

Consolidated Financial Statements  
(Expressed in Canadian Dollars)

## **KANE BIOTECH INC.**

Three and nine months ended September 30, 2021 and 2020  
(Unaudited)

In accordance with National Instruments 51-102 released by the Canadian Securities Administrators, the Company discloses its auditors have not reviewed the unaudited financial statements for the three and nine months ended September 30, 2021 and 2020.

# KANE BIOTECH INC.

## Consolidated Statement of Financial Position

	Note	September 30, 2021	December 31, 2020
<b>Assets</b>			
Current assets:			
Cash and cash equivalents	\$	1,292,623	\$ 1,007,923
Trade and other receivables	6	993,008	640,008
Inventory	7	458,095	471,934
Capital contributions receivable - current	4	467,290	475,261
Other current assets		160,023	143,484
<b>Total current assets</b>		<b>3,371,039</b>	<b>2,738,610</b>
Non-current assets:			
Property and equipment	8	1,469,253	162,849
Intangible assets	9	745,052	776,925
Capital contributions receivable	4	844,868	1,247,235
Loan receivable	17(b)	110,000	110,000
<b>Total non-current assets</b>		<b>3,169,173</b>	<b>2,297,009</b>
<b>Total assets</b>	\$	<b>6,540,212</b>	\$ 5,035,619
<b>Liabilities and Shareholders' Equity (Deficit)</b>			
Current liabilities:			
Accounts payable and accrued liabilities	10 \$	1,829,647	\$ 1,275,506
Deferred license revenue - current	5	93,488	67,073
Due to related party	11	8,066	21,841
Loan payable	12(a)	2,526,546	1,512,533
Lease liability - current	13	203,854	47,221
<b>Total current liabilities</b>		<b>4,661,601</b>	<b>2,924,174</b>
Non-current liabilities:			
Deferred license revenue	5	412,900	346,539
Long-term government loans	12(b)	890,598	656,690
Lease liability	13	1,027,919	33,480
<b>Total non-current liabilities</b>		<b>2,331,417</b>	<b>1,036,709</b>
<b>Shareholders' Equity (Deficit)</b>			
Share capital	14(b)	21,974,419	20,858,419
Contributed surplus		5,657,669	4,412,956
Warrants	14(e)	1,549,244	1,844,760
Minority interest in Stem Animal Health Inc.		2,307,326	2,564,316
Deficit		(31,941,464)	(28,605,715)
<b>Total</b>		<b>(452,806)</b>	<b>1,074,736</b>
Going concern	2(c)		
Commitments and contingencies	15		
Subsequent events	20		
<b>Total liabilities and shareholders' equity (deficit)</b>	\$	<b>6,540,212</b>	\$ 5,035,619

The notes on pages 5 to 25 are an integral part of these consolidated financial statements.

# KANE BIOTECH INC.

## Consolidated Statement of Loss and Comprehensive Loss

	Note	Three months ended September 30, 2021	Three months ended September 30, 2020	Nine months ended September 30, 2021	Nine months ended September 30, 2020
<b>Revenue</b>					
License	4,5	\$ 35,872	\$ 16,768	\$ 101,012	\$ 50,305
Royalty		35,146	34,062	101,899	101,011
Sales of goods and services		470,284	309,773	993,171	932,920
<b>Total Revenue</b>		<b>541,302</b>	<b>360,603</b>	<b>1,196,082</b>	<b>1,084,236</b>
<b>Cost of sales-sales of goods and services</b>		<b>409,637</b>	<b>231,447</b>	<b>814,956</b>	<b>660,093</b>
<b>Gross Profit</b>		<b>131,665</b>	<b>129,156</b>	<b>381,126</b>	<b>424,143</b>
<b>Expenses</b>					
General and administration		1,405,664	869,309	3,124,022	2,518,869
Research		315,641	377,831	837,291	1,063,871
		1,721,305	1,247,140	3,961,313	3,582,740
<b>Loss from operations</b>		<b>(1,589,640)</b>	<b>(1,117,984)</b>	<b>(3,580,187)</b>	<b>(3,158,597)</b>
<b>Other expenses (income):</b>					
Finance income		(32,926)	(288)	(96,603)	(1,414)
Finance costs		126,590	13,825	283,183	26,868
Fair value adjustment - government loan		(96,765)	(101,328)	(177,140)	(285,843)
Foreign exchange loss		(3,580)	755	3,112	1,973
<b>Net other expenses (income)</b>		<b>(6,681)</b>	<b>(87,036)</b>	<b>12,552</b>	<b>(258,416)</b>
<b>Loss and comprehensive loss for the period</b>		<b>\$ (1,582,959)</b>	<b>\$ (1,030,948)</b>	<b>\$ (3,592,739)</b>	<b>\$ (2,900,181)</b>
<b>Loss and comprehensive loss attributable to:</b>					
Shareholders		(1,522,796)	(1,030,948)	(3,335,748)	(2,900,181)
Minority interest		(60,163)	-	(256,991)	-
<b>Loss and comprehensive loss for the period</b>		<b>(1,582,959)</b>	<b>(1,030,948)</b>	<b>(3,592,739)</b>	<b>(2,900,181)</b>
<b>Basic and diluted loss per share for the period</b>	14(f)	<b>\$ (0.01)</b>	<b>\$ (0.01)</b>	<b>\$ (0.03)</b>	<b>\$ (0.03)</b>

The notes on pages 5 to 25 are an integral part of these consolidated financial statements.

# KANE BIOTECH INC.

## Consolidated Statement of Changes in Equity (Deficit)

	Note	Share Capital	Contributed Surplus	Warrants	Minority Interest	Deficit	Total
Balance as of January 1, 2020		\$ 20,162,950	\$ 3,948,002	\$ 1,614,884	\$ -	\$ (24,889,029)	\$ 836,807
Loss and comprehensive loss for the period					(129,290)	(3,716,686)	(3,845,976)
Transactions with owners, recorded directly in equity							
Sale of minority interest in Stem Animal Health Inc.	4	-	-	-	2,693,606	-	2,693,606
Issue of common shares	14(b)	695,469	-	-	-	-	695,469
Share based payments	14(c,d)	-	464,954	-	-	-	464,954
Warrants granted	14(e)	-	-	229,876	-	-	229,876
Total transactions with owners		695,469	464,954	229,876	2,693,606	-	4,083,905
Balance as of December 31, 2020		\$ 20,858,419	\$ 4,412,956	\$ 1,844,760	\$ 2,564,316	\$ (28,605,715)	\$ 1,074,736
Loss and comprehensive loss for the period					(256,990)	(3,335,749)	(3,592,739)
Transactions with owners, recorded directly in equity							
Share based payments	14(c,d)	-	949,197	-	-	-	949,197
Warrants exercised	14(e)	1,116,000	295,516	(295,516)	-	-	1,116,000
Total transactions with owners		1,116,000	1,244,713	(295,516)	-	-	2,065,197
Balance as of September 30, 2021		\$ 21,974,419	\$ 5,657,669	\$ 1,549,244	\$ 2,307,326	\$ (31,941,464)	\$ (452,806)

The notes on pages 5 to 25 are an integral part of these consolidated financial statements.

# KANE BIOTECH INC.

## Consolidated Statement of Cash Flows

	Note	Three months ended September 30, 2021	Three months ended September 30, 2020	Nine months ended September 30, 2021	Nine months ended September 30, 2020
<b>Cash provided by (used in):</b>					
<b>Operating activities:</b>					
Loss and comprehensive loss for the period		\$ (1,582,959)	\$ (1,030,948)	\$ (3,592,739)	\$ (2,900,181)
Adjustments for:					
Depreciation of property and equipment	8	46,310	8,519	91,600	19,991
Amortization of intangible assets	9	11,650	11,325	35,146	33,343
Derecognition of intangible assets	9	66,172	-	66,172	32,469
Accretion income	4	(30,394)	-	(89,662)	-
Accretion expense	13	1,856	11,027	5,289	20,860
Fair value adjustment - government loan	12(b)	(96,765)	(101,328)	(177,140)	(285,843)
Share based compensation	14(c,d)	828,363	160,241	949,197	418,201
Interest expense		82,876	-	223,537	-
Change in the following:					
Trade and other receivables		(593,053)	424,930	(353,000)	19,582
Inventory		86,215	78,362	13,839	143,764
Other current assets		(3,600)	(2,051)	(16,539)	(56,782)
Accounts payable and accrued liabilities		438,503	205,687	554,139	487,629
Deferred license revenue	5	(23,372)	(16,768)	92,775	(50,305)
Operating line of credit		(90,000)	-	-	-
Cash used in operating activities		(858,198)	(251,004)	(2,197,386)	(2,117,272)
<b>Financing activities:</b>					
Proceeds from sale of minority interest		500,000	1,000,000	500,000	1,000,000
Issuance of common shares	14(b)	-	-	-	695,469
Warrants granted	14(e)	-	-	-	229,875
Warrants exercised	14(e)	-	-	1,116,000	-
Repayment of due to related party	11	-	-	(13,775)	(20,000)
Proceeds from loan payable	12(a)	1,104,087	-	1,104,087	-
Repayment of loan payable	12(a)	-	-	(250,000)	-
Proceeds from long-term government loans	12(b)	189,946	306,984	347,439	766,926
Repayment of lease liability	13	(48,566)	(7,585)	(75,562)	(10,388)
Cash provided by financing activities		1,745,467	1,299,399	2,728,189	2,661,882
<b>Investing activities:</b>					
Purchase of property and equipment	8	(5,170)	-	(176,658)	(22,567)
Additions to intangible assets	9	(45,300)	(15,075)	(69,445)	(83,866)
Cash used in investing activities		(50,470)	(15,075)	(246,103)	(106,433)
<b>Increase in cash</b>		<b>836,799</b>	<b>1,033,320</b>	<b>284,700</b>	<b>438,178</b>
<b>Cash, beginning of period</b>		<b>455,824</b>	<b>238,985</b>	<b>1,007,923</b>	<b>834,128</b>
<b>Cash, end of period</b>		<b>\$ 1,292,623</b>	<b>\$ 1,272,305</b>	<b>\$ 1,292,623</b>	<b>\$ 1,272,305</b>

The notes on pages 5 to 25 are an integral part of these consolidated financial statements.

# KANE BIOTECH INC.

Notes to the Consolidated Financial Statements  
Three and Nine months ended September 30, 2021 and 2020

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## 1. Reporting entity:

Kane Biotech Inc. (the "Company") is a biotechnology company engaged in the research, development and commercialization of technologies and products that prevent and remove microbial biofilms. The Company is domiciled and incorporated in Canada. Its registered office is 290-100 Innovation Drive, Winnipeg, Manitoba, Canada, R3T 6G2.

## 2. Basis of preparation of consolidated financial statements:

### (a) Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board (IASB).

The consolidated financial statements were authorized for issue by the Board of Directors on November 15, 2021.

### (b) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for the following items:

- financial instruments at fair value at the issue date
- equity settled share-based payment awards are measured at fair value at the grant date

### (c) Going concern

These consolidated financial statements have been prepared using IFRSs that are applicable to a going concern, which contemplates that Kane Biotech Inc. will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. There is material uncertainty about the appropriateness of the use of the going concern assumption because the Company has experienced operating losses and cash outflows from operations since inception and has not yet achieved profitability from the commercialization of its products which casts significant doubt on the Company's ability to continue as a going concern.

The Company's future operations are completely dependent upon its ability to negotiate collaboration or licence agreements with upfront and milestone payments as well as royalties, generate product and services revenue, obtain grant funding and/or secure additional funds. While the Company is striving to achieve this, there is no assurance that such sources of funds will be available or obtained on favourable terms. If the Company cannot negotiate collaboration or licence agreements, generate product and services revenue, obtain grant funding, or if it cannot secure additional financing on acceptable terms, the Company will have to consider additional strategic alternatives. These may include, among other strategies, exploring the monetization of certain tangible and intangible assets as well as seeking to license assets, potential asset divestitures, winding up, dissolution or liquidation of the Company.

The ability of the Company to continue as a going concern and to realize the carrying value of its assets and discharge its liabilities and commitments when due is dependent on the successful completion of the actions taken or planned, some of which are described above, which management believes will mitigate the adverse conditions and events which raise doubt about the validity of the going concern assumption used in preparing these financial statements. There is no certainty that these and other strategies will be sufficient to permit the Company to continue as a going concern.

These consolidated financial statements do not reflect adjustments in the carrying values of the Company's assets and liabilities, revenue and expenses, and the statement of financial position classifications used, that would be necessary if the going concern assumption were not appropriate. Such adjustments could be material.

### (d) Functional and presentation currency

The consolidated financial statements are presented in Canadian dollars, which is the Company's functional currency. All financial information presented has been rounded to the nearest dollar except where indicated otherwise.

# KANE BIOTECH INC.

Notes to the Consolidated Financial Statements  
Three and Nine months ended September 30, 2021 and 2020

## 2. Basis of preparation of consolidated financial statements (continued):

### (e) Use of estimates and judgments

The preparation of these financial statements in conformity with IFRSs requires management to make significant judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenue and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements and information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial years are included in the following notes:

- Note 3(a) Revenue recognition. The determination of when a performance obligation has been fulfilled with respect to license fees and milestone revenue and the determination of when control of goods has been transferred to the customer or the performance obligation on services has been met with respect to the sales of goods and services.
- Note 3(c) Fair value of long-term government loans. The determination of the effective interest rate for measuring the fair value of loan advances when received.
- Note (3d) Inventory. The determination of net realizable value for the purpose of assessing inventory impairment.
- Note 3(f)(i) Research and development costs. The determination of research and development expenditures that meet the criteria for capitalization.
- Note 3(f)(ii) Patents and trademarks. The determination that the fair value of future net cash flows related to the Company's outstanding patents and trademarks exceeds their recoverable amount.
- Note 3(g)(ii) Impairment of non-financial assets. The determination of impairment with respect to the Company's property and equipment.
- Note 3(h)(ii) and Note 14(c) Share-based payment transactions. The determination of the risk-free interest rate and expected volatility with respect to the assumptions used in the Black-Scholes option pricing model for the purpose of determining stock options expense for employee share-based compensation.
- Note 4 Sale of minority interest. The determination of control and the fair value of capital contributions receivable.

### (f) Basis of consolidation

Subsidiaries are entities controlled by the Company. The financial statements of subsidiaries are included in these financial statements from the date that control commences until the date that control ceases. Where necessary, adjustments are made to the financial statements of acquired subsidiaries to conform their accounting policies to those of the Company.

Intercompany balances and transactions, and any realized or unrealized revenue and expenses arising from intercompany transactions, are eliminated in preparing these consolidated financial statements.

The Company has one subsidiary, STEM Animal Health Inc., which is 66.66% owned by the Company. The principal place of business is Winnipeg, Manitoba, Canada, and its functional currency is Canadian dollars.

### (g) COVID-19 Pandemic

The outbreak of COVID-19, the disease caused by the novel SARS-CoV-2 strain of coronavirus was declared a global pandemic by the World Health Organization on March 11, 2020 and has resulted in a widespread health crisis that has affected economies and financial markets around the world, resulting in an economic downturn. The effects of this pandemic on the Company may include decreased customer demand, interruptions to supply chains, manufacturing activities and research and development programs and increased government regulations or interventions.

During the three and nine months ended September 30, 2021 and September 30, 2020, the Company experienced sales and supply chain channel irregularities as a result of the COVID-19 pandemic that have impacted revenues, gross profits and inventories.

# KANE BIOTECH INC.

Notes to the Consolidated Financial Statements  
Three and Nine months ended September 30, 2021 and 2020

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## 2. Basis of preparation of consolidated financial statements (continued):

The duration and full impact of the COVID-19 outbreak is unknown at this time and it is not possible to reliably estimate the length and severity of these developments nor the impact of these developments on the financial results and condition of the Company in future periods. The Company has reviewed the estimates, judgments and assumptions used in the preparation of its financial statements to determine whether indicators of impairment exist for tangible and intangible assets and the credit risk of its counterparties.

Although the Company has determined that no significant revisions to such estimates, judgments or assumptions were required for the three and nine months ended September 30, 2021 and September 30, 2020, revisions may be required in future periods. Any such revision could have a material impact on the Company's results of operations and financial condition.

While the Company believes the current conditions related to the COVID-19 pandemic to be short-term, the situation is dynamic and the duration of the COVID-19 pandemic and the resulting impact on the Company's ongoing results of operations and financial condition cannot be reasonably estimated at this time. The Company continues to evaluate the situation and monitor any impacts or potential impacts on its business.

## 3. Significant accounting policies:

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

### (a) Revenue recognition

The Company has consistently applied accounting policies in accordance with IFRS 15 *Revenue from Contracts with Customers* ("IFRS 15") to all periods presented in these consolidated financial statements. These policies are as follows:

#### (i) License fees

Non-refundable payments received at the time of executing a license agreement are recognized when the Company satisfies a performance obligation by transferring control of a promised good or service to a customer. The Company concluded that license fees that are paid up front represent a material right to use over the duration of the contract term and as such the Company recognizes upfront consideration received as a contract liability (i.e., deferred license revenue) in its consolidated statement of financial position. License revenue related to these non-refundable payments is recognized on a straight-line basis over the life of the license agreement.

#### (ii) Milestone revenue

Revenue associated with license agreement milestones is recognized when it is highly probable that the performance obligation is met and the risk of reversal of revenue recognition is remote.

#### (iii) Royalties

Royalty income earned from a license agreement is recognized when contractually earned.

#### (iv) Sales of goods and services

Revenue from the sales of goods and services, net of discounts, is recognized when control of those goods has been transferred to the customer or the performance obligation on services is met.

### (b) Foreign currency transactions

Transactions in foreign currencies are translated at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are re-translated at the exchange rate at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.



# KANE BIOTECH INC.

Notes to the Consolidated Financial Statements  
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## 3. Significant accounting policies (continued):

### (c) Financial instruments

IFRS 9 contains three principal classification categories for financial instruments: measured at amortized cost, fair value through other comprehensive income (“FVOCI”) and fair value through profit or loss (“FVTPL”). IFRS 9 bases the classification of financial instruments on the contractual cash flow characteristics and the company’s business model for managing the financial asset.

Cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, and interest and non-interest-bearing debt are all classified as amortized cost under this standard.

The long-term government loans are measured at fair value based on management’s best estimate of the effective interest rate at initial recognition. The fair value of the Western Economic Diversification Canada (“WD”) loan is also based on the Company’s estimate that the amount will be repayable over five years starting April 2023.

The Company does not adjust for modifications to share purchase warrants classified as equity instruments that are not share based payments.

### (d) Inventory

Inventories are stated at the lower of cost and net realizable value. Cost is determined using the weighted average method. The cost of finished goods and work in progress comprises raw materials, direct labour, and other direct costs. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and selling expenses. Obsolete, redundant, and slow-moving inventories are identified and written down to net realizable values.

### (e) Property and equipment

#### (i) Recognition and measurement

Items of property and equipment are measured at cost less accumulated depreciation and accumulated impairment losses. When parts of an item of property and equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment. The costs of the day-to-day servicing of property and equipment are recognized in the consolidated statement of loss and comprehensive loss in the period in which they are incurred.

#### (ii) Depreciation

Depreciation is recognized in profit or loss over the estimated useful lives of each part of an item of property and equipment in a manner which most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful lives and depreciation method for the current and comparative periods are as follows:

Asset	Basis	Rate
Computer and office equipment	Diminishing balance	20-30%
Scientific and manufacturing equipment	Diminishing balance	20%
Right-of-use asset	Straight-line	Over the term of the lease

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

# KANE BIOTECH INC.

Notes to the Consolidated Financial Statements  
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## 3. Significant accounting policies (continued):

### (f) Intangible assets

#### (i) Research and development

Expenditures on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, are recognized in the consolidated statement of loss and comprehensive loss as incurred.

Development activities involve a plan or design to produce new or substantially improved products and processes. Development expenditures are capitalized only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development and to use or sell the asset. No development costs have been capitalized to date.

#### (ii) Patents and trademarks

Costs incurred in obtaining a patent are capitalized and are amortized on a straight-line basis over the legal life of the respective patent once the patent has been issued. Trademarks have an indefinite life and are not amortized. Costs incurred in successfully obtaining a patent or trademark are measured at cost less accumulated amortization and accumulated impairment losses. The cost of servicing the Company's patents and trademarks is expensed as incurred.

#### (iii) Subsequent expenditures

Subsequent expenditures are capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditures are recognized in the consolidated statement of loss and comprehensive loss as incurred.

### (g) Impairment

#### (i) Financial assets

At each reporting date, the Company assesses whether there is objective evidence that a financial asset is impaired.

If such evidence exists, the Company recognizes an impairment loss for financial assets. The carrying amount of the asset is reduced by this amount either directly or indirectly using an allowance account.

#### (ii) Non-financial assets

The carrying amount of long-lived non-financial assets, including intangible assets and property and equipment, is reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Intangible assets with indefinite lives and intangible assets not yet put into use are evaluated for impairment at least annually.

An impairment exists when the carrying value of an asset exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The fair value less costs to sell calculation is based on available data from observable market prices less incremental costs. The value in use calculation is based on a discounted cash flow model. These calculations require the use of estimates and forecasts of future cash flows. Qualitative factors, including market size and market growth trends, strength of customer demand and degree of variability in cash flows, as well as other factors, are considered when making assumptions about future cash flows and the appropriate discount rate. A change in any of the significant assumptions of estimates used to evaluate the underlying assets could result in a material change to the results of operations.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed, to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of amortization, if no impairment had been recognized. Write-downs because of impairment are recognized in research expense in the consolidated statement of loss and comprehensive loss.

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## 3. Significant accounting policies (continued):

### (h) Employee benefits

#### (i) Short-term employee benefits

Short-term employee benefit obligations are expensed as the related services are provided.

#### (ii) Share-based payment transactions

The grant date fair value of share-based payment awards granted to employees is recognized as a personnel expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

Share-based payment arrangements in which the Company receives goods or services as consideration for its own equity instruments are accounted for as equity-settled share-based payment transactions. In situations where equity instruments are issued and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the fair value of the share-based payment.

### (i) Government grants

Grants are recognized in the consolidated statement of loss and comprehensive loss as deductions from the related expenditures when the grants become receivable.

Grants that compensate the Company for the cost of an asset are recognized in the consolidated statement of loss and comprehensive loss on a systematic basis over the useful life of the asset.

### (j) Finance income and finance costs

Finance income comprises interest income on funds invested which is recognized as it accrues in profit or loss using the effective interest method. Finance costs are comprised of accretion expense on long-term borrowings, which are recognized in profit or loss using the effective interest method, as well as other costs incurred to secure loan financing. Foreign currency gains and losses are reported on a net basis.

### (k) Income tax

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to items recognized directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. No deferred tax assets have been recognized to date.

# KANE BIOTECH INC.

Notes to the Consolidated Financial Statements  
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## 3. Significant accounting policies (continued):

Refundable scientific research and development tax credits, which are earned as a result of incurring qualifying research and development expenditures, are recorded as a reduction of the related expense when there is reasonable assurance that they will be realized. Non-refundable scientific research and development tax credits, which are also earned on qualifying research and development expenditures, are not recorded in the financial statements.

### (l) Earnings (loss) per share

The Company presents basic earnings per share (EPS) data for its common voting shares. Basic EPS is calculated by dividing the profit or loss attributable to common voting shareholders of the Company by the weighted average number of common voting shares outstanding during the period, adjusted for own shares held. Common voting share equivalents have been excluded from the calculation of diluted loss per share as their effect is anti-dilutive.

### (m) Leases

The Company assesses whether a contract is, or contains, a lease by determining whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. A right-of-use asset and lease liability are recognized at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and estimated restoration costs, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date. The lease payments are discounted using the implicit interest rate in the lease. If the rate cannot be readily determined, the Company's incremental rate of borrowing is used.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate or the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

The Company has elected not to recognize right-of-use assets and lease liabilities for short-term leases that have a lease term of twelve months or less and leases of low-value assets. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

### (n) New standards and interpretations, adopted

No new International Financial Reporting Standards were adopted during the three and nine months ended September 30, 2021.

## 4. Sale of minority interest:

Effective September 28, 2020, the Company entered into subscription and license and distribution agreements with Animalcare Group PLC ("Animalcare") under which the parties formed STEM Animal Health Inc. ("STEM"), a company dedicated to treating biofilm-related ailments in animals.

Under the terms of the agreements, the Company created a new subsidiary, STEM, in which Animalcare will invest \$3 million in installments payable to STEM over a period of 48 months, to acquire a 33.34% equity interest. STEM was established with a global license over the Company's existing range of animal health oral care products and in collaboration with Animalcare will also focus on the research and development of novel animal treatments based on biofilm targeting technology. Animalcare will have licensing rights over future STEM products in Europe and Asia and the option, for a period of six years, to acquire an additional 16.67% interest in the subsidiary for \$4 million, payable to the Company.

## KANE BIOTECH INC.

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### 4. Sale of minority interest (continued):

Additionally, in exchange for Animalcare receiving the right to commercialize the Company's coactiv+™ and DispersinB® products in global veterinary markets outside the Americas, Animalcare will provide an initial payment to STEM of \$500,000, which is due within 30 days of the anniversary of the effective date of the agreement, along with a series of potential payments payable to STEM linked to various commercial milestones to a combined maximum of \$2 million along with ongoing royalties. STEM is recognizing the initial license fee on a straight-line basis over the 10-year life of the agreement.

Effective September 28, 2020, the Company transferred to STEM all of the required assets to operate its animal health business, in exchange for its 66.66% interest. The Company and STEM accounted for the transferred assets at book value. Animalcare has provided an initial capital contribution of \$1 million to STEM with the remaining \$2 million payable to STEM in instalments of \$500,000 on each of the first four anniversary dates of the agreement. At initial recognition, using a discount rate of 7%, the Company determined the fair value of the future capital contributions receivable to be \$1,693,606.

On July 13, 2021, STEM received a payment of \$500,000 from Animalcare towards the 33.34% equity interest in STEM that Animalcare acquired on September 28, 2020. As of September 30, 2021, the fair value of capital contributions receivable is \$1,312,158.

The Company, which holds a 66.66% interest in STEM, along with other contributing factors, such as the Company retaining three of five Board positions of STEM, providing extensive services to STEM, and having a significant ability to affect the returns of STEM, has concluded that it controls STEM. Accordingly, all of STEM's assets, liabilities, equity, income, expense, and cash flows are included with Kane Biotech's in the Company's consolidated financial statements. Animalcare's investment was recorded as a minority interest in the Consolidated Statement of Financial Position at its initial fair value of \$2,693,606.

STEM's principal place of business is in Winnipeg, Manitoba, Canada.

Summarized financial information, before inter-company eliminations, for STEM is as follows:

	September 30, 2021	December 31, 2020
Current assets	\$ 1,290,503	\$ 1,590,424
Non-Current assets	923,577	1,321,490
Current liabilities	(592,291)	(519,307)
<b>Net assets</b>	<b>\$ 1,621,789</b>	<b>\$ 2,392,607</b>

	Three months ended September 30, 2021	Three months ended September 30, 2020	Nine months ended September 30, 2021	Nine months ended September 30, 2020
Revenue	\$ 491,786	\$ -	\$ 1,100,548	\$ -
Loss and comprehensive loss	\$ (180,453)	\$ -	\$ (770,817)	\$ -

### 5. License and distribution agreement

During 2017, the Company signed an exclusive license and distribution agreement with Dechra Veterinary Products LLC ("Dechra") that provides for an initial payment of \$500,000 USD along with a series of potential payments linked to various commercial milestones to a combined maximum of \$2.0 million USD. In addition, Kane Biotech receives ongoing royalty payments on net sales of products by Dechra in North America, subject to certain minimum annual royalty payments from Dechra to the Company.

IFRS 15 requires the Company to use a five-step model to determine when the recognition of revenue with respect to payments received from Dechra will be recorded. Under the five-step approach, the Company exercised judgement in determining revenue recognition specifically related to the initial and milestone payments received in 2017 and 2021 respectively.

## KANE BIOTECH INC.

Notes to the Consolidated Financial Statements  
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### 5. License and distribution agreement (continued):

The Dechra agreement includes many rights and obligations, the most significant being Dechra's exclusive "right to use" as it relates to the selling and distribution of products using the Company's coactiv+™ and DispersinB® antibiofilm technologies in the North American veterinary market. The Company concluded that the license fees that were paid up front of \$500,000 USD (CDN \$670,725) represent a material right to use over the duration of the term as such the entity recognised the consideration received as deferred license revenue in its consolidated statement of financial position.

In April 2021, the Company received a \$125,000 USD (CDN \$156,288) milestone payment from Dechra related to the successful production of a pilot batch of a product by a manufacturer in South America. The Company concluded that the milestone payment represents a material right to use over the duration of the term and as such the Company has recognized the consideration received as deferred license revenue in its consolidated statement of financial position.

The non-current deferred license revenue is being recognised over the remaining life of the agreement which was 5.5 years as of September 30, 2021 (December 31, 2020 - 6.2 years).

The agreement also provides for subsequent lump-sum payments from Dechra to the Company related to the completion of specific milestones. The completion of these milestones is related to specific performance obligations and the Company will be recognizing revenue in full as those performance obligations are fulfilled and there is certainty that the related payments will be received.

### 6. Trade and other receivables:

	September 30, 2021		December 31, 2020
Trade receivables	\$ 310,622	\$	294,720
Other receivables	682,386		345,288
	<b>\$ 993,008</b>	<b>\$</b>	<b>640,008</b>

### 7. Inventory:

	September 30, 2021		December 31, 2020
Raw materials	\$ 254,810	\$	210,185
Work-in-progress	784		37,207
Finished goods	324,957		245,907
Allowance for inventory obsolescence	(122,456)		(21,365)
	<b>\$ 458,095</b>	<b>\$</b>	<b>471,934</b>

The cost of inventories recognized as an expense and included in cost of sales for the three months ended September 30, 2021 was \$224,902 (September 30, 2020 - \$122,068).

The cost of inventories recognized as an expense and included in cost of sales for the nine months ended September 30, 2021 was \$492,689 (September 30, 2020 - \$427,494).

## KANE BIOTECH INC.

Notes to the Consolidated Financial Statements  
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### 8. Property and equipment:

The following is a summary of property and equipment as of September 30, 2021:

<b>Cost</b>	<b>Computer and Office Equipment</b>	<b>Scientific and Manufacturing Equipment</b>	<b>Right-of-use Assets</b>	<b>Total</b>
Balance as of January 1, 2020	\$ 55,241	\$ 197,817	\$ 17,311	\$ 270,369
Additions - 2020	4,662	22,567	85,121	112,350
Balance as of December 31, 2020	\$ 59,903	\$ 220,384	\$ 102,432	\$ 382,719
Additions - 2021	69,079	107,579	1,221,346	1,398,004
<b>Balance as of September 30, 2021</b>	<b>\$ 128,982</b>	<b>\$ 327,963</b>	<b>\$ 1,323,778</b>	<b>\$ 1,780,723</b>

<b>Depreciation</b>	<b>Computer and Office Equipment</b>	<b>Scientific and Manufacturing Equipment</b>	<b>Right-of-use Assets</b>	<b>Total</b>
Balance as of January 1, 2020	\$ 33,139	\$ 157,018	\$ 433	\$ 190,590
Additions - 2020	7,168	9,254	12,858	29,280
Balance as of December 31, 2020	\$ 40,307	\$ 166,272	\$ 13,291	\$ 219,870
Additions - 2021	9,106	15,415	67,079	91,600
<b>Balance as of September 30, 2021</b>	<b>\$ 49,413</b>	<b>\$ 181,687</b>	<b>\$ 80,370</b>	<b>\$ 311,470</b>

<b>Carrying amounts</b>	<b>Computer and Office Equipment</b>	<b>Scientific and Manufacturing Equipment</b>	<b>Right-of-use Assets</b>	<b>Total</b>
Balance as of December 31, 2020	19,596	54,112	89,141	162,849
<b>Balance as of September 30, 2021</b>	<b>79,569</b>	<b>146,276</b>	<b>1,243,408</b>	<b>1,469,253</b>

## KANE BIOTECH INC.

Notes to the Consolidated Financial Statements  
Three and Nine months ended September 30, 2021 and 2020

### 9. Intangible assets:

The following is a summary of intangible assets as of September 30, 2021:

<b>Cost</b>	<b>Patents</b>	<b>Trademarks</b>	<b>Total</b>
Balance as of January 1, 2020	\$ 919,962	\$ 75,616	\$ 995,578
Additions - 2020	85,866	13,017	98,883
Change due to derecognition 2020	(98,912)	-	(98,912)
Balance as of December 31, 2020	\$ 906,916	\$ 88,633	\$ 995,549
Additions - 2021	56,144	13,301	69,445
Change due to derecognition 2021	(100,541)	-	(100,541)
<b>Balance as of September 30, 2021</b>	<b>\$ 862,519</b>	<b>\$ 101,934</b>	<b>\$ 964,453</b>

<b>Accumulated amortization and derecognition</b>	<b>Patents</b>	<b>Trademarks</b>	<b>Total</b>
Balance as of January 1, 2020	\$ 229,090	\$ -	\$ 229,090
Amortization - 2020	\$ 48,829	\$ -	48,829
Change due to derecognition 2020	(59,295)	-	(59,295)
Balance as of December 31, 2020	\$ 218,624	\$ -	\$ 218,624
Amortization - 2021	\$ 35,146	\$ -	35,146
Change due to derecognition 2021	(34,369)	-	(34,369)
<b>Balance as of September 30, 2021</b>	<b>\$ 219,401</b>	<b>\$ -</b>	<b>\$ 219,401</b>

<b>Carrying amounts</b>	<b>Patents</b>	<b>Trademarks</b>	<b>Total</b>
Balance as of December 31, 2020	688,292	88,633	776,925
<b>Balance as of September 30, 2021</b>	<b>643,118</b>	<b>101,934</b>	<b>745,052</b>

As of September 30, 2021, the Company has considered indicators of impairment and has determined that it was not feasible to pursue certain patents and accordingly has written-down patents in the amount of \$66,172 (September 30, 2020 - \$32,469). To September 30, 2021, the Company has recorded aggregate impairment losses of \$1,481,911 (September 30, 2020 - \$1,408,591), primarily resulting from patent applications that were abandoned.

Amortization and derecognition expenses are recognized in research expense.

### 10. Accounts payable and accrued liabilities:

	<b>September 30, 2021</b>	December 31, 2020
Trade payables	\$ 791,895	\$ 662,230
Non-trade payables and accrued expenses	1,037,752	613,276
	<b>\$ 1,829,647</b>	<b>\$ 1,275,506</b>



# KANE BIOTECH INC.

## Notes to the Consolidated Financial Statements Three and Nine months ended September 30, 2021 and 2020

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### 11. Due to related party:

The due to related party balance of \$8,066 as of September 30, 2021 (December 31, 2020 - \$21,841) is accumulated interest pertaining to prior years related party cash advances which bore interest at 8% per annum as of January 1, 2019 and were repayable upon demand by the lender. During the year ended December 31, 2019, the Company repaid all principal owing on these advances. This was settled in part through the exercising of warrants.

### 12. Loans payable:

#### (a) Short-term loans

During the year ended December 31, 2020, the Company entered into a credit agreement (the "Credit Agreement") with Pivot Financial Inc. ("Pivot") for a non-revolving term loan in the aggregate amount of \$1,480,000 (the "Credit Facility"). The credit facility bore an interest rate of 14% per annum. In connection with the Credit Agreement, Kane entered into a general security agreement in favour of Pivot creating a first-priority security interest in all of its present and after-acquired personal property of Kane, as well as an intellectual property security agreement. Pursuant to the Credit Agreement, Kane was obligated to make quarterly principal payments in the amount of \$125,000 on each of February 28, 2021, May 31, 2021, and August 31, 2021.

During the nine months ended September 30, 2021, the Company entered into an amended and restated credit agreement with Pivot, increasing the aggregate amount of the non-revolving loan to \$2,500,000. The amended and restated credit facility bears an interest rate of 12.75% per annum and Kane is obligated to make quarterly principal payments in the amount of \$200,000 starting on November 30, 2021.

All obligations under the amended and restated credit facility which remain unpaid by August 31, 2022 (the "Maturity Date") shall be paid in full on the Maturity Date. The balance owing as of September 30, 2021, including accrued interest, is \$2,526,546 (December 31, 2020 - \$1,512,533).

During the nine months ended September 30, 2021, STEM entered into a loan agreement with National Bank of Canada ("National Bank") for a revolving operating line of credit in the amount of \$500,000 (the "Credit Facility"). The Credit Facility bears interest at National Bank's prime rate plus 1.75%. In connection with the Credit Facility, STEM has entered into a general security agreement in favour of National Bank creating a first-priority security interest in all its present and after-acquired property. There is no balance owing on the Credit Facility as of September 30, 2021.

#### (b) Long-term government loans

During the year ended December 31, 2019, the Company signed a funding agreement with Western Economic Diversification Canada ("WD"). The Company will be entitled to receive up to \$3.793 million from WD in the form of interest-free repayable contributions which will be provided to the Company over three years on an expense-incurred basis retroactive to April 1, 2019. Repayment of these contributions will take place over five years starting in April 2023. Up to September 30, 2021, repayable contributions advanced to the Company were \$1,479,441 (December 31, 2021 - \$1,132,001). As of September 30, 2021, the balance recorded in the Consolidated Statement of Financial Position was \$865,149 (December 31, 2020 - \$633,563).

For the three months ended September 30, 2021, the Company recorded a fair value adjustment of \$96,765 (September 30, 2020 - \$ 101,328) on a repayable contribution of \$189,946 (September 30, 2020 - \$ 266,984) received during the period. This amount has been offset with an accretion expense of \$2,347 (September 30, 2020 - \$ 11,027) that was recorded as a finance cost during the period.

For the nine months ended September 30, 2021, the Company recorded a fair value adjustment of \$177,140 (September 30, 2020 - \$ 285,843) on a repayable contribution of \$347,439 (September 30, 2020 - \$ 726,198) received during the period. This amount has been offset with an accretion expense of \$8,423 (September 30, 2020 - \$ 20,860) that was recorded as a finance cost during the period.

## KANE BIOTECH INC.

### Notes to the Consolidated Financial Statements Three and Nine months ended September 30, 2021 and 2020

#### 12. Loans payable (continued):

During the year ended December 31, 2020, the Company received a \$40,000 loan advance from the Canada Emergency Business Account (CEBA) program. This loan is interest-free up to the initial term date ending December 31, 2022, and 25% of the loan advance is forgivable if the other 75% of the loan advance is repaid prior to the initial term date. The Company recorded the loan at fair value at the initial recognition assuming forgiveness of \$10,000 and an effective interest rate of 14%. As of September 30, 2021, the balance recorded in the Statement of Financial Position was \$25,449 (December 31, 2020 - \$23,127).

#### 13. Lease liabilities:

Effective May 1, 2021, the Company signed a 10-year facility lease for both its laboratory and office premises. The terms of the lease require fixed monthly rent payments of \$13,889 over 10 years. At initial recognition, using a discount rate of 6%, the Company determined the fair value lease of the lease liability to be \$1,221,345.

As of September 30, 2021, the carrying amount of lease liabilities was \$1,231,773 (December 31, 2020 - \$80,701). The breakdown of contractual undiscounted cash flows for lease liabilities as of September 30, 2021 and December 31, 2020 is presented below:

	September 30, 2021		December 31, 2020
Less than one year	\$ 214,610	\$	52,492
One to five years	833,875		36,134
Over five years	591,880		-
Discounting	(408,592)		(7,925)
	<b>\$ 1,231,773</b>	<b>\$</b>	<b>80,701</b>

The Company has recognized the lease payments associated with short-term leases during the three months ending September 30, 2021 as an expense of \$29,124 (September 30, 2020 - \$50,822). For the three months ended September 30, 2021, interest expense on lease liabilities was \$1,856 (September 30, 2020 - \$2,004) and lease amortization expense was \$36,249 (September 30, 2020 - \$4,298). For the three months ended September 30, 2021, the total cash outflow for leases was \$77,690 (September 30, 2020 - \$58,536).

The Company has recognized the lease payments associated with short-term leases during the nine months ending September 30, 2021 as an expense of \$110,408 (September 30, 2020 - \$149,469) on a straight-line basis over the lease term. For the nine months ended September 30, 2021, interest expense on lease liabilities was \$5,289 (September 30, 2020 - \$2,004) and lease amortization expense was \$67,080 (September 30, 2020 - \$7,327). For the nine months ended September 30, 2021, the total cash outflow for leases was \$185,970 (September 30, 2020 - \$157,348).

#### 14. Share capital:

##### (a) Authorized

The Company has authorized share capital of an unlimited number of common voting shares.

##### (b) Shares issued and outstanding

Shares issued and outstanding are as follows:

## KANE BIOTECH INC.

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### 14. Share capital (continued):

	Number of Common Voting Shares	Amount
Balance at January 1, 2020	101,531,673	\$ 20,162,950
Issued in Private Placement Offerings, net of issue costs of \$66,117	7,081,862	695,469
Balance as of December 31, 2020	108,613,535	\$ 20,858,419
Warrants exercised	6,200,000	1,116,000
Balance as of September 30, 2021	114,813,535	\$ 21,974,419

During the year ended December 31, 2020, the Company closed its second and final tranche of an aggregate private placement offering. At the closing, 7,081,862 shares at \$0.14 per share were issued for gross proceeds of \$991,461. Issue costs associated with the common shares was \$66,117. Each unit is comprised of one common share of the Company and one-half a share purchase warrant. Each warrant will expire two years from the date the warrant was issued and will entitle the holder to purchase one common share at a price of \$0.18 up to the expiry date. Each warrant issued under the offering has a call right allowing the Company to call the warrants from the holders upon 30 days notice following the price of shares closing at \$0.25 for five consecutive trading days. The fair value of the warrants issued was \$229,875. The shares and warrants were restricted from transfer for a period of four months from the issue date in accordance with applicable securities laws and the policies of the TSX Venture Exchange.

#### (c) Stock option plan

The Company has an equity-settled Stock Option Plan ("Plan") in place for employees, directors, officers, and consultants of the Company which is administered by the Board of Directors. The number of common shares reserved for issuance of stock options is limited to a maximum of 10% of the issued and outstanding shares of the Company at any one time. As of September 30, 2021, an aggregate maximum of 11,481,354 (December 31, 2020 – 10,861,354) common share options are reserved for issuance under the Plan with 11,340,184 (December 31, 2020 – 1,461,799) of those common share options remaining available.

Share options issued to employees, directors and officers of the Company under the Plan expire five years from the grant date. The attributed exercise price of the grant per the Plan cannot be less than the closing price per common share on the date of the grant.

Effective on all stock options issued after April 21, 2021:

- i) The exercise price shall, at a minimum, be equal to the fair market value of the Company's common stock on the grant date (TSXV share price).
- ii) Each stock option shall vest in three equal annual installments, beginning on the grant date unless the participant is employed in investor relation activities for the Company. In such case each stock option shall vest in four equal quarterly installments beginning three months after the grant date
- iii) The options shall expire five years from the date of issue.
- iv) Grants to executive officers shall be made by the Compensation Committee of the Company's Board of Directors. Grants to staff shall be made by authorized officers (the CEO and CFO). The authorized officers may not approve any stock option awards exceeding 500,000 shares to any staff member.
- v) All exceptions must be approved by the Compensation Committee.

Changes in the number of options outstanding during the nine months ended September 30, 2021 and 2020 are as follows:

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### 14. Share capital (continued):

	September 30, 2021		December 31, 2020	
	Options	Weighted average exercise price	Options	Weighted average exercise price
Balance as of January 1, 2021	9,399,555	\$ 0.18	3,949,000	\$ 0.21
Granted	141,170	\$ 0.20	5,960,555	\$ 0.17
Forfeited, cancelled or expired	(9,399,555)	\$ 0.18	(510,000)	\$ 0.27
Balance, end of period	141,170	\$ 0.20	9,399,555	\$ 0.18
Options exercisable, end of period	35,293	\$ 0.20	5,492,518	\$ 0.19
Weighted average fair value per unit of option granted during the period		\$ 0.20		\$ 0.17

Options outstanding at September 30, 2021 consist of the following:

Range of exercise prices	Outstanding number	Weighted average contractual life	Weighted average exercise price	Exercisable number
\$0.20	141,170	4.59	\$0.20	35,293

During the year ended December 31, 2020, the Company issued 5,960,555 stock options in two separate tranches to certain directors, officers, employees, and consultants of the Company. Each option was exercisable into one common share of the Company at prices of either \$0.16 or \$0.18 per share for a period of five years from the date of grant. The options vested over 24 months with one third vesting immediately, one third vesting 12 months from the date of grant and one third vesting 24 months from the date of grant.

During the nine months ended September 30, 2021, the Company cancelled 8,470,555 stock options held by various directors, officers, employees, and consultants of the Company and issued 6,156,203 restricted share units ("RSUs") of the Company to replace the cancelled 8,470,555 stock options pursuant to the restricted share unit plan of the Company dated April 21, 2021. Each exchanged RSU is exercisable into one common share of the Company. The expiry date and vesting periods of the RSUs vary depending upon the participant.

The cancelled stock options were revalued as of the grant date of the RSUs using the Black-Scholes option pricing model with weighted average assumptions that correspond to their times to maturity. RSUs were measured at the Company's stock market price of \$0.18 on July 20, 2021. The incremental fair value increase for the three and nine months ended September 30, 2021 resulting from the revaluation of cancelled stock options and the replacement RSU's was \$336,048, which was recognised as RSU compensation expense.

During the nine months ended September 30, 2021, the Company issued 141,170 stock options to an employee of the Company. Each option is exercisable into one common share of the Company at a price of \$0.20 per share for a period of five years from the date of grant. The options vest in four equal quarterly installments over one year.

For the three months ended September 30, 2021, the Company recorded stock option compensation expense of \$7,908 (September 30, 2020 – \$ 160,241) with a corresponding credit to contributed surplus.

## KANE BIOTECH INC.

### Notes to the Consolidated Financial Statements Three and Nine months ended September 30, 2021 and 2020

#### 14. Share capital (continued):

For the nine months ended September 30, 2021, the Company recorded stock option compensation expense of \$128,742 (September 30, 2020 – \$ 418,201) with a corresponding credit to contributed surplus.

Stock option compensation expense was based on the fair value of the options at the date of measurement using the Black-Scholes option pricing model with the following weighted average assumptions:

	2021	2020
Expected option life	<b>5 years</b>	5 years
Risk free interest rate	<b>0.93%</b>	0.73%
Expected volatility	<b>100.27%</b>	105.22%
Grant-date share price	<b>\$0.20</b>	\$0.16
Option exercise price	<b>\$0.20</b>	\$0.17

For awards that vest at the end of a vesting period, compensation cost is recognized on a straight-line basis over the period of service. For awards subject to graded vesting, each instalment is treated as a separate award with separate fair value and a separate vesting period.

#### (d) Restricted share unit plan

During the nine months ended September 30, 2021, the Company implemented a new equity-settled Restricted Share Unit Plan ("RSU Plan") for employees, directors, officers, and consultants of the Company which is administered by the Board of Directors. The number of common shares reserved for issuance of RSUs is limited to a maximum of 10% of the issued and outstanding shares of the Company as of the date of approval of the RSU Plan by the Shareholders. As of September 30, 2021, an aggregate maximum of 10,961,354 restricted share units are reserved for issuance under the RSU Plan with 221,866 of those restricted share units remaining available.

During the nine months ended September 30, 2021, the Company issued 4,583,285 RSUs to various directors, officers, employees, and consultants of the Company in addition to the 6,156,203 RSUs that replaced the 8,470,555 cancelled stock options (Note 14(c)). Each exchanged RSU is exercisable into one common share of the Company. Expiry dates and vesting periods of the RSUs vary depending upon the participant.

Restricted share units outstanding as of September 30, 2021 consist of the following:

	September 30, 2021	December 31, 2020
	Restricted share units	Restricted share units
Balance as of January 1, 2021	-	-
Granted	<b>10,739,488</b>	-
Balance, end of period	<b>10,739,488</b>	-
Restricted share units exercisable, end of period	<b>7,153,573</b>	-

For the three and nine months ended September 30, 2021, the Company recorded RSU compensation expense of \$820,455 (September 30, 2020 – nil) with a corresponding credit to contributed surplus. RSU compensation expense is based on the fair value of the RSUs as determined by the Company's closing share price on the TSX Venture Exchange on the date of issuance.

For awards that vest at the end of a vesting period, compensation cost is recognized on a straight-line basis over the period of service. For awards subject to graded vesting, each instalment is treated as a separate award with separate fair value and a separate vesting period.

## KANE BIOTECH INC.

Notes to the Consolidated Financial Statements  
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### 14. Share capital (continued):

#### (e) Warrants

During the nine months ended September 30, 2020, the Company issued 3,674,576 warrants as part of the second and final tranche of its aggregate private placement offering. Each warrant expires two years from the date the warrant was issued and entitles the holder to purchase one common share at a price of \$0.18 up to the expiry date. Each warrant issued under the offering has a call right allowing the Company to call the warrants from the holders upon 30 days notice following the price of shares closing at \$0.25 for five consecutive trading days.

During the three months ended September 30, 2021, no warrants (September 30, 2020 – Nil) were exercised.

During the nine months ended September 30, 2021, 6,200,000 warrants (September 30, 2020) – Nil) at a price of \$0.18 per common share were exercised.

Changes in the number of warrants outstanding during the nine months ended September 30, 2021 and 2020 are as follows:

	September 30, 2021			December 31, 2020		
	Warrants	Amount	Weighted average exercise price	Warrants	Amount	Weighted average exercise price
Balance as of January 1, 2021	47,174,389	\$ 1,844,760	\$ 0.18	43,499,813	\$ 1,614,884	\$ 0.18
Granted				3,674,576	\$ 229,876	\$ 0.18
Exercised	(6,200,000)	(295,516)	-	-	\$ -	\$ -
Balance as of September 30, 2021	40,974,389	\$ 1,549,244	\$ 0.18	47,174,389	\$ 1,844,760	\$ 0.18
Weighted average remaining contractual life	0.32 years			1.04 years		

During 2020, 34,507,997 warrants issued as part of a private placement offering completed in 2017 were extended until 2022. No adjustments were made to the fair value of these warrants in accordance with the Company's accounting policy.

The relative fair value of warrants was determined at the date of issue using the Barrier option pricing model with the following weighted average assumptions:

	September 30, 2021	December 31, 2020
Expected option life	-	2 years
Risk free interest rate	-	1.32%
Expected volatility	-	76.18%
Grant-date share price	-	\$0.23
Warrant exercise price	-	\$0.18
Price barrier	-	\$0.25

#### (f) Per share amounts

The weighted average number of common voting shares outstanding for the three months ended September 30, 2021 and 2020 was 114,813,535 and 108,613,535 respectively.

The weighted average number of common voting shares outstanding for the nine months ended September 30, 2021 and 2020 was 111,857,331 and 106,473,412 respectively.

The dilution created by options and warrants has not been reflected in the per share amounts as the effect would be anti-dilutive.

# KANE BIOTECH INC.

Notes to the Consolidated Financial Statements  
Three and Nine months ended September 30, 2021 and 2020

## 15. Commitments and contingencies:

### (a) Commitments

As of September 30, 2021 and in the normal course of business, the Company has obligations to make future payments, representing contracts and other commitments that are known and committed.

Contractual obligation payments due by fiscal year ending December 31:

	USD	CND
2021	\$ 10,000	\$ 15,000
2022	\$ 10,000	\$ 15,000
2023	\$ 10,000	\$ -
2024	\$ 10,000	\$ -
2025 and after	\$ 10,000	\$ -
	<b>\$ 50,000</b>	<b>\$ 30,000</b>

The Company holds a worldwide exclusive right to Competence Stimulating Peptide (CSP) technology from the University of Toronto Innovations Foundation (UTIF). In consideration for the right, the Company will pay UTIF a royalty of a stipulated percentage of the net sales, if any, of the licensed products. If the Company sublicenses any rights to a third party, the Company will pay UTIF a percentage of a sublicense fee or sublicense royalty fees. The Company does not expect to make royalty payments under this agreement in fiscal 2021 and cannot predict when such royalties will become payable, if at all.

Also, the Company holds a worldwide exclusive license to DispersinB<sup>®</sup> enzyme from the University of Medicine and Dentistry of New Jersey (UMDNJ), now part of Rutgers University (Rutgers). In consideration for the right, the Company will pay a royalty to Rutgers of a stipulated percentage of the net sales, if any, of the licensed products. If the Company sublicenses any rights to a third party, the Company will pay Rutgers a percentage of a sublicense fee and/or sublicense royalty fees. A minimum royalty fee of \$10,000 USD per annum is payable for the life of the license, with additional milestone payments possible throughout the term of the agreement.

### (b) Guarantee

The Company periodically enters into research and licence agreements with third parties that include indemnification provisions customary in the industry. These guarantees generally require the Company to compensate the other party for certain damages and costs incurred because of claims arising from research and development activities undertaken on behalf of the Company. In some cases, the maximum potential number of future payments that could be required under these indemnification provisions could be unlimited. These indemnification provisions generally survive termination of the underlying agreement. The nature of the indemnification obligations prevents the Company from making a reasonable estimate of the maximum potential amount it could be required to pay. Historically, the Company has not made any indemnification payments under such agreements and no amount has been accrued in the accompanying financial statements with respect to these indemnification obligations.

## 16. Government and other assistance:

For the three months ended September 30, 2021, the Company recorded \$806,525 in government assistance (September 30, 2020 - \$ 33,452).

For the nine months ended September 30, 2021, the Company recorded \$1,429,682 in government assistance (September 30, 2020 - \$ 485,814).

Government assistance was recorded as reductions in research and general and administrative expenditures on the consolidated statements of loss and comprehensive loss.

As of September 30, 2021, trade and other receivables included \$607,820 (September 30, 2020 – \$21,986) of government assistance receivable.

## KANE BIOTECH INC.

### Notes to the Consolidated Financial Statements Three and Nine months ended September 30, 2021 and 2020

#### 17. Related parties:

##### (a) Key management personnel compensation

Key management personnel are those persons having authority and responsibility for planning, directing, and controlling the activities of the Company. The Board of Directors, President & CEO and CFO are key management personnel.

In addition to their base salaries, the Company also provides non-cash benefits, a short-term incentive plan and participation in the Stock Option Plan (Note 14(c)) and Restricted Share Unit Plan (Note 14(d)). The following table details the compensation recorded for key management personnel:

	<b>Three months ended</b>		Three months ended		<b>Nine months ended</b>		Nine months ended
	<b>September 30, 2021</b>		September 30, 2020		<b>September 30, 2021</b>		September 30, 2020
Salaries, fees and short-term employee benefits	\$ 110,743	\$	108,596	\$	344,882	\$	213,938
Share-based payments	393,214		33,113		453,006		128,219
	<b>\$ 503,957</b>	\$	141,709	\$	<b>797,888</b>	\$	342,157

##### (b) Key management personnel and director transactions

Directors and key management personnel control 27.0% of the voting shares of the Company.

During the nine months ended September 30, 2021, \$13,775 (September 30, 2020 - \$20,000) was paid to a related party pertaining to accumulated interest on prior years' related party cash advances which bore interest at 8% per annum as of January 1, 2019 and were repayable upon demand by the lender.

During the year ended December 31, 2019, the Company repaid all principal owing on these advances.

As of September 30, 2021, the loan receivable balance of \$110,000 (December 31, 2020 - \$110,000) represents cash advances provided to a company which is wholly owned by the President & CEO of Kane Biotech as part of a demand loan of up to \$150,000 approved by the Board of Directors in 2019. This loan bears interest at 8% per annum and is secured by all of the assets of the borrower. As of September 30, 2021, the interest receivable from this loan is \$14,467 (December 31, 2020 - \$7,909) and is included in trade and other receivables on the consolidated statement of financial position.

Accrued liabilities owing to key management personnel was \$596 as of September 30, 2021 (December 31, 2020 - \$3,849).

During the year ended December 31, 2020, STEM entered into a contract with a key employee that provides the employee with incremental variable compensation based on a pre-determined formula once STEM achieves a minimum of \$2 million of EBITDA. The value of the compensation increases with further increases in EBITDA. Payments under the plan could begin as early as October 8, 2023. The Company has not recorded a liability related to this plan as of September 30, 2021.

#### 18. Segmented information:

With the creation of STEM as described in Note 4, the Company now has a separate operating segment for Animal Health. There are no other distinct operating segments within the remaining operations of the Company.

Information regarding the results by operating segment for the three and nine months ended September 30, 2021 is as follows:



# KANE BIOTECH INC.

## Notes to the Consolidated Financial Statements Three and Nine months ended September 30, 2021 and 2020

### 18. Segmented information (continued):

	Three months ended			Nine months ended		
	September 30, 2021	September 30, 2021	September 30, 2021	September 30, 2021	September 30, 2021	September 30, 2021
	<b>STEM</b>	<b>All Other Segments</b>	<b>Total</b>	<b>STEM</b>	<b>All Other Segments</b>	<b>Total</b>
<b>Revenue</b>						
License	\$ 12,500	\$ 23,372	\$ 35,872	\$ 37,500	\$ 63,512	\$ 101,012
Royalty	35,146	-	35,146	101,899	-	101,899
Sales of goods and services	444,140	26,144	470,284	961,149	32,022	993,171
<b>Total Revenue</b>	<b>491,786</b>	<b>49,516</b>	<b>541,302</b>	<b>1,100,548</b>	<b>95,534</b>	<b>1,196,082</b>
<b>Cost of sales-sales of goods and services</b>	<b>393,135</b>	<b>16,502</b>	<b>409,637</b>	<b>792,972</b>	<b>21,984</b>	<b>814,956</b>
<b>Gross Profit</b>	<b>98,651</b>	<b>33,014</b>	<b>131,665</b>	<b>307,576</b>	<b>73,550</b>	<b>381,126</b>
<b>Expenses</b>						
General and administration	330,491	1,075,173	1,405,664	904,320	2,219,702	3,124,022
Research	(21,351)	336,992	315,641	249,172	588,119	837,291
	309,140	1,412,165	1,721,305	1,153,492	2,807,821	3,961,313
<b>Loss from operations</b>	<b>(210,489)</b>	<b>(1,379,151)</b>	<b>(1,589,640)</b>	<b>(845,916)</b>	<b>(2,734,271)</b>	<b>(3,580,187)</b>
<b>Other expenses (income):</b>						
Finance income	(30,394)	(2,532)	(32,926)	(89,662)	(6,941)	(96,603)
Finance costs	776	125,814	126,590	11,237	271,946	283,183
Fair value adjustment - government loan	-	(96,765)	(96,765)	-	(177,140)	(177,140)
Foreign exchange loss (gain)	(418)	(3,162)	(3,580)	3,326	(214)	3,112
<b>Net other expenses (income)</b>	<b>(30,036)</b>	<b>23,355</b>	<b>(6,681)</b>	<b>(75,099)</b>	<b>87,651</b>	<b>12,552</b>
<b>Loss and comprehensive loss for the period</b>	<b>\$ (180,453)</b>	<b>\$ (1,402,506)</b>	<b>\$ (1,582,959)</b>	<b>\$ (770,817)</b>	<b>\$ (2,821,922)</b>	<b>\$ (3,592,739)</b>
<b>Loss and comprehensive loss attributable to:</b>						
Shareholders	(120,290)	(1,402,506)	(1,522,796)	(513,826)	(2,821,922)	(3,335,748)
Minority interest	(60,163)	-	(60,163)	(256,991)	-	(256,991)
<b>Loss and comprehensive loss for the period</b>	<b>(180,453)</b>	<b>(1,402,506)</b>	<b>(1,582,959)</b>	<b>(770,817)</b>	<b>(2,821,922)</b>	<b>(3,592,739)</b>

Information regarding the financial position by operating segment as of September 30, 2021 is as follows:

	Nine months ended		
	September 30, 2021	September 30, 2021	September 30, 2021
	<b>STEM</b>	<b>All Other Segments</b>	<b>Total</b>
Current assets	1,290,503	2,080,536	3,371,039
Non-current assets	923,577	2,245,596.76	3,169,173
<b>Total assets</b>	<b>2,214,080</b>	<b>4,326,132</b>	<b>6,540,212</b>
Current liabilities	592,291	4,069,310	4,661,601
Non-current liabilities	-	2,331,417	2,331,417
Shareholders' equity (deficit)	1,621,789	(2,074,595)	(452,806)
<b>Total liabilities and shareholder's equity</b>	<b>2,214,080</b>	<b>4,326,132</b>	<b>6,540,212</b>

## KANE BIOTECH INC.

### Notes to the Consolidated Financial Statements Three and Nine months ended September 30, 2021 and 2020

#### 18. Segmented information (continued):

In terms of geographic segmentation, a substantial proportion of its revenues come from non-Canadian sources. The breakdown of Canadian to non-Canadian revenues is as follows:

	Three months ended September 30, 2021	Three months ended September 30, 2020	Nine months ended September 30, 2021	Nine months ended September 30, 2020
Domestic	\$ 387,755	\$ 191,576	\$ 744,228	\$ 524,014
International	153,547	169,027	451,854	560,222
	<b>\$ 541,302</b>	<b>\$ 360,603</b>	<b>\$ 1,196,082</b>	<b>\$ 1,084,236</b>

Each of the Company's three largest customers represent at least 10% of the Company's total sales of \$312,206 for the three months ended September 30, 2021 (September 30, 2020 – three customers, 64%).

Each of the Company's three largest customers represent at least 10% of the Company's total sales of \$549,766 for the nine months ended September 30, 2021 (September 30, 2020 – three customers, 71%).

#### 19. Determination of fair values:

Several of the Company's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values that have been determined for measurement and/or disclosure purposes based on certain models are indicated below. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

##### (a) Share-based payment transactions:

The fair value of stock options is measured using the Black-Scholes formula. Measurement inputs include share price on measurement date, exercise price of the instrument, expected volatility (based on weighted average historic volatility adjusted for changes expected due to publicly available information), weighted average expected life of the instruments, expected dividends, and the risk-free interest rate (based on government bonds). Service and non-market performance conditions attached to the transactions are not considered in determining fair value.

The fair value of restricted share units is determined by the Company's closing share price on the TSX Venture Exchange on the date of issuance.

##### (b) Financial assets and liabilities:

The Company has determined the estimated fair values of its financial instruments based on appropriate valuation methodologies. The carrying values of current monetary assets and liabilities approximate their fair values.

Financial assets and liabilities that are recognized on the consolidated statement of financial position at fair value follow a hierarchy that is based on the significance of the inputs used in making the measurements. The long-term government loans represent a level 2 input that represents inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).

#### 20. Subsequent event:

On November 5, 2021, STEM received \$500,000 from Animalcare as consideration for an initial licensing fee that was due to STEM as part of the Exclusive License and Distribution Agreement between the two parties.