



**SQI DIAGNOSTICS INC.**

Management's Discussion and Analysis of Financial  
Condition and Results of Operations

**June 30, 2016**

## Management's Discussion and Analysis of Financial Condition And Results of Operations

*This Management's Discussion and Analysis ("MD&A") covers the audited financial statements for the three and nine months ended June 30, 2016 and 2015. The annual audited financial statements and MD&A for the year ended September 30, 2015 and the most recent Annual Information form ("AIF") can be found on SEDAR at [www.sedar.com](http://www.sedar.com).*

*All amounts are expressed in Canadian dollars unless otherwise indicated.*

*This discussion and analysis was prepared by management using information available as at August 16, 2016.*

*This document contains forward-looking statements that relate to future events or future performance and reflect our expectations and assumptions regarding our growth, results of operations, performance and business prospects and opportunities. Such forward-looking statements reflect our current beliefs and are based on information currently available to us. In some cases, forward-looking statements can be identified by terminology such as "our goal", "may", "would", "could", "will", "should", "expect", "plan", "intend", "anticipate", "believe", "estimate", "predict", "potential", "continue", "positioned" or the negative of these terms or other similar expressions concerning matters that are not historical facts. The forward-looking statements in this document include, among others, statements regarding our future operating results, economic performance, product development efforts, and statements in respect of:*

- *our requirement for, and our ability to obtain, future funding;*
- *our expected future losses and accumulated deficit levels;*
- *technological advances of competitive products and general market competition;*
- *our expectations regarding the acceptance of our products by the market;*
- *our expectations regarding the progress and the successful and timely completion of the various stages of the regulatory clearance process;*
- *our strategy to develop new products and to enhance the capabilities of existing products;*
- *our strategy with respect to research and development;*
- *our dependence on expanding our customer base;*
- *our plans to market, sell and distribute our products in Canada and the United States;*
- *our plans in respect of strategic partnerships for research and development;*
- *our ability to obtain a sufficient supply of the components needed for our products;*
- *our plans to retain and recruit personnel;*
- *our plans to correct defects or errors in our systems; and*
- *our strategy with respect to the protection of our intellectual property.*

*A number of factors could cause actual events, performance or results, including those in respect of the foregoing items, to differ materially from the events, performance and results discussed in the forward-looking statements. Factors that could cause actual events, performance or results to differ materially from those set forth in the forward-looking statements include, but are not limited to:*

- *the extent of our future losses;*
- *our ability to obtain the capital required to fund development and operations;*
- *development or commercialization of similar products by our competitors;*
- *our ability to develop and market our products;*
- *our ability to comply with applicable governmental and securities regulations and standards;*
- *our ability to develop and commercialize our technologies;*
- *delays or failures in our ability to develop and implement new diagnostic products;*

- *our ability to expand our customer base;*
- *our ability to market, sell and successfully commercialize our products;*
- *our ability to attract and retain skilled and experienced personnel;*
- *the impact of changes in the business strategies and development priorities of our strategic partners;*
- *loss of suppliers or increases to the cost of the components of our systems;*
- *the impact of legislative changes to the healthcare system and regulatory process;*
- *our ability to maintain effective internal control over financial reporting;*
- *damage to our manufacturing facility or its failure to accommodate future sales growth;*
- *the impact of unknown defects or errors and product liability claims;*
- *foreign currency fluctuations;*
- *our ability to obtain patent protection and protect our intellectual property rights and not infringe on the intellectual property rights of others;*
- *the expense and potential harm to our business of intellectual property litigation;*
- *stock market volatility;*
- *the fact that further equity financing may substantially dilute the interests of our shareholders; and*
- *other risks detailed from time-to-time in our ongoing quarterly filings, annual information forms, annual reports and annual filings with applicable securities regulators, and those which are discussed under the heading “Risk Factors”.*

*Although the forward-looking statements contained in this management discussion and analysis are based on what we consider to be reasonable assumptions based on information currently available to us, there can be no assurance that actual events, performance or results will be consistent with these forward-looking statements, and our assumptions may prove to be incorrect. These forward-looking statements are made as of the date of this document.*

## **OVERVIEW**

### **History**

SQI Diagnostics Inc. was founded in 1999 to capitalize on two emerging opportunities: the large and growing number of blood tests performed to diagnose the state of a patient’s disease; and the need to reduce both the effort and costs of these tests. We believed that capitalizing on those trends would create a profitable business that will significantly benefit SQI and the life sciences industry.

From 1999 to 2013 we concentrated on transforming the core intellectual property into usable technologies - multiplexed kits and the automated platforms to run them on. During this time we were focussed on developing tests for the regulated diagnostic testing market and continue to believe that this market is an important part of our strategy.

In 2013 we redirected our efforts to also market and sell our multiplexing technology and products to big pharma and other diagnostic companies. We did this to shorten the time to revenue, reduce our exposure to lengthy and expensive regulatory processes

and to significantly reduce the total development effort needed to create commercial products.

The use of biologic drugs - proteins that are engineered in the laboratory for pharmaceutical use – has increased significantly since the introduction of the first recombinant protein therapeutic--human insulin--25 years ago. Today, there are an estimated 5,000 biologic drugs undergoing extensive development in North America. The annual market for custom and routine high-volume assays used during clinical drug development is estimated to be over \$11 billion in the US and EU. In this market, our services and products are currently used to test responses to and aspects of the safety of novel and *biosimilar* drugs. Our tests allow pharmaceutical companies to condense a large number of tests into a single SQI test.

SQI's transition has taken several years to realize because of the time required to establish credentials with opinion-leading large customers by validating product and platform performance. We believe that in the last quarter SQI has clearly demonstrated these value propositions by completing all three of the steps outlined above with four distinct customer's tests. As a consequence, we are confident that we are fast approaching a commercial inflection point where we will achieve significant and growing kit sales.

Once SQI products have been embedded within our customer's testing protocols, we expect that their commitment will be long term since changing protocols is expensive, complicated and labour intensive. We have now been through this process with several customers, with multiple products in both our big pharma and diagnostic segments, and are currently advancing to the stage of creating a recurring revenue-stream that we believe will be both high in volume and high in margin.

We have shown that SQI's technology and automated platforms are uniquely positioned to assist pharmaceutical and biotechnology companies comply with guidance published by the FDA in 2014, as demonstrated through six public presentations by global pharmaceutical / biotechnology companies. The presentations each demonstrated how SQI's technology was used to detect a broad range of 'targets' in one test, with superior performance.

## **Outlook**

Our value proposition is consistent across our target markets. We significantly reduce our customer's costs to develop, run and manage their testing needs while delivering superior quality tests via "multiplexing" and automation.

Today, each of these value-propositions have come true: SQI provides best-in-class platforms which use customized consumable kits to reduce the time and cost required for testing while ensuring those tests are of the highest quality. We achieve this through “multiplexing”, which allows our customers to get many results from a single test.

We believe that we are approaching a commercial inflection point in the evolution of SQI.

During the last 12 months we have delivered custom tests to pharma customers that produce as many as 30 unique results from a single SQI test. Our test kits not only significantly reduce the number of tests run, but our products technically outperform the single test methods they currently use.

However, in the last quarter we made another major advance in multiplexing and are developing a product, under contract, to deliver 40 results in a single test. This high level of multiplexing reduces the cost and labour our customers would incur to develop, validate, and, most importantly, to run the kits in their operations compared to the individual tests. In this example of a 40 result test, using SQI kits could potentially replace several million single tests in one year. We believe this to be an impressive improvement for our customers.

SQI has continued its transition into a revenue generating commercial enterprise with revenues for the nine months ended June 30, 2016 of \$712,000 compared to \$443,000 for fiscal 2015.

#### Drug Development Testing

In our pharma business segment, the Company has one **sqidlite** system being commercially operated at a customer to whom we’ve recently delivered our first substantial commercial order of test kits. We have received a second purchase order for test kits from this customer and are expecting other orders in fiscal Q4. We previously announced signing a multi-year, multi-product agreement with this customer following the development and evaluation of multiple custom products designed to run on the **sqidlite** system. We believe the success from the completed evaluation will result in the imminent sale of this **sqidlite** and follow-on recurring kit sales for three other products that are ready now, plus several more that are in the planning phase.

In the current quarter we launched our xPlex product. xPlex was developed, in part, to address concerns raised by several target customers regarding our custom test-development services. To use this service, that ultimately leads to commercial product sales for SQI, the customer must transfer their highly proprietary drug to our development team - many companies either do not want to do this or have specific policies prohibiting such transfers.

In the quarter, we delivered a sqid-**X** system to a large Pharma customer along with the sale to them of our new xPlex product. This platform placement and sale of xPlex kits is to allow the customer to evaluate the xPlex product and sqid-**X** system.

The results of the early xPlex evaluation at our customer will provide critical data to assist with the full launch of this product to our other global Pharma customers and the market in general. The xPlex product includes kits and software that allow our pharmaceutical customers to develop multiplexed tests using their in-development drugs and our kits to automate these tests on our platforms. This flexible consumable product gives our customers control over the development process, their highly proprietary drug compounds and development timelines as they are able to develop their test in-house on SQI's xPlex consumables. And, xPlex greatly expands the number of development teams using SQI products and broadens our opportunities for recurring sales.

We are advancing our goal of increasing platform placements in our Pharma business segment with 2 platforms currently placed. We have experienced a delay with the delivery of one sqid**lite** platform to a pharma customer that was scheduled for July 2016 to evaluate kits developed for them; we are working with this pharma customer to determine an alternative delivery date.

Our sales team continues to build on our sales pipeline both within our existing customers and with new customers; we are currently advancing multiple sales opportunities in our pharma and diagnostics segments and believe we will be finalizing contracts with two of these customers in the current quarter.

#### Diagnostic Testing

The first milestone in the platform sale to our DNA customer – the delivery and validation of the platform at our facility – is in progress and will be completed in the fourth quarter. We continue to earn service revenue from this customer for the development of their test, which has grown to an approximately 80-plex DNA-based test to detect infections in human blood.

In addition, in our Diagnostic Testing business segment we have completed an agreement with a customer with SQI being commissioned to develop a 40-plex product. The first milestone in this process was the completion of a proof of principle that produced very positive results and achieved our first milestone, during the quarter. We expect to begin the full development of the commercial 40-plex product - the benefits of this product were described above.

We have invested significantly in developing and patenting our technologies and automated systems so that our customers in the pharmaceutical, biotechnology and diagnostic markets can save considerable time and money. We have also expanded the range of applications for our multiplexing technology with two market groups: pharmaceutical and biotechnology drug developers and other diagnostic manufacturers.

Coinciding with our expected customer demand for kits, SQI will be expanding its manufacturing capabilities.. This scale-up is currently being coordinated with our vendors and its execution will be planned to be completed to satisfy customer demand.

### **SQI Value Proposition**

We produce and market best-in-class platforms, which use our precisely customized consumable kits exclusively, creating a recurring revenue-stream that will be both high in volume and high in margin.

This value proposition is consistent across all our target markets. We significantly reduce both human labour and cost while delivering superior quality tests via “multiplexing” and automation.

This, in turn, creates a widening circle of benefits: it significantly reduces the effort to validate many different tests; and reduces the consumption of limited and very valuable blood samples. This enables our customers to run many different tests using 95% less blood.

Our unique multiplexing capabilities enable the testing market to expand in a major way by delivering more tests and creating more data at a lower cost. In addition, our automated systems are used to run SQI tests “hands-free”, providing complete data analysis, which is seamlessly reported to our customers’ data management systems. Our scientists are developing many different highly technical products within timeframes and at levels of performance that have repeatedly exceeded our customers’ expectations.

Our big pharma and major biotech customers and collaborators have supported our technology through their highly complimentary presentations of our results at leading academic and international industry conferences. The most recent was the presentation by Dr. Swati Gupta, PhD, Director of Immunology for Allergan Inc. at the 10th Annual Workshop on Recent Issues in Bioanalysis in Orlando, Florida on April 18, 2016.

As a result, we can say with confidence that during the 2015 fiscal year and into 2016 SQI increased industry acceptance for our multiplexing diagnostic products from Big Pharma. As a result, we are poised to complete the sale of platforms in the coming

quarters to customers in both Pharma and Diagnostics for whom we have been completing long, multi-product evaluations. These platforms will provide a base which will generate recurring revenues from the sales of both custom-designed consumables and routine tests; both run exclusively on SQI platforms.

Once SQI technology and products have been embedded within the drug development protocols of our customers, we expect that their commitment will be long term and our base revenue streams secure, since changing FDA-approved protocols is both expensive and complicated. As our customers become familiar with installed SQI platforms and the many benefits derived from them, these relationships can be leveraged for additional market-development opportunities.



## **CORPORATE FINANCING TRANSACTIONS**

On July 14, 2016 the Company announced a Rights Offering to shareholders of record on July 21, 2016, on the basis of one Right for each six (6) Common Shares held. Each Right will entitle the holder thereof to subscribe for one Common Share upon payment of the subscription price of \$0.27 per Common Share. In connection with the Rights Offering, SQI has entered into a stand-by purchase agreement with certain insiders who together currently own, directly or indirectly, or exercise control or direction over, approximately 43.19% of SQI's Common Shares. Under the Stand-By Purchase Agreement, the Stand-By Purchasers have agreed to subscribe for, and the Company has agreed to issue, all common shares offered under the Rights Offering that are not otherwise purchased by Shareholders. There are currently 69,347,003 Common Shares issued and outstanding. Assuming the exercise of all Rights or the entire take-up of the stand-by commitment, the Rights Offering will raise gross proceeds of approximately \$3,121,000.

On December 15, 2015 and December 21, 2015 the Company completed a non-brokered private placement of an aggregate of 7,630,945 units of the Company at \$0.40 per unit for gross proceeds of \$3,052,000. Each unit comprises one common share of the Company and one common share purchase warrant. Each warrant is exercisable at a price of \$0.52 and entitles the holder thereof to acquire one common share for a period of three years from the date of issuance. The proceeds from the issuance of units are allocated between capital stock and warrant capital based on their relative fair values, with \$1,183,000 being allocated to warrant capital. The fair value of the warrants was estimated using the Black-Scholes pricing model with the following assumptions: share price \$0.30; dividend yield 0%; risk free interest 0.54%; volatility 125%; and an expected life of 3 years. Expected volatility is based on historical volatility. The total share issuance costs were \$32,000.

On December 4, 2014 1,199,052 warrants, having reached the maximum term allowable under TSX rules, expired unexercised. The warrants were issued in December 2009 in connection with a private placement. Accordingly, \$1,107,000 was transferred from warrant capital to contributed surplus in 2015.

On January 14, 2016 the Company extended the expiry of 2,965,000 warrants that were issued in connection with a private placement in January 2014. Each warrant entitles the holder thereof to purchase one common share of the Company at any time until the close of business on January 26, 2016 at an exercise price of \$0.65 per common shares. The warrants were amended to extend the term of such Warrants until January 26, 2017. All other provisions of the warrants remain the same. Accordingly, \$239,000 was transferred from warrant capital to contributed surplus in 2016. In addition 296,500 warrants with an expiry of January 26, 2016 expired unexercised and \$95,000 was

transferred to contributed surplus.

On March 11, 2016 the Company extended the expiry of 8,400,000 warrants that were issued in connection with a public offering in April 2014. Each warrant entitled the holder thereof to purchase one common share of the Company at any time until the close of business on April 10, 2016 at an exercise price of \$0.65 per common shares. The warrants were amended to extend the term of such Warrants until April 10, 2019, subject to certain accelerated expiry conditions. All other provisions of the warrants remain the same. Accordingly, \$1,484,000 was transferred from warrant capital to contributed surplus in 2016. In addition, 588,000 warrants with an expiry of April 10, 2016 expired unexercised and \$191,000 was transferred to contributed surplus.

## SELECTED FINANCIAL INFORMATION

### Third Quarter Commentary

The table below summarizes quarterly financial information for the three month periods shown.

	June 30, 2016 (000s)	March 31, 2016 (000s)	December 31, 2015 (000s)	September 30, 2015 (000s)
Revenue	\$ 235	\$ 280	\$ 197	\$ 178
Net Loss	\$ 1,446	\$ 987	\$ 1,358	\$ 1,548
Net Loss Per Share	\$ (0.02)	\$ (0.01)	\$ (0.02)	\$ (0.03)
Weighted Average Shares	69,347	69,347	63,115	60,847
	June 30, 2015 (000s)	March 31, 2015 (000s)	December 31, 2014 (000s)	September 30, 2014 (000s)
Revenue	\$ 180	\$ 70	\$ 15	\$ 67
Net Loss	\$ 1,571	\$ 1,613	\$ 1,365	\$ 1,546
Net Loss Per Share	\$ (0.03)	\$ (0.03)	\$ (0.02)	\$ (0.03)
Weighted Average Shares	56,381	56,336	56,336	56,336

During the third quarter of fiscal 2016 the Company continued to record revenue resulting from product and services sales in our drug development business. Revenue for the three months ended June 30, 2016 was \$235,000 compared to \$180,000 for the same period last year. Revenue for the nine months ended June 30, 2016 was \$712,000 compared to \$265,000 for the same period last year. The Company continued to earn revenue from multiple development projects in its drug development business and its diagnostic sector and from the sale of commercial test kits.

For the quarter, the Company recorded a net loss of \$1,446,000 (\$0.02 net loss per share) as compared to the net loss of \$1,571,000 (\$0.03 net loss per share) for the quarter-ended June 30, 2015. The loss for the nine months ended June 30, 2016 was \$3,791,000 as compared to \$4,549,000 for the same period last year. Per share values are based on the weighted average shares outstanding in the relevant period. For the quarter-ended June 30, 2016 there was an average of 69,347,000 shares outstanding.

The net loss for the three and nine months ended June 30, 2016 was lower than the loss for the three and nine months ended June 30, 2015. The decrease in the loss is attributable to the increases in revenues over the three and nine months ended June

30, 2016 and decreased in costs over the relevant periods as well as the effects of the SR&ED tax credit recorded in the nine month period.

R&D expenditures, excluding amortization, SR&ED investment tax credits recoverable and stock based compensation, for the three months ended June 30, 2016 were \$846,000 compared to \$709,000 for the same period in 2015. R&D expenditures, excluding amortization, SR&ED investment tax credits recoverable and stock based compensation, for the nine months ended June 30, 2016 were \$2,371,000 compared to \$2,181,000 for the same period in 2015. R&D costs were higher for the three and nine month periods ended June 30, 2016 compared to the same periods in 2015 due to additional personnel and laboratory costs incurred in the science and engineering teams to ensure customer timelines were achieved. During the nine months ended June 30, 2016 the Company engaged consultants to review and file SR&ED claims for fiscal 2014 and 2015 this has resulted in an investment tax credit recoverable of \$360,000 being recorded in the period.

Corporate and general expenses include salaries and related expenses (including benefits and payroll taxes) of the Company other than salaries and related expenses paid to personnel engaged in research and development. Salaries and wages were \$117,000 for the quarter-ended June 30, 2016 compared to \$153,000 for the quarter-ended June 30, 2015. Salaries and wages were \$459,000 for the nine months ended June 30, 2016 compared to \$407,000 for the nine months ended June 30, 2015. The increase is attributable to staffing changes and primarily relate to salary for a Chief Financial Officer hired in the second quarter of 2015 and released in the second quarter of 2016.

Corporate and general expenses also include general and administrative expenses which comprise occupancy costs, insurance costs, foreign exchange expenses, and other general operating costs. General and administrative expenses were \$132,000 for the three months ended June 30, 2016 compared to \$129,000 for the comparable period ended June 30, 2015. General and administrative costs for the three month periods were consistent. General and administrative expenses were \$369,000 for the nine months ended June 30, 2016 compared to \$393,000 for the comparable period ended June 30, 2015. The decrease for the nine month period is mainly due to the favorable change in the US dollar exchange rate.

Professional consulting (legal, accounting, Board of Directors compensation (NIL), recruiting, administrative contractor, and investor relations) costs in the three months ended June 30, 2016 were \$102,000 compared to \$259,000 for the three months ended June 30, 2015. Professional consulting costs in the nine months ended June 30, 2016 were \$310,000 compared to \$559,000 for the nine months ended June 30, 2015. The decrease in professional and consulting costs for the three and nine months ended June 30, 2016 as compared to the same period last year is a result of Board of Directors fees

being waived since April of 2015 and the decreases in legal and investor relations fees during the periods.

Sales and marketing expenses were primarily related to sales and marketing consultant fees and to travel related to selling activities in the quarter. Sales and marketing expenses, excluding stock based compensation, totalled \$158,000 for the three months ended June 30, 2016 compared to \$208,000 for the three months ended June 30, 2015. Sales and marketing expenses, excluding stock based compensation, totalled \$485,000 for the nine months ended June 30, 2016 compared to \$566,000 for the same period last year. Sales and marketing expenses were lower in the three and nine month periods compared to the same periods in the previous year. The Company lost one sales contractor and is currently in the process of filling that position. In the second quarter of fiscal 2016 the Company hired a customer solutions manager.

Non-cash stock based compensation charges totalled \$68,000 for the three months ended June 30, 2016 compared to \$39,000 for the three months ended June 30, 2015. Non-cash stock based compensation charges totalled \$102,000 for the nine months ended June 30, 2016 compared to \$109,000 for the nine months ended June 30, 2015. As announced in March of 2016 the Company granted 2,054,000 options as part of a Company-wide incentive plan to motivate and retain our highly specialized employees.

Interest income earned on short-term investments equalled \$3,000 for the three months ended June 30, 2016 (nine months - \$10,000) compared to \$3,000 for three months ended June 30, 2015 (six months - \$8,000). The Company invests its cash in variable term cashable government investment certificates and short-term money market deposits.

### **Sources and Uses of Cash**

Management expects losses to continue into fiscal 2016 as investment continues in product development and commercialization efforts for its pipeline of custom Ig\_plex consumable kits and platforms, IVD tests and sales and marketing initiatives. Management expects to reduce losses later in fiscal 2016 as it generates revenues from a variety of Diagnostic Tools and Services' customers.

The Company has funds sufficient to meet our anticipated operating cash requirements for approximately one month. However, capital expenditures to increase manufacturing capacity and the purchase of platforms in anticipation of customer demand will impact the Company's cash resources. As noted earlier the Company has announced a Rights Offering with expected gross proceeds of \$3,121,000.

Operating activities for the quarter-ended June 30, 2016 were financed by cash on hand and from financing initiatives closed during the year-to-date.

At June 30, 2016, current assets were \$2,171,000 compared to \$2,555,000 at September 30, 2015. As at June 30, 2016 the Company has a \$1,413,000 working capital surplus compared to a surplus of \$1,787,000 at September 30, 2015.

Cash used in investing activities for the quarter-ended June 30, 2016 was \$64,000 (nine months - \$228,000) compared to \$27,000 for the three months ended June 30, 2015 (nine months - \$180,000). The Company continues to critically evaluate all capital asset purchases and is continually evaluating all patent and trademark expenditures. Investing activities were focused on maintaining the Company's patent and trademark portfolio, strategic laboratory equipment purchases and upgrading computer equipment.

## **RISK FACTORS**

An investment in our common shares involves a number of risks. In addition to the other information contained in this Management Discussion and Analysis, including our consolidated financial statements and related notes for the year ended September 30, 2015, investors should give careful consideration to the following risk factors. Any of the matters highlighted in these risk factors could have a material adverse effect on our business, results of operations and financial condition, causing an investor to lose all, or part of their investment.

The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties that we are not aware of or focussed upon, or that we currently deem to be immaterial, may also impair our business operations and cause the trading price of our common shares to decline.

### **Risks Related to Our Business and Strategy**

*Our future capital needs are uncertain and we may need to raise additional funds in the future, which may not be available on a timely basis or on commercially reasonable terms.*

*We have incurred losses since inception, and we expect to continue to incur losses for the foreseeable future.*

*Market competition and technological advances of similar diagnostics products could reduce the attractiveness of our products or render them obsolete.*

*If our products fail to achieve and sustain sufficient market acceptance, our revenue will be adversely affected.*

*We are subject to complex regulatory compliance requirements and the failure to obtain, or the withdrawal of, regulatory clearance or approval for our products could*

*adversely affect our ability to market our products and/or require us to incur significant costs to comply with such requirements.*

*We may not be able to develop new products or enhance the capabilities of our existing diagnostics products to keep pace with rapidly changing technology and customer requirements.*

*Research and development of diagnostic products requires significant testing and investment and may not result in commercially viable products within the timeline anticipated, if at all.*

*Our future success depends upon our ability to expand our customer base and introduce new products and services.*

*We have limited experience in marketing, selling and distributing our products, and we need to expand our internal and external sales and marketing force and distribution capabilities to successfully commercialize and sell our products.*

*We rely on strategic partnerships for research and development and commercialization of our products.*

*We depend upon key suppliers for some of the components and materials used in our platform technologies and our microarrays, and the loss of any of these suppliers could harm our business.*

*Future legislative or regulatory changes to the healthcare system, including reimbursement, may adversely affect our business.*

*We rely on certain key personnel and our ability to successfully grow our business would be adversely affected by their departure from our company.*

*If we cannot provide quality technical support, we could lose customers and our operating results could suffer.*

*We may experience development or manufacturing problems or delays that could limit the growth of our revenue or increase our losses.*

*Our products could have unknown defects or errors, which may give rise to claims against us and adversely affect market adoption of our systems.*

*Our future financial results may be adversely affected by foreign exchange fluctuations.*

**Risks Related to Intellectual Property**

*Our ability to protect our intellectual property and proprietary technology through patents and other means is uncertain.*

**Risks Related to Our Common Shares**

*We expect that our share price will fluctuate significantly, and you may not be able to resell your common shares at or above the current price.*

*We have never paid dividends on our common shares, and we do not anticipate paying any cash dividends in the foreseeable future.*

Management seeks to mitigate these risks, and others, primarily by retaining experienced employees and advisors who have expertise in the scientific, medical business, regulatory, manufacturing and operational disciplines of automated platform integration and immunoassay diagnostic test development.

During the current reporting period, the Company did not earn significant revenues from its consumable kits or its diagnostic platforms. However, management believes that a great deal of progress has been achieved in proving our value to several large global pharmaceutical customers. Furthermore, many of our relationships with them have been advanced to the stage where we expect recurring sales of testing platforms and consumables to 'market-ready' customers. The continuation of the Company's research, development and commercialization activities along with investment in marketing and sales depends on the Company's ability to successfully manage its growth, investment in continued pipeline development and its cash requirements.

We are exposed to market risks related to changes in interest rates and foreign currency exchange rates, which could affect the value of our current assets and liabilities. We do not believe that the results of operations or cash flows would be affected to any significant degree by a sudden change in market interest rates relative to our cash investment, due to the prime-interest-rate-based nature of the investment.

We have not entered into any forward currency contracts or other financial derivatives to hedge foreign exchange risk. We are subject to foreign exchange rate changes that could have a material effect on future operating results or cash flows.

Management will continue to review the Company's financial needs and to seek additional capital as required from sources that may include equity financing, debt financing, collaborative projects and licensing arrangements; however, there can be no assurance that such additional funding will be available or if available, whether acceptable terms can be obtained.



## Outstanding Capital Stock

As at August 16, 2016 there were 74,277,140 common shares issued and outstanding.

The following tables describe the securities that have been issued that are convertible under certain conditions into common shares:

The Company had the following warrants outstanding at August 16, 2016:

Number of Warrants	Purchase Price	Expiry Date(s)
2,276	\$2.50	October 2016
5,126	\$1.10	May 2018
16,695	\$0.65	January 2017 - April 2019
3,560	\$0.60	January and February 2020
7,631	\$0.52	December 2018
<u>35,288</u>		

The Company had the following stock options outstanding under the Plan at August 16, 2016:

Number of Options	Range of Exercise Prices
3,056	\$0.30 – 0.60
390	\$0.61 – 1.65
300	\$1.66 – 1.90
<u>3,729</u>	

## Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

## **CRITICAL ACCOUNTING POLICIES AND SIGNIFICANT ESTIMATES**

The Company's financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS").

The significant accounting policies that management believes are the most critical in fully understanding and evaluating the reported financial results are include the financial statements for the year ended September 31, 2015. Refer to the audited consolidated financial statements for the year ended September 30, 2015 for discussion on accounting policies and estimates that are most important in assessing, understanding and evaluating the Company's consolidated financial statements. Changes in these estimates and assumptions could have a material impact on the Company's consolidated financial statements.

## **RECENT ACCOUNTING PRONOUNCEMENTS**

### **IFRS 9 Financial Instruments**

In October 2010, the IASB issued IFRS 9, Financial Instruments ("IFRS 9"). IFRS 9, which replaces IAS 39, Financial Instruments: Recognition and Measurement. IFRS 9 is built on a logical, single classification and measurement approach for financial assets that reflects the business model in which they are managed and their cash flow characteristics. IFRS 9 also incorporates requirements for financial liabilities, most of which were carried forward unchanged from IAS 39. Certain changes were made to the fair value option for financial liabilities to address the issue of own credit risk. IFRS 9 removes the volatility in profit or loss caused by changes to the credit risk of liabilities elected to be measured at fair value. Requirements related to hedge accounting, representing a new hedge accounting model, have been added to IFRS 9. The new model represents a substantial overhaul of hedge accounting, which will allow entities to better reflect their risk management activities in financial statements. The most significant improvements apply to those that hedge non-financial risk, so these improvements are expected to be of particular interest to non-financial institutions. In addition, a single, forward-looking expected loss impairment model is introduced, which will require more timely recognition of expected credit losses. The effective date for IFRS 9, which is to be applied retrospectively, is for annual periods beginning on or after January 1, 2018. The Company is assessing the impact of this new standard on its consolidated financial statements.

### **IFRS 15 Revenue Recognition**

In May 2014, the IASB issued IFRS 15 Revenue from Contracts with Customers. IFRS 15 replaces the detailed guidance on revenue recognition requirements that currently exists under IFRS. IFRS 15 specifies the accounting treatment for all revenue arising from contracts with customers, unless the contracts are within the scope of other IFRS

guidance. The standard also provides a model for the measurement and recognition of gains and losses on the sale of certain non-financial assets that are not an output of the Company's ordinary activities.

Additional disclosure is required under the standard, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods, and key judgments and estimates. The standard is effective for annual periods beginning on or after January 1, 2017; early application is permitted either following a full retrospective approach or a modified retrospective approach. The modified retrospective approach allows the standard to be applied to existing contracts beginning the initial period of adoption and restatements to the comparative periods are not required. The Company is required to disclose the impact by financial line item as a result of the adoption of the new standard. The Company is currently assessing the impact of this new standard on its consolidated financial statements.

### **IAS 1 Presentation of Financial Statements**

Amendments are designed to further encourage companies to apply professional judgment in determining what information to disclose in their financial statements. For example, the amendments make clear that materiality applies to the whole of financial statements and that the inclusion of immaterial information can inhibit the usefulness of financial disclosures. Furthermore, the amendments clarify that companies should use professional judgment in determining where and in what order information is presented in the financial disclosures.

## Disclosure Controls and Procedures, and Internal Control Over Financial Reporting

The accompanying financial statements have been prepared by management in accordance with International Financial Reporting Standards. For quarterly reporting periods, the Company's financial statements are approved by the Audit Committee and the Board of Directors. For annual reporting periods, the Company's financial statements are approved by the Board of Directors upon recommendation by the Audit Committee. The integrity and objectivity of these financial statements are the responsibility of management. In addition, management is responsible for all other information in this report and for ensuring that this information is consistent, where appropriate, with the information contained in the financial statements.

In support of this responsibility, management maintains a system of internal controls to provide reasonable assurance as to the reliability of financial information and the safeguarding of assets.

In particular, the CEO and CFO or his designate are responsible for establishing and maintaining disclosure controls and procedures ("DC&Ps") and internal controls over financial reporting ("ICFRs") for the Company, and have:

- (a) designed such DC&Ps, or caused them to be designed under supervision, to provide reasonable assurance that material information is made known during the period in which the annual and quarterly filings are being prepared;
- (b) designed such ICFRs, or caused them to be designed under supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS;
- (c) evaluated the design and effectiveness of the Company's DC&Ps as of June 30, 2016;
- (d) have concluded that a material design weakness in the ICFRs may exist in terms of the inadequate segregation of certain duties, which is typical of development stage companies; mitigating factors, including dual-payment authorization policies and transparent internal financial transaction reporting processes, serve to minimize the risk that such design weakness could result in a material misstatement of results for the quarter-ended June 30, 2016; and
- (e) have concluded that, other than the item described above in sub-point (d), there are no additional material design weaknesses in the DC&Ps or ICFRs, and that the effectiveness of the DC&Ps is sufficient to expect the prevention or detection of material misstatements of results.

The financial statements include amounts that are based on the best estimates and judgments of management. The Board of Directors is responsible for ensuring that management fulfills its responsibility for financial reporting and internal control. The Board of Directors exercises this responsibility principally through the Audit Committee. The Audit Committee consists of three directors, all of whom are independent and not involved in the daily operations of the Company. The Audit Committee meets with management and the external auditors to satisfy itself that management's responsibilities are properly discharged and to review the financial statements prior to their presentation to the Board of Directors for approval.

**Glossary of Terms:**

**Multiplex(ing):** to obtain multiple results from one single biological sample to save time, cost and development of multiple tests

**IVD:** In vitro diagnostics; specifically assays which meet the rigorous standards of regulated bodies (FDA HC)

**CRO:** Contract Research Organization; organizations who typically conduct testing for large pharmaceutical companies and development laboratories.

**Biomarker:** Biological molecules, the presence or absence of which can be used to detect or monitor a state of disease or can be used to test the efficacy or safety of a drug in development

**ADA:** Anti drug antibodies, an immune response to administered therapeutics which are an interest for both drug efficacy and safety

**Epitope mapping:** Testing used to identify specific immunogenic regions in a drug candidate

**PK:** Pharmacokinetics – the rate at which a drug is metabolized in a patient; used to better design dosing regimens, among other things

**FDA:** U.S. Food and Drug Administration

**EMA:** European Medicines Agency

**sqidlite:** Our bench-top diagnostic system – fully automated bench top microarray processing system

**sqidworks:** Our diagnostic platform is a high-throughput fully automated microarray processing and analytical instrument

**sqid-X:** sqid-X™ System – semi-automated bench-top platform that incorporates all of SQI's technology with the exception of automated fluidics handling

**DDTS:** Drug Development Tools and Services

**R&D:** Research and development