

**Interim Condensed Consolidated Financial Statements**

**Calyx Bio-Ventures Inc.**

For the three and nine months ended September 30, 2013 and 2012

**Unaudited – Prepared by Management**

## Calyx Bio-Ventures Inc.

### To Our Shareholders

In accordance with National Instrument 51-102 issued by the Canadian Securities Administrators, Calyx Bio-Ventures Inc. discloses that the Interim Condensed Consolidated Statements of Financial Position and Change in Equity, the Interim Condensed Consolidated Statements of Loss, Comprehensive Loss and Deficit and Statements of Cash Flows for the three and nine months ended September 30, 2013 have not been reviewed by the Company's auditors, Ernst & Young LLP.

These interim condensed consolidated financial statements have been prepared by and are the responsibility of management and have been approved by Calyx's Board of Directors.

**Calyx Bio-Ventures Inc.**  
**Interim Condensed Consolidated Statements of Financial Position**  
(Expressed in Canadian dollars)

	As at:	
	September 30, 2013	December 31, 2012
	\$	\$
	<u>Unaudited</u>	
<b>ASSETS</b>		
<b>Current</b>		
Cash & cash equivalents	830,966	313,808
Accounts & other receivables	25,001	70,424
Prepaid expenses & deposits	60,626	154,087
<b>Total current assets</b>	<u>916,593</u>	<u>538,319</u>
<b>Investment in associate</b>	750,062	2,072,051
<b>Total assets</b>	<u>1,666,655</u>	<u>2,610,370</u>
<b>LIABILITIES &amp; SHAREHOLDERS' EQUITY</b>		
<b>Current</b>		
Accounts payable & accrued liabilities	167,009	199,815
<b>Total current liabilities</b>	<u>167,009</u>	<u>199,815</u>
<b>Shareholders' equity</b>		
Share capital	6,452,601	5,818,757
Warrants	1,268,236	735,220
Contributed surplus	670,913	372,163
Deficit	(6,892,104)	(4,515,585)
<b>Total shareholders' equity</b>	<u>1,499,646</u>	<u>2,410,555</u>
<b>Total liabilities &amp; shareholders' equity</b>	<u>1,666,655</u>	<u>2,610,370</u>

*See accompanying notes*

On behalf of the Board:

DIRECTORS

*Don Konantz*

*Hugh Notman:*

**Calyx Bio-Ventures Inc.**  
**Interim Condensed Consolidated Statements of Net Loss, Comprehensive Loss,  
and Deficit**  
(Expressed in Canadian dollars)  
**Unaudited**

	Three months ended September 30		Nine months ended September 30	
	2013	2012	2013	2012
	\$	\$	\$	\$
<b>Licensing revenue</b>	-	-	-	-
<b>Expenses:</b>				
General & administrative	241,775	72,905	754,420	244,390
	241,775	72,905	754,420	244,390
Income (loss) before the following	(241,775)	(72,905)	(754,420)	(244,390)
<b>Other income (expenses)</b>				
Share based compensation	(296,000)	(13,650)	(298,750)	(120,464)
Foreign exchange gain (loss)	(1,154)	(752)	(1,360)	(732)
	(297,154)	(14,402)	(300,110)	(121,196)
Equity loss from interest in associate				
Portion of associate's loss	(268,539)	-	(1,203,858)	-
Amortization of implicit intangibles	(39,377)	-	(118,131)	-
	(307,916)	-	(1,321,989)	-
<b>Net &amp; comprehensive loss for the period</b>	(846,845)	(87,307)	(2,376,519)	(365,586)
Deficit, beginning of period	(6,045,259)	(3,050,219)	(4,515,585)	(2,771,940)
<b>Deficit, end of period</b>	(6,892,104)	(3,137,526)	(6,892,104)	(3,137,526)
Basic & diluted loss per share	(\$0.02)	(\$0.00)	(\$0.07)	(\$0.02)
Weighted average number of common shares outstanding:				
- basic & diluted	35,264,755	15,586,912	31,635,647	15,082,690

*See accompanying notes*

**Calyx Bio-Ventures Inc.**  
**Interim Condensed Consolidated Statements of Change in Equity**  
(Expressed in Canadian dollars)  
**Unaudited**

	Share capital \$	Warrants \$	Contributed Surplus \$	Deficit \$	Total Shareholders' Equity \$
<b><u>Nine months ended September 30, 2013 and September 30, 2012:</u></b>					
Balance, December 31, 2012	5,818,757	735,220	372,163	(4,515,585)	2,410,555
Comprehensive loss	-	-	-	(2,376,519)	(2,376,519)
Shares issued-options exercised	34,148	-	-	-	34,148
Units issued-private placement	696,333	571,667	-	-	1,268,000
Unit issuance costs	(96,637)	(38,651)	-	-	(135,288)
Share based compensation	-	-	298,750	-	298,750
<b>Balance, September 30, 2013</b>	<b>6,452,601</b>	<b>1,268,236</b>	<b>670,913</b>	<b>(6,892,104)</b>	<b>1,499,646</b>
Balance, December 31, 2011	2,642,845	-	222,913	(2,771,941)	93,817
Comprehensive loss	-	-	-	(365,586)	(365,586)
Units issued-private placement	283,790	-	-	-	283,790
Unit issuance costs	(76,492)	-	9,715	-	(66,777)
Share based compensation	-	-	120,464	-	120,464
<b>Balance, September 30, 2012</b>	<b>2,850,143</b>	<b>-</b>	<b>353,092</b>	<b>(3,137,527)</b>	<b>65,708</b>
<b><u>Nine months ended September 30, 2013 and year ended December 31, 2012:</u></b>					
Balance, December 31, 2012	5,818,757	735,220	372,163	(4,515,585)	2,410,555
Comprehensive loss	-	-	-	(2,376,519)	(2,376,519)
Shares issued-options exercised	34,148	-	-	-	34,148
Units issued-private placement	696,333	571,667	-	-	1,268,000
Unit issuance costs	(96,637)	(38,651)	-	-	(135,288)
Share based compensation	-	-	298,750	-	298,750
<b>Balance, September 30, 2013</b>	<b>6,452,601</b>	<b>1,268,236</b>	<b>670,913</b>	<b>(6,892,104)</b>	<b>1,499,646</b>
Balance, December 31, 2011	2,642,845	-	222,913	(2,771,941)	93,817
Comprehensive income	-	-	-	(1,743,644)	(1,743,644)
Issue units-private placement	3,637,427	829,045	-	-	4,466,472
Unit issue costs	(461,515)	(93,825)	-	-	(555,340)
Share based compensation	-	-	149,250	-	149,250
<b>Balance, December 31, 2012</b>	<b>5,818,757</b>	<b>735,220</b>	<b>372,163</b>	<b>(4,515,585)</b>	<b>2,410,555</b>

See accompanying notes

**Calyx Bio-Ventures Inc.**  
**Interim Condensed Consolidated Statements of Cash Flows**  
(Expressed in Canadian dollars)  
**Unaudited**

	Three months ended September 30		Nine months ended September 30	
	2013	2012	2013	2012
	\$	\$	\$	\$
<b>OPERATING ACTIVITIES</b>				
Loss for the period	(846,845)	(87,307)	(2,376,519)	(365,586)
Add (deduct) items not involving cash:				
Share-based compensation	296,000	13,650	298,750	120,464
Equity loss from interest in associate	307,916	-	1,321,989	-
	(242,929)	(73,657)	(755,780)	(245,122)
Changes in working capital items relating to operations				
Accounts & other receivables	(50)	13,935	45,423	(5,045)
Share subscriptions receivable	-	-	-	-
Prepaid expenses & deposits	38,551	35,886	93,461	(7,502)
Accounts payable & accrued liabilities	(137,785)	(110,718)	(32,806)	1,129
<b>Cash used in operating activities</b>	(342,213)	(134,554)	(649,702)	(256,540)
<b>INVESTING ACTIVITIES</b>				
Investment in associate	-	-	-	(199,500)
<b>FINANCING ACTIVITIES</b>				
Issuance of common shares	-	-	34,148	-
Issuance of units	1,132,712	217,013	1,132,712	217,013
<b>Cash provided from financing activities</b>	1,132,712	217,013	1,166,860	217,013
<b>Net increase (decrease) in cash for the period</b>	790,499	82,459	517,158	(239,027)
Cash & equivalents-beginning of period	40,467	59,645	313,808	381,131
<b>Cash &amp; equivalents-end of period</b>	830,966	142,104	830,966	142,104

*See accompanying notes*

**Calyx Bio-Ventures Inc.**  
**Unaudited – Prepared by Management**

**Notes to Interim Condensed Consolidated Financial Statements**

For the three and nine months ended September 30, 2013 and 2012

**1. Nature of Business**

These interim condensed consolidated financial statements reflect the consolidated financial position, statement of net loss, comprehensive loss and deficit and cash flows of Calyx Bio-Ventures Inc. (“Calyx”) and its wholly owned subsidiaries (collectively, “the Company”). These consolidated financial statements were authorized for issue in accordance with a resolution of the directors on November 26, 2013. Corporate headquarters are located at 450-400 Burrard Street, Vancouver, BC V3C 3A6.

The Company has incurred losses since inception and as at September 30, 2013, has an accumulated deficit of approximately \$6.9 million. The Company currently has cash, the REM technology, the rights to use the ACE System for gene therapy and transgenics (an exclusive technology license) and its investment in and license to Agrisoma Biosciences Inc (“Agrisoma” or “Associate”) and is executing its strategic plan to focus on Agrisoma’s development and product commercialization process.

These interim condensed consolidated financial statements have been prepared under the assumption that the Company will continue as a going concern which assumes that the Company will continue in operations for the foreseeable future and be able to realize its assets and discharge its obligations in the normal course of business. The ability of the Company to continue as a going concern is dependent upon obtaining ongoing financing and there can be no assurance that the Company will be able to raise any capital through any type of offering or similar financial arrangement. This may cast significant doubt upon the entity’s ability to continue as a going concern.

**2. Basis of presentation**

In preparing the Company’s interim condensed consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from these estimates and the operating results for the interim periods presented are not necessarily indicative of the results expected for the full year.

These interim condensed consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (“IFRS”) and their interpretations adopted by the International Accounting Standards Board (“IASB”). The interim condensed consolidated financial statements are in compliance with International Accounting Standard 34, Interim Financial Reporting (IAS 34) and should be read in conjunction with the Company’s annual financial statements for the year ended December 31, 2012.

The policies applied in these interim condensed consolidated financial statements are based on IFRS issued and outstanding as of September 30, 2013. Any subsequent changes to IFRS that are given effect in the Company’s annual financial statements for the year ending December 31, 2013 could result in restatement of these interim condensed consolidated financial statements.

**3. Changes in accounting policies**

The Company adopted the following IASB pronouncements that were effective for financial periods commencing on or after January 1, 2013; these changes generally have no impact on the Company’s financial statements:

***IFRS 12 – Disclosure of Interest in Other Entities***

*IFRS 12-Disclosures of Interest in Other Entities* sets out disclosure requirements for reporting entities that have an interest in a subsidiary, joint arrangement, associate or unconsolidated structured entity. The implementation of IFRS 12 is reflected in the subsequent note regarding interest in associate.

**Calyx Bio-Ventures Inc.**  
**Unaudited – Prepared by Management**

**Notes to Interim Condensed Consolidated Financial Statements**

For the three and nine months ended September 30, 2013 and 2012

***IFRS 13 – Fair Value Measurement***

*IFRS 13-Fair Value Measurement* sets out in a single IFRS a framework for measuring fair value and new required disclosures about fair value measurements.

**New Standards and Interpretations Not Yet Adopted:**

The following pronouncements are effective for accounting periods on or after January 1, 2014; these changes are not expected to have a material impact on the Company's results:

***IAS 32 – Financial Instruments: Presentation***

*IAS 32-Financial Instruments: Presentation* has been amended to clarify certain requirements for offsetting financial assets and liabilities and addresses the meaning and application of the concepts of legally enforceable right of set off and simultaneous realization and settlement. The amendments are effective for the annual periods beginning on or after January 1, 2014.

***Amendment to IFRS 7 – Financial Instruments: Disclosure***

*IFRS 7-Financial Instruments* has been amended to require disclosures that are either permitted or required on the basis of the entity's adoption of IFRS 9 and whether the entity elects to restate prior periods under IFRS 9. The amendments are effective for the annual periods beginning on or after January 1, 2015.

***IFRS 9 – Financial Instruments: Classification and Measurement***

*IFRS 9-Financial Instruments* contains requirements for financial assets, updating IFRS 7. Requirements for financial liabilities were added to IFRS 9 in October 2010. Most of the requirements for financial liabilities were carried forward unchanged from IAS 39. However, some changes were made to the fair value option for financial liabilities to address the issue of its own credit risk. IFRS 9 is effective for annual periods beginning on or after January 1, 2015.

**4. Interest in Associate**

The Company has an interest in Agrisoma Biosciences Inc. a private company incorporated under the laws of Canada and located in Ottawa, Ontario. At December 31, 2011 the Company owned 29% of Agrisoma's common shares; in November and December 2012 the Company purchased the financial interests of an existing major shareholder, subscribed to an Agrisoma private placement of common shares and purchased the shares of a minor shareholder which increased its ownership position to 50%.

The 21% increase in ownership of Agrisoma resulted in the acquisition of \$3,150,125 of implicit intangibles which will be amortized straight line over twenty years, which is the term of a significant Agrisoma distribution contract. Amortization expense is included in equity loss from interest in associate. The Company incurred legal fees of \$23,526 to increase its ownership and this is included in investment in associate balance.

The following is the schedule of implicit intangibles and amortization:

Balance December 31, 2011	-
Intangibles acquired	3,150,125
Amortized	<u>(22,439)</u>
Balance December 31, 2012	3,127,686
Amortized	<u>(118,131)</u>
Balance September 30, 2013	<u>3,009,555</u>



**Calyx Bio-Ventures Inc.**  
**Unaudited – Prepared by Management**

**Notes to Interim Condensed Consolidated Financial Statements**

For the three and nine months ended September 30, 2013 and 2012

The following is the summarized financial information of the Company's investment in Agrisoma:

	<u>September 30, 2013</u>
Share of Agrisoma's statement of financial position:	
Current assets	1,240,000
Non-current assets	60,000
Current Liabilities	1,616,000
Non-current liabilities	54,000
Share of Agrisoma's revenue and loss:	
Revenue	76,000
Loss	(1,204,000)

The following table summarizes the Company's equity share of and the investment in Agrisoma:

	<u>Investments in associate</u>			Share of equity losses	Equity loss applied to investment	Unrecorded loss	Value of investment in associate
	Common shares	Loans	Total				
<b>December 31, 2010</b>	150,000	910,178	1,060,178	(2,372,361)	(1,060,178)	(1,312,183)	-
Share of loss				(452,239)		(452,239)	
Convertible notes		1,250,000	1,250,000		(1,250,000)	1,250,000	
<b>December 31, 2011</b>	150,000	2,160,178	2,310,178	(2,824,600)	(2,310,178)	(514,422)	-
Share of loss				(1,246,969)		(1,246,969)	
Purchase from shareholders	2,200,000		2,200,000				
Legal fees	23,526		23,526				
Interest revenue recognized		452,561	452,561				
Loans converted	2,612,739	(2,612,739)					
Shares purchased	1,179,794		1,179,794				
Total 2012	6,016,059	(2,160,178)	3,855,881		(1,761,391)	1,761,391	2,094,490
<b>December 31, 2012</b>	6,166,059	-	6,166,059	(4,071,569)	(4,071,569)	-	2,094,490
Share of loss				(1,203,858)	(1,203,858)		(1,203,858)
<b>September 30, 2013</b>	6,166,059	-	6,166,059	(5,275,427)	(5,275,427)	-	890,632
Amortization to date							(140,570)
							<b>750,062</b>

Included in share of loss for 2013 is an increase of \$47,317 to 2012 share of loss.

Existing convertible promissory notes:

In February 2008, the Company entered into a convertible promissory note agreement (the "First Note") for \$500,000 with Agrisoma. Of this amount, \$118,000 was funded in-kind by offsetting it against receivable amounts for license fees, rent, other services, and patent costs. The remaining \$382,000 was funded in cash. The First Note bore interest of 15% per annum and was due the earlier of: (i) June 30, 2008; (ii) the completion of a Qualified Financing by Agrisoma; (iii) the completion of a Qualified Sale of Agrisoma; or (iv) a demand for payment as a result of an Event of Default. The Company had the right, upon notice, to convert all or part of the principal and unpaid interest into common shares at a conversion price at the lesser of: (i) 75% of the price per equity security issued upon a Qualified Financing; (ii) 75% of the amount of net proceeds per share to be

**Calyx Bio-Ventures Inc.**  
**Unaudited – Prepared by Management**

**Notes to Interim Condensed Consolidated Financial Statements**

For the three and nine months ended September 30, 2013 and 2012

received by holders of common shares in connection with a Qualified Sale; (iii) \$3.21 per common share; or (iv) if a Qualified Financing or a Qualified Sale was not completed by June 30, 2008, \$0.10. The First Note was secured by a general security agreement providing a charge over all of Agrisoma's assets. The First Note was extended as necessary under the then existing terms and conditions.

On December 23, 2008 Calyx entered into a convertible, secured promissory note agreement (the "Second Note") to loan \$910,178 to Agrisoma. Of this amount, \$95,000 was funded in-kind by offsetting it against receivables for license fees, administrative services and the conversion of \$576,845 principal and accrued interest owing under the First Note. The remaining \$238,333 was funded in cash. The Second Agrisoma Note bore interest at 15% per annum and was due the earlier of: (i) June 30, 2009; (ii) a demand for earlier repayment of up to \$333,333 plus accrued interest thereon if a Qualified Financing is completed and subject to the terms of an Inter-Lender Agreement; (iii) the completion of a Qualified Sale of Agrisoma; or (iv) a demand for payment as a result of an Event of Default. The Company has the right, upon notice, to convert all or part of the principal and unpaid interest into common shares at a conversion price of: (i) 75% of the price per equity security in a Qualified Financing or on a Qualified Sale of Agrisoma, if the Qualified Financing or Qualified Sale closes on or before March 31, 2009; or (ii) 60% of the price per equity security issued in a Qualified Financing or received on a Qualified Sale, if the Qualified Financing or Qualified Sale closed after March 31, 2009. The Second Note was secured by a general security agreement providing a charge over all of Agrisoma's assets and was extended in six month intervals under the existing terms and conditions until June 30, 2012. In August 2010, the parties agreed that interest would no longer be accrued on the Second Note; at September 30, 2012 the unpaid interest totaled \$252,748.

On August 12, 2011, the Company entered into an amended and restated loan agreement to advance \$1,250,000 in two tranches to Agrisoma by way of new convertible promissory notes (the "Third Notes"). The first \$850,000 tranche occurred on execution of the agreement; the second \$425,000 tranche occurred on January 6, 2012. The Third Notes bore interest at 15% per annum and were due the earlier of: (i) March 31, 2012; (ii) the completion of a Qualified Financing by Agrisoma; (iii) the completion of a Qualified Sale of Agrisoma; or (iv) a demand for payment as a result of an Event of Default. The Company has the right, upon notice, to convert all or a part of the principal and unpaid interest into common shares at a conversion price of: (i) 65% of the price per equity security issued in a Qualified Financing or received on a Sale, if the Qualified Financing or Sale closes before March 31, 2012; or (ii) 50% of the price per equity security issued in a Qualified Financing or received on a Sale, if the Qualified Financing or Sale closes after March 31, 2012. The Third Notes were secured by a general security agreement providing a charge over all of Agrisoma's assets. The Company extended the due date from March 31, 2012 to June 30, 2012 and earned \$150,863 in interest to September 30, 2012 at which date the unpaid interest totaled \$199,813.

Purchase of financial interest of an existing shareholder:

In November 2012 the Company purchased \$1,248,600 of convertible promissory notes and unpaid interest (the "Purchased Notes") and 673,638 Agrisoma common shares from a major shareholder for \$2,200,000 in cash. The Purchased Notes had interest, terms and conversion features similar to the Second Note as discussed above.

Conversion of promissory notes:

On October 5, 2012 the Company, Agrisoma and remaining major Agrisoma shareholder entered into a Note Conversion Agreement whereby on completion of the Company's purchase of the financial interest of the major shareholder noted above, all Agrisoma notes and unpaid interest would be converted into common shares. As part of the agreement, the parties stopped interest accrual on all convertible promissory notes effective September 30, 2012.

The parties agreed to convert the notes and unpaid interest at the following amounts: Second Note at \$4.30233 per common share and the Third Notes at \$2.31511 per common share. Following the purchase of the financial interest of the existing shareholder as discussed above the Company had \$2,411,527 of Second Notes and unpaid interest which was converted into 560,517 common

**Calyx Bio-Ventures Inc.**  
**Unaudited – Prepared by Management**

**Notes to Interim Condensed Consolidated Financial Statements**

For the three and nine months ended September 30, 2013 and 2012

shares. The Company had \$1,449,813 of Third Notes and unpaid interest which was converted into 626,240 common shares. Upon conversion, the previously unpaid and unrecorded interest of \$452,561 was recognised as interest income.

Purchase of Agrisoma shares:

On December 13, 2012 the Company purchased 301,300 common shares for \$1,160,005 in cash from Agrisoma as a private placement and purchased 8,670 common shares for \$19,789 in cash from a minor Agrisoma shareholder.

**5. Equity**

**Share Capital**

**Common shares:**

Authorized: unlimited number, without par value;

Issued:

	<b>Number</b>	<b>Amount \$</b>
<b>Balances, December 31, 2011</b>	<b>14,826,401</b>	<b>2,642,845</b>
Private placement-1,110,000 units		
Common shares issued	1,110,000	277,500
Warrant valuation	-	(44,400)
Common shares issued- broker's finance fee units	37,000	6,290
Issuance costs	-	(77,887)
Issuance costs attributable to warrants	-	12,462
Total	1,147,000	173,965
Private placement-13,333,666 units		
Common shares issued	13,333,666	4,000,100
Warrant valuation	-	(681,655)
Common shares issued- broker's finance fee units	250,000	79,592
Issuance costs	-	(477,453)
Issuance costs attributable to warrants	-	81,363
Total	13,583,666	3,001,947
Total-2012	14,730,666	3,175,912
<b>Balances, December 31, 2012</b>	<b>29,557,067</b>	<b>5,818,757</b>
Adjustment-2012 issuance costs	-	(6,531)
Common shares issued-exercise of options	341,492	34,148
Private placement- 5,230,000 units		
Common shares issued	5,230,000	784,500
Warrant valuation	-	(313,800)
Issuance costs	-	(96,870)
Issuance costs attributable to warrants	-	38,748
	5,230,000	412,578
Private placement- 3,223,333 units		
Common shares issued	3,223,333	483,500
Warrant valuation	-	(257,867)
Issuance costs	-	(68,536)
Issuance costs attributable to warrants	-	36,552
	3,223,333	193,649
Total to September 30, 2013	8,794,825	633,844
<b>Balances, September 30, 2013</b>	<b>38,351,892</b>	<b>6,452,601</b>

2013 Private placement- 5,230,000 units:

**Calyx Bio-Ventures Inc.**  
**Unaudited – Prepared by Management**

**Notes to Interim Condensed Consolidated Financial Statements**

For the three and nine months ended September 30, 2013 and 2012

On July 5, 2013 the Company completed a brokered private placement of 5,230,000 units at \$0.15 each for gross proceeds of \$784,500. Each unit comprises one common share and one common share purchase warrant, exercisable into one common share at a price of \$0.35 until January 4, 2015. As part of the units sold, 5,230,000 purchase warrants were issued and valued at \$313,800 (\$0.06 per warrant) using the Black Scholes valuation model with the following assumptions: expected term of 18 months, volatility of 123.5%, expected dividend yield 0% and a 1.1% risk free rate of return.

The Company paid the brokers a cash commission of \$62,470 and issued 288,800 broker's warrants valued at \$17,328 (\$0.06 per warrant) calculated as above; additionally the Company incurred \$17,072 in legal and regulatory fees in connection with the private placement. All cash and non-cash costs are included in private placement issuance costs and are allocated to share capital and warrants on a pro-rata basis.

2013 Private placement- 3,223,333 units:

On September 18, 2013 the Company completed a brokered private placement of 3,223,333 units at \$0.15 each for gross proceeds of \$483,500. Each unit comprises one common share and one common share purchase warrant, exercisable into one common share at a price of \$0.35 until March 18, 2015. As part of the units sold, 3,223,333 purchase warrants were issued and valued at \$257,867 (\$0.08 per warrant) using the Black Scholes valuation model with the following assumptions: expected term of 18 months, volatility of 122.3%, expected dividend yield 0% and a 1.1% risk free rate of return.

The Company paid the brokers a cash commission of \$38,730 and issued 257,866 broker's warrants valued at \$20,629 (\$0.08 per warrant) calculated as above; additionally the Company incurred \$9,177 in legal and regulatory fees in connection with the private placement. All cash and non-cash costs are included in private placement issuance costs and are allocated to share capital and warrants on a pro-rata basis

2012 Private placement- 1,110,000 units:

On July 31, 2012 the Company completed a brokered private placement of 1,110,000 units at \$0.25 each for gross proceeds of \$277,500. Each unit comprises one common share and one half of one common share purchase warrant, exercisable into one common share at a price of \$0.40 until July 31, 2014. As part of the units sold, 555,000 purchase warrants were issued and valued at \$44,400 (\$0.08 per warrant) using the Black Scholes valuation model with the following assumptions: expected term of two years, volatility of 122.0%, expected dividend yield 0% and a 1.1% risk free rate of return.

The Company paid the brokers a cash commission of \$19,425 and administration and legal expenses of \$15,500. Additionally the Company issued 111,000 broker's warrants valued at \$8,880 (\$0.08 per warrant) calculated as above, and 37,000 units as a broker's corporate finance fee, each unit comprising one common share and one half one common share purchase warrant exercisable into one common share at a price of \$0.40 until July 31, 2014. The 37,000 common shares issued in connection with the corporate finance fee were valued at \$6,290 (\$0.17 per share) equal to the common share market price at issue date, and the 18,500 share purchase warrants were valued at \$1,480 (\$0.08 per warrant) as calculated above. Additionally the Company incurred \$26,312 in legal and regulatory fees in connection with the private placement. All cash and non-cash costs are included in private placement issuance costs and are allocated to share capital and warrants on a pro-rata basis.

2012 Private placement- 13,333,666 units:

On December 13, 2012 the Company completed a private placement of 13,333,666 units at \$0.30 each for gross proceeds of \$4,000,100. Each unit comprises one common share and one half of one common share purchase warrant, exercisable into one common share at a price of \$0.60 for a twelve month period from closing. The private placement occurred in two tranches.

The first tranche of 8,163,999 units was completed on November 09, 2012 with the issuance of 8,163,999 common shares and 4,082,000 share purchase warrants for gross proceeds of

**Calyx Bio-Ventures Inc.**  
**Unaudited – Prepared by Management**

**Notes to Interim Condensed Consolidated Financial Statements**

For the three and nine months ended September 30, 2013 and 2012

\$2,449,200. The share purchase warrants were valued at \$449,020 (\$0.11 per warrant) using the Black Scholes valuation model with the following assumptions: expected term of one year, volatility of 127.0%, expected dividend yield 0% and a 1.1% risk free rate of return. The warrants expire November 09, 2013.

The Company paid the brokers a cash commission of \$156,059 and administration and legal expenses of \$17,500. Additionally the Company issued 500,500 broker's warrants valued at \$55,055 (\$0.11 per warrant) calculated as above, and 153,071 units as a broker's corporate finance fee, each unit comprising one common share and one half one common share purchase warrant exercisable into one common share at a price of \$0.60 until November 12, 2013. The 153,071 common shares issued in connection with the corporate finance fee were valued at \$50,513 (\$0.33 per share) equal to the common share market price at issue date, and the 76,536 share purchase warrants were valued at \$8,419 (\$0.11 per warrant) as calculated above.

The second tranche of 5,169,667 units was completed on December 13, 2012 with the issuance of 5,169,667 common shares and 2,584,834 share purchase warrants for gross proceeds of \$1,550,900. The share purchase warrants were valued at \$232,635 (\$0.09 per warrant) using the Black Scholes valuation model with the following assumptions: expected term of one year, volatility of 124.0%, expected dividend yield 0% and a 1.1% risk free rate of return. The warrants expire December 13, 2013.

The Company paid the brokers a cash commission of \$82,515. Additionally the Company issued 275,500 broker's warrants valued at \$24,795 (\$0.09 per warrant) calculated as above, and 96,929 units as a broker's corporate finance fee, each unit comprising one common share and one half one common share purchase warrant exercisable into one common share at a price of \$0.60 until December 13, 2013. The 96,929 common shares issued in connection with the corporate finance fee were valued at \$29,079 (\$0.30 per share) equal to the common share market price at issue date, and the 48,465 share purchase warrants were valued at \$4,362 (\$0.09 per warrant) as calculated above.

In addition to the costs noted above, the Company incurred \$49,156 in legal and regulatory fees in connection with the two tranches. All cash and non-cash costs are included in private placement issuance costs and are allocated to share capital and warrants on a pro-rata basis.

**Preferred Shares:**

Authorized: unlimited number, issuable in series;

Issued: no preferred shares have been issued.

**Calyx Bio-Ventures Inc.**  
**Unaudited – Prepared by Management**

**Notes to Interim Condensed Consolidated Financial Statements**

For the three and nine months ended September 30, 2013 and 2012

**Warrants**

	Number of common shares issuable	Average warrant value	Amount \$
<b>Balances, December 31, 2011</b>	-		-
Private placement-1,110,000 units			
Issued as component of units	555,000	0.08	44,400
Private placement fees:			
Issued as broker's warrants	111,000	0.08	8,880
Issued as broker's finance units	18,500	0.08	1,480
Issuance costs	-	-	(12,462)
	<u>684,500</u>		<u>42,298</u>
Private placement-13,333,666 units			
Issued as component of units	6,666,834	0.10	681,655
Private placement fees:			
Issued as broker's warrants	776,000	0.10	79,850
Issued as broker's finance units	125,000	0.10	12,780
Issuance costs	-	-	(81,363)
	<u>7,567,834</u>		<u>692,922</u>
<b>Balances, December 31, 2012</b>	<b><u>8,252,334</u></b>		<b><u>735,220</u></b>
Adjustment-2012 issuance costs	-	-	(1,308)
Private placement-5,230,000 units			
Issued as component of units	5,230,000	0.06	313,800
Private placement fees:			
Issued as broker's warrants	288,800	0.06	17,328
Issuance costs	-	-	(38,748)
	<u>5,518,800</u>		<u>292,380</u>
Private placement-3,223,333 units			
Issued as component of units	3,223,333	0.08	257,867
Private placement fees:			
Issued as broker's warrants	257,866	0.08	20,629
Issuance costs	-	-	(36,552)
	<u>3,481,199</u>		<u>241,944</u>
Total to September 30, 2013	8,999,999		533,016
<b>Balances, September 30, 2013</b>	<b><u>17,252,333</u></b>		<b><u>1,268,236</u></b>

Warrants outstanding at September 30, 2013:

Exercise price	Number of common shares issuable	Expiry date
\$0.60	4,659,036	November 9, 2013
\$0.60	2,908,798	December 13, 2013
\$0.40	684,500	July 31, 2014
\$0.35	5,518,800	January 4, 2015
\$0.35	3,481,199	March 20, 2015
<u>\$0.46</u>	<u>17,252,333</u>	

No warrants have been exercised to date.

**Calyx Bio-Ventures Inc.**  
**Unaudited – Prepared by Management**

**Notes to Interim Condensed Consolidated Financial Statements**

For the three and nine months ended September 30, 2013 and 2012

**Contributed surplus**

	\$
<b>Balance, December 31, 2011</b>	<b>222,913</b>
Share-based compensation-vested on option issuance	41,250
Share-based compensation-graded vesting	108,000
	<u>149,250</u>
<b>Balance, December 31, 2012</b>	<b>372,163</b>
Share-based compensation-vested on option issuance	296,000
Share-based compensation-graded vesting	2,750
	<u>298,750</u>
<b>Balance, September 30, 2013</b>	<b>670,913</b>

**Stock options**

On March 17, 2011 a revised Employee Incentive Stock Option Plan (“Plan”) was approved at the meeting of the shareholders. Under the Plan the number of common shares reserved for issuance to the Company’s officers, directors, employees and consultants is not to exceed 10% of the number of issued and outstanding common shares at the grant date.

The term, subject to a maximum of ten years, and vesting period of the options is determined by the Board of Directors. The exercise price of the options will be at least equal to the market price of the common shares at the grant date; there are no cash settlement alternatives for the option holders.

At September 30, 2013 the Company had 783,436 stock options available for future grants.

Stock option transactions are summarized as follows:

	Number of optioned common shares	Weighted average exercise price
<b>Balance, December 31, 2011</b>	<b>943,245</b>	0.15
Options granted	500,000	0.40
<b>Balance, December 31, 2012</b>	<b>1,443,245</b>	0.24
Options exercised	(341,492)	
Options granted	1,950,000	0.20
<b>Balance, September 30, 2013</b>	<b>3,051,753</b>	0.23

Stock options granted 2013:

In September 2013, 1,600,000 options were granted to officers, directors and consultants of the Company. These options vested on issue, have a five year term and are exercisable at \$0.20 per share. The estimated value of these options is \$296,000 and is included in share based compensation expense and the corresponding credit in contributed surplus. The estimated value of the options was calculated using the Black-Scholes pricing model using the following assumptions: dividend yield 0.0%, expected volatility 161.02%; risk-free interest rate 1.89%, and an expected life of five years.

Also in September 2013, 350,000 options were granted to a consultant of the Company. These options vest in four equal tranches every three months commencing three months after the issue date. A nil forfeiture rate was assumed given the senior nature of consultant’s position in the Company. The options have a five year term and are exercisable at \$0.20 per share. The estimated value of these options is \$64,750 and will be included in share based compensation expense and

**Calyx Bio-Ventures Inc.**  
**Unaudited – Prepared by Management**

**Notes to Interim Condensed Consolidated Financial Statements**

For the three and nine months ended September 30, 2013 and 2012

the corresponding credit in contributed surplus as the options vest. None of the options have yet vested. The estimated value of the options was calculated using the Black-Scholes pricing model using the following assumptions: dividend yield 0.0%, expected volatility 161.02%; risk-free interest rate 1.89%, and an expected life of five years.

Stock options granted 2012:

In 2012 300,000 options were granted to officers and consultants of the Company. These options vested on issue, have a five year term and are exercisable at \$0.40 per share. The estimated value of these options is \$108,000 and is included in share based compensation expense and the corresponding credit in contributed surplus. The estimated value of the options was calculated using the Black-Scholes pricing model with the following assumptions: dividend yield 0.0%, expected volatility 149.0%; risk-free interest rate 1.57%, and an expected life of five years.

In 2012 200,000 options were granted to a consultant of the Company. These options vested in four equal tranches every three months commencing three months after the issue date. A nil forfeiture rate was assumed given the senior nature of consultant's position in the Company. The options have a two year term and are exercisable at \$0.40 per share. The estimated value of these options was \$44,000 and 150,000 options valued at \$41,250 was included in share based compensation expense and the corresponding credit in contributed surplus during 2012 and 50,000 options valued at \$2,750 in 2013. The estimated value of the options was calculated using the Black-Scholes pricing model with the following assumptions: dividend yield 0.0%, expected volatility 110.0%; risk-free interest rate 1.10%, and an expected life of two years.

The weighted average fair value of options granted to September 30, 2013 was \$0.17 per share and the total expense was \$298,750; the weighted average fair value of options granted during 2012 was \$0.30 per share and the total expense was \$149,250.

The expected life of the options granted is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.

The options outstanding under the Plan at September 30, 2013 are as follows:

Exercise price	Options outstanding		Options exercisable
	Number of common shares issuable	Remaining contractual life (years)	Number of common shares issuable
\$0.10	50,000	0.25	50,000
\$0.40	200,000	0.36	200,000
\$0.15	91,753	0.77	91,753
\$0.11	90,000	1.38	90,000
\$0.21	370,000	3.21	370,000
\$0.40	300,000	3.48	300,000
\$0.20	350,000	4.93	-
\$0.20	1,600,000	4.93	1,600,000
	<u>3,051,753</u>		<u>2,701,753</u>



**Calyx Bio-Ventures Inc.**  
**Unaudited – Prepared by Management**

**Notes to Interim Condensed Consolidated Financial Statements**

For the three and nine months ended September 30, 2013 and 2012

**6. Related Party Transactions**

Revenue:

For the three months ended September 30, 2013, the Company earned but did not recognize \$18,750 [2012-\$18,750] in licensing fees from Agrisoma. As at September 30, 2013 the unrecorded license revenue is \$56,250 representing \$37,500 from January to June 2013 and \$18,750 from July to September 2013. This amount will be recognized when the four revenue criteria are met.

Management services:

For the three months ending September 30, 2013 the Company incurred \$Nil [2012-\$22,500] management service fees for July to September 2013 to a corporation where a Company officer and director is a partner.

All transactions are recorded at their exchange amount and incurred in the normal course of business.

**7. Subsequent Events**

Investment in Associate:

On November 6, 2013 the Company's associate, Agrisoma Bio-Sciences Inc., was advised by another of its shareholders, BDC Capital Inc. ("BDC"), that BDC will require payment in full of a promissory note due from Agrisoma to BDC on December 7, 2013. The promissory note has a principal value of \$1 million and is the only debt outstanding from any Agrisoma shareholder.

Extension of share purchase warrant expiry date:

On November 12, 2013 the Company received TSX Venture Exchange (the "Exchange") approval of a six month extension of the expiry dates of 6,666,832 share purchase warrants issued on November 9 and December 13, 2012 as part of a private placement. As a result of the revision 4,082,000 warrants will expire on May 9, 2014 and 2,584,832 warrants will expire on June 13, 2014.

The changes are summarized in the following table:

	Black Scholes Valuation Model		Valuation		
	Term (yrs)	Volatility	Per warrant	Total	Increase
4,082,000 warrants					
-revision	1.5	116.0%	\$0.13	\$530,660	
-original	1.0	127.0%	\$0.11	\$449,020	\$81,640
2,584,832 warrants					
-revision	1.5	117.0%	\$0.11	\$284,332	
-original	1.0	124.0%	\$0.09	\$232,635	\$51,697
TOTAL					<u>\$133,337</u>

The warrant value in shareholders' equity will be increased by \$133,337 and the offsetting amount a distribution and a charge against shareholders' deficit.