their carrying amounts as funding received has been discounted using an estimate of a market rate of interest and is being accreted back to its nominal amount (Level 2).

The following table sets out a comparison of the carrying amount and fair values of the Company's financial assets and financial liabilities:

	March 31, 2020		December 31, 2019	
	Book value	Fair value	Book value	Fair value
Financial assets:				
Cash and cash equivalents	\$ 2,254,986	\$ 2,254,986	\$ 1,857,195	\$ 1,857,195
Trade and other receivables	3,994,827	3,994,827	3,659,541	3,659,541
Financial liabilities:				
Accounts payable and accrued liabilities	\$ 827,761	\$ 827,761	\$ 1,291,204	\$ 1,291,204
Long-term debt	63,899	63,899	111,865	111,865
CAAP loan	139,630	139,630	134,522	134,522

The Company has exposure to credit, liquidity, and market risk as follows:

a) Credit risk

Trade and other receivables

The Company makes sales to distributors that are well-established within their respective industries. Based on previous experience, the counterparties had zero default rates and management views this risk as minimal. Approximately 97% of trade receivables are due from one distributor at March 31, 2020 (December 31, 2019 – 97% from one distributor). This main distributor is considered to have good credit quality and historically has had a high quality credit rating. The majority of the Company's sales are invoiced on standard commercial terms of 30 days.

The aging of trade receivables is as follows:

	March 31, 2020	December 31, 2019
	\$	\$
Not yet due	1,428,587	1,481,978
Less than 30 days past due	2,494,573	1,954,651
Less than 60 days past due, more than 30 days past due	779	-
More than 60 days past due	-	222,912
Total	3,923,939	3,659,541

The Company has not assessed any trade receivables past due as impaired.

The Company applies the simplified approach to providing for expected credit losses prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables. To measure expected credit losses, trade receivables are grouped based on shared credit risk characteristics and days past due. The expected loss rates for trade receivables are determined on a combined company-wide basis based upon the Company's historic default rates over the expected life of trade receivables adjusted for forward-looking estimates. The expected credit losses calculated for March 31, 2020 and December 31, 2019 are not significant and have not been recognized.

Other receivables represent amounts due for research program claims, government goods and services taxes, and scientific and research tax credits. The collectability risk is deemed to be low because of the good quality credit rating of the counterparties.

Cash and cash equivalents

The Company has cash and cash equivalents in the amount of \$2,254,986 at March 31, 2020 (December 31, 2019 - \$1,857,195) and mitigates its exposure to credit risk on its cash balances by maintaining its bank accounts with Canadian Chartered Banks and investing in low risk, high liquidity investments.

There are no impaired financial assets. The maximum exposure to credit risk is the carrying amount of the Company's trade and other receivables and cash and cash equivalents. The Company does not hold any collateral as security.

b) Liquidity risk

Liquidity risk relates to the risk that the Company will encounter difficulty in meeting its financial obligations. The Company may be exposed to liquidity risks if it is unable to collect its trade and other receivables balances in a timely manner, which could in turn impact the Company's long-term ability to meet commitments under its current facilities. In order to manage this liquidity risk, the Company regularly reviews its aged trade receivables listing to ensure prompt collections. There is no assurance that the Company will obtain sufficient funding to execute its strategic business plan.

The following are the contractual maturities of the Company's financial liabilities and obligations as at March 31, 2020:

	within 1 year \$	1 to 3 years \$	3 to 5 years \$	over 5 years \$	Total \$
Accounts payable and accrued liabilities	827,761	-	-	-	827,761
Long-term debt	65,933	-	-	-	65,933
CAAP loan	83,884	83,884	-	-	167,768
Total	977,578	83,884	-	-	1,061,462

c) Market risk

Market risk is comprised of interest rate risk, foreign currency risk, and other price risk. The Company's exposure to market risk is as follows:

1. Foreign currency risk

Foreign currency risk arises from the fluctuations in foreign exchange rates and the degree of volatility of these rates relative to the Canadian dollar.

The following table summarizes the impact of a 1% change in the foreign exchange rates of the Canadian dollar against the US dollar (USD) on the financial assets and liabilities of the Company.

	Carrying Amount (USD)	Foreign Exchange Risk (USD)	
		-1% Earnings & Equity	+1% Earnings & Equity
Financial assets			
Accounts receivable	2,765,101	27,651	(27,651)
Financial liabilities			
Accounts payable and accrued liabilities	173,575	(1,736)	1,736
Total increase (decrease)		25,915	(25,915)

The carrying amount of accounts receivable and accounts payable and accrued liabilities in USD and represents the Company's exposure at March 31, 2020.

2. Interest rate risk

The Company has minimal interest rate risk because its long-term debt agreements are all at fixed rates.

17. CAPITAL DISCLOSURES

The Company considers its capital to be its equity. The Company's objective in managing capital is to ensure a sufficient liquidity position to finance its manufacturing operations, research and development activities, administration and marketing expenses, working capital and overall capital expenditures, including those associated with patents and trademarks. The Company makes every effort to manage its liquidity to minimize dilution to its shareholders when possible.

The Company has funded its activities through public offerings and private placements of common shares, royalty offerings, loans, convertible debentures, and grant contributions.

The Company is not subject to externally imposed capital requirements and the Company's overall strategy with respect to capital risk management did not change during the period ended March 31, 2020.

18. INCOME (LOSS) PER COMMON SHARE

Three Months Ended March 31,	2020	2019
Net income (loss) for the period for basic and diluted earnings per share calculation	\$1,126,055	(\$636,628)
Weighted average number of common shares outstanding	77,538,314	77,046,786
Effect of dilutive stock options and warrants	342,547	-
Diluted weighted average number of common shares	77,880,861	77,046,786
Income (loss) per share - basic	\$0.01	(\$0.01)
Income (loss) per share - diluted	\$0.01	(\$0.01)

For the three month period ended March 31, 2020, 2,559,501 stock options outstanding have not been included in the diluted income per share calculation because the options' exercise price was greater than the average market price of the common shares during the period.

As the Company was in a net loss position for the three month period ended March 31, 2019, the impact of the conversion of convertible securities is anti-dilutive.

19. SUBSEQUENT EVENT

During the first quarter of 2020, the World Health Organization declared the rapidly spreading coronavirus disease (COVID-19) outbreak a pandemic. This pandemic has resulted in a widespread health crisis that has affected economies and financial markets around the world resulting in an economic downturn. The Company is continually monitoring the potential impact of this pandemic on its operations and, to the date of the authorization of these consolidated financial statements, has not been significantly impacted. The Company is taking measures to ensure the safety of our staff and customers and to mitigate any risks from COVID-19 relating to our manufacturing locations. However, Covid-19 may affect our operations, our suppliers, and our customers in the future. While we would expect this to be temporary, there is uncertainty around the duration of the pandemic and its broader impact. The extent to which the pandemic will impact the Company's results will depend on further developments which are highly uncertain and cannot be predicted with great certainty.