



**SERNOVA CORP.**

**INTERIM CONDENSED  
CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE THREE AND SIX MONTHS ENDED  
APRIL 30, 2017 AND 2016**

**(Expressed in Canadian Dollars)  
(Unaudited)**

700 Collip Circle  
The Stiller Centre, Suite 114  
London, ON  
N6G 4X8  
[www.sernova.com](http://www.sernova.com)

These unaudited interim condensed consolidated financial statements of Sernova Corp. (the "Company") have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these interim financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

**SERNOVA CORP.**  
**INTERIM CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
**AS AT**  
(Expressed in Canadian Dollars)  
(Unaudited)

Note	April 30, 2017	October 31, 2016
<b>ASSETS</b>		
<b>Current assets</b>		
	\$ 5,313,827	\$ 5,199,451
	203,320	700,000
4	156,448	231,351
	<u>33,915</u>	<u>67,792</u>
<b>Total current assets</b>	<u>5,707,510</u>	<u>6,198,594</u>
<b>Non-current assets</b>		
5	<u>115,183</u>	<u>26,650</u>
<b>Total non-current assets</b>	<u>115,183</u>	<u>26,650</u>
<b>Total assets</b>	<u>\$ 5,822,693</u>	<u>\$ 6,225,244</u>
<b>LIABILITIES</b>		
<b>Current liabilities</b>		
6	\$ 275,383	\$ 190,950
10	<u>429,508</u>	<u>655,324</u>
<b>Total current liabilities</b>	<u>704,891</u>	<u>846,274</u>
<b>EQUITY</b>		
7	33,834,283	32,902,583
7	993,360	993,360
	3,398,840	3,635,753
	<u>(33,108,681)</u>	<u>(32,152,726)</u>
<b>Total equity</b>	<u>5,117,802</u>	<u>5,378,970</u>
<b>Total liabilities and equity</b>	<u>\$ 5,822,693</u>	<u>\$ 6,225,244</u>

Nature and continuance of operations (Note 1)

Commitments and contingencies (Note 10)

Approved and authorized by the Board of Directors on June 9, 2017:

<u>Frank Holler</u>	Director	<u>Dr. Philip Toileikis</u>	Director
Frank Holler		Dr. Philip Toileikis	

See accompanying notes to the interim condensed consolidated financial statements.

**SERNOVA CORP.****INTERIM CONDENSED CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS  
FOR THE THREE AND SIX MONTHS ENDED APRIL 30,**

(Expressed in Canadian Dollars)

(Unaudited)

	Note	Three Months Ended April 30,		Six Months Ended April 30,	
		2017	2016	2017	2016
<b>EXPENSES</b>					
Research and development	9	\$ 389,425	\$ 386,865	\$ 452,947	\$ 775,348
General and administrative	9	<u>285,577</u>	<u>266,461</u>	<u>541,799</u>	<u>546,964</u>
Total operating expenses		<u>675,003</u>	<u>653,326</u>	<u>994,746</u>	<u>1,322,312</u>
Finance income		(12,278)	(5,127)	(31,282)	(11,657)
Finance costs		4,077	2,731	8,042	4,081
Foreign exchange (gain) loss		<u>(28,370)</u>	<u>40,987</u>	<u>(15,551)</u>	<u>53,631</u>
Net finance (income) costs		<u>(36,571)</u>	<u>38,591</u>	<u>(38,791)</u>	<u>46,055</u>
<b>Net loss and comprehensive loss for the period</b>		<b>\$ 638,432</b>	<b>\$ 691,917</b>	<b>\$ 955,955</b>	<b>\$ 1,368,367</b>
<b>Weighted average number of common shares outstanding for the period</b>					
		157,603,670	143,040,470	156,835,605	142,834,458
<b>Basic and diluted loss per common share</b>					
		\$ 0.00	\$ 0.00	\$ 0.01	\$ 0.01

See accompanying notes to the interim condensed consolidated financial statements.

**SERNOVA CORP.**  
**INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE SIX MONTHS ENDED APRIL 30,**  
(Expressed in Canadian Dollars)  
(Unaudited)

	Six Months Ended April 30,	
	2017	2016
<b>CASH PROVIDED BY (USED IN):</b>		
<b>OPERATING ACTIVITIES</b>		
Loss for the period	\$ (955,955)	\$ (1,368,367)
Adjustments for items not affecting cash:		
Depreciation of property and equipment	13,078	3,782
Share-based compensation	224,287	264,002
Interest accrued on short-term investments	(3,320)	17,955
Contributions	(475,427)	(77,522)
Changes in non-cash working capital balances:		
Amounts receivable	74,903	82,671
Prepaid expenses	33,877	777
Accounts payable and accrued liabilities	6,645	54,495
Net cash used in operating activities	<u>(1,081,912)</u>	<u>(1,022,207)</u>
<b>INVESTING ACTIVITIES</b>		
Marketable securities, net	500,000	2,651,070
Acquisition of property and equipment	<u>(23,823)</u>	<u>(5,025)</u>
Net cash provided by investing activities	<u>476,177</u>	<u>2,646,045</u>
<b>FINANCING ACTIVITIES</b>		
Issue of common shares on exercise of stock options	470,500	187,812
Grants	<u>249,611</u>	<u>873,213</u>
Net cash provided by financing activities	<u>720,111</u>	<u>1,061,025</u>
<b>Change in cash and cash equivalents during the period</b>	<b>114,376</b>	<b>2,684,863</b>
<b>Cash and cash equivalents, beginning of period</b>	<b><u>5,199,451</u></b>	<b><u>211,938</u></b>
<b>Cash and cash equivalents, end of period</b>	<b><u>\$ 5,313,827</u></b>	<b><u>\$ 2,896,801</u></b>
Supplementary cash flow information:		
Property and equipment acquired through accounts payable and accrued liabilities	\$ 77,788	\$ —

See accompanying notes to the interim condensed consolidated financial statements.

**SERNOVA CORP.**

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY  
FOR THE SIX MONTHS ENDED APRIL 30, 2017 AND 2016

(Expressed in Canadian Dollars)

(Unaudited)

	Common Shares (Note 7)		Warrants (Note 7)		Contributed Surplus	Deficit	Total
	Number	Amount	Number	Amount			
<b>Balance, October 31, 2016</b>	156,679,498	\$ 32,902,583	26,216,362	\$ 993,360	\$ 3,635,753	\$ (32,152,726)	\$ 5,378,970
Net loss and comprehensive loss for the period	–	–	–	–	–	(955,955)	(955,955)
Transactions with owners of the Company, recognized directly in equity							
Exercise of stock options	2,695,000	931,700	–	–	(461,200)	–	470,500
Share-based compensation	–	–	–	–	224,287	–	224,287
<b>Balance, April 30, 2017</b>	159,374,498	\$ 33,834,283	26,216,362	\$ 993,360	\$ 3,398,840	\$ (33,108,681)	\$ 5,117,802
<b>Balance, October 31, 2015</b>	141,821,720	\$ 28,588,449	19,026,040	\$ 935,157	\$ 3,082,947	\$ (29,653,104)	\$ 2,953,449
Net loss and comprehensive loss for the period	–	–	–	–	–	(1,368,367)	(1,368,367)
Transactions with owners of the Company, recognized directly in equity							
Exercise of stock options	1,208,750	296,600	–	–	(108,788)	–	187,812
Warrants expired unexercised	–	–	(10,000,000)	–	–	–	–
Share-based compensation	–	–	–	–	264,002	–	264,002
<b>Balance, April 30, 2016</b>	143,030,470	\$ 28,885,049	9,026,040	\$ 935,157	\$ 3,238,161	\$ (31,021,471)	\$ 2,036,896

See accompanying notes to the interim condensed consolidated financial statements.

**SERNOVA CORP.****NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE THREE AND SIX MONTHS ENDED APRIL 30, 2017 AND 2016**

(Expressed in Canadian Dollars)

(Unaudited)

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**1. NATURE AND CONTINUANCE OF OPERATIONS**

Sernova Corp. is a regenerative medicine company engaged in the research and development of its proprietary Cell Pouch™ and associated technologies including immune-protected therapeutic cells. The Company is focused on developing a commercially-viable treatment for insulin-dependent human diabetes and other metabolic, blood and neurological diseases with therapeutic cells placed into its implanted, prevascularized and scalable medical device (the Cell Pouch™), protected from immune system attack.

Sernova Corp. (the “Company”) was incorporated under the Company Act (British Columbia) on August 19, 1998. Effective May 29, 2001, the Company was continued under the Canada Business Corporations Act.

The Company’s head office is located at 700 Collip Circle, Suite 114, London, Ontario, N6G 4X8. The Company’s registered address is Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia, V6E 2N7. The Company is listed on the TSX Venture Exchange under the symbol SVA and is also listed on the OTCQB Venture Market under the symbol SEOVF.

These interim condensed consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) that are applicable to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business for the foreseeable future. The Company has experienced operating losses and cash outflows from operations since its inception, and accordingly, it will require ongoing financing in order to continue its research and development activities. The ability of the Company to continue as a going concern in the long-term depends upon its ability to develop profitable operations and to continue to raise adequate financing. The Company will seek new funding from additional equity financings and/or licensing agreements and collaborations with development partners. Management believes that the Company has sufficient working capital to maintain its operations for at least the next twelve months.

**2. BASIS OF PRESENTATION****(a) Statement of compliance**

These interim condensed consolidated financial statements for the three and six months ended April 30, 2017 and 2016 were prepared in accordance with International Accounting Standard 34 *Interim Financial Reporting* (“IAS 34”) as issued by the International Accounting Standards Board (“IASB”).

The same accounting policies and methods of computation were followed in the preparation of these interim condensed consolidated financial statements as were followed in the preparation of the annual consolidated financial statements for the years ended October 31, 2016 and 2015, which were prepared in accordance with IFRS as issued by the IASB. Any subsequent changes to IFRS or their interpretation, that are given effect in the Company’s annual audited consolidated financial statements for the year ending October 31, 2017, could result in a restatement of these unaudited interim condensed consolidated financial statements. These interim condensed consolidated financial statements do not include all the information and disclosures required in the annual consolidated financial statements. Accordingly, these interim condensed consolidated financial statements for the three and six months ended April 30, 2017 and 2016 should be read together with the annual consolidated financial statements for the years ended October 31, 2016 and 2015.

The preparation of interim condensed consolidated financial statements in accordance with IAS 34 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company’s accounting policies. These interim condensed consolidated financial statements were authorized for issuance by the Company’s Board of Directors on June 9, 2017.

**SERNOVA CORP.****NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
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**2. BASIS OF PRESENTATION (cont'd...)****(b) Basis of measurement:**

These interim condensed consolidated financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value.

**(c) Functional and presentation currency**

These interim condensed consolidated financial statements are presented in Canadian dollars, which is the functional currency of the Company and its wholly-owned and controlled subsidiaries.

**(d) Use of significant estimates and assumptions**

The preparation of these interim condensed consolidated financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies, the reported amounts of assets, liabilities and expenses, as well as the Company's ability to continue as a going concern. The estimates and assumptions made are continually evaluated and have been based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Such estimates and assumptions are inherently uncertain. Actual results could differ materially from these estimates and assumptions. Revisions to estimates are recognized in the period in which the estimate is revised and may impact future periods.

Management has applied significant estimates and assumptions to the following:

**Valuation of share-based compensation**

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected: option life, volatility, risk-free interest rate, forfeiture rates, stock option exercise behaviours, dividend yield and corporate performance. Changes in these assumptions affect the fair value estimate for share-based compensation.

**3. SIGNIFICANT ACCOUNTING POLICIES****New standards and interpretations not yet effective***IFRS 9 Financial Instruments*

In October 2010, the IASB published amendments to IFRS 9 *Financial Instruments* ("IFRS 9") which provides added guidance on the classification and measurement of financial liabilities. In July 2014, the IASB issued its final version of IFRS 9, which completes the classification and measurement, impairment and hedge accounting phases of the IASB's project to replace IAS 39 *Financial Instruments: Recognition and Measurement*. The final standard is mandatorily effective for annual periods beginning on or after January 1, 2018, with earlier application permitted. The Company has not yet assessed the impact of this standard on the interim condensed consolidated financial statements.

*IFRS 15 Revenue from Contracts with Customers*

In May 2014, the IASB issued IFRS 15 *Revenue from Contracts with Customers* ("IFRS 15"), which covers principles for reporting about the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. In September 2015, the IASB issued an amendment to IFRS 15 reflecting a one-year

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**3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)****New standards and interpretations not yet effective (cont'd...)**

deferral of the effective date of the standard to January 1, 2018. The Company has not yet assessed the impact of this standard on the interim condensed consolidated financial statements.

*IFRS 16 Leases*

In January 2016, the IASB issued IFRS 16 *Leases* ("IFRS 16"), its new lease standard that requires lessees to recognize assets and liabilities for most leases on the statement of financial position. Lessees applying IFRS 16 will have a single accounting model for all leases, with certain exemptions. Lessor accounting is substantially unchanged. The new standard will be effective from January 1, 2019 with limited early application permitted. The Company has not yet assessed the impact of this standard on the interim condensed consolidated financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued, but have future effective dates, are either not applicable or are not expected to have a significant impact on the Company's interim condensed consolidated financial statements.

**4. AMOUNTS RECEIVABLE**

As at	April 30, 2017	October 31, 2016
Government programs receivable	\$ 128,182	\$ 166,142
Sales tax credits receivable	17,827	65,209
Other receivables	<u>10,439</u>	<u>—</u>
	<u>\$ 156,448</u>	<u>\$ 231,351</u>

**5. PROPERTY AND EQUIPMENT**

	Computer and Office Equipment	Laboratory Equipment	Total
<b>Cost</b>			
Balance, October 31, 2016	\$ 26,020	\$ 32,027	\$ 58,047
Additions	<u>—</u>	<u>101,611</u>	<u>101,611</u>
Balance, April 30, 2017	<u>\$ 26,020</u>	<u>\$ 133,638</u>	<u>\$ 159,658</u>
<b>Accumulated depreciation</b>			
Balance, October 31, 2016	\$ 20,661	\$ 10,736	\$ 31,397
Depreciation	<u>788</u>	<u>12,290</u>	<u>13,078</u>
Balance, April 30, 2017	<u>\$ 21,449</u>	<u>\$ 23,026</u>	<u>\$ 44,475</u>
<b>Net carrying amounts</b>			
October 31, 2016	\$ 5,359	\$ 21,291	\$ 26,650
April 30, 2017	<u>\$ 4,571</u>	<u>\$ 110,612</u>	<u>\$ 115,183</u>



**SERNOVA CORP.****NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE THREE AND SIX MONTHS ENDED APRIL 30, 2017 AND 2016**

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**6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

As at	April 30, 2017	October 31, 2016
Accounts payable	\$ 143,943	\$ 116,003
Accrued liabilities	126,658	71,383
Due to related parties (Note 9)	<u>4,782</u>	<u>3,564</u>
	<u>\$ 275,383</u>	<u>\$ 190,950</u>

**7. COMMON SHARES AND WARRANTS****(a) Authorized**

Unlimited number of common shares, without par value.

**(b) Share capital transactions – six months ended April 30, 2017 and 2016**

For the six months ended April 30, 2017, 2,695,000 stock options were exercised for gross cash proceeds of \$470,500. During the same period 330,000 stock options expired.

For the six months ended April 30, 2016, 1,208,750 stock options were exercised for gross cash proceeds of \$187,812.

**(c) Warrants**

The following table summarizes warrants outstanding as at April 30, 2017:

Warrants	Number of Warrants *	Exercise Price	Expiry Date
	5,793,464	\$0.30	May 8, 2017
	3,101,048	0.30	May 14, 2017
	8,299,250	0.35	June 27, 2018
	<u>9,022,600</u>	0.35	June 30, 2018
	<u>26,216,362</u>		

\* Subsequent to April 30, 2017 the Company extended the expiry date of 5,745,633 warrants from May 8, 2017 to November 8, 2017. The Company also extended the expiry date of 3,043,256 warrants from May 14, 2017 to November 14, 2017.

**SERNOVA CORP.****NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
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**7. COMMON SHARES AND WARRANTS (cont'd ...)****(d) Warrants (cont'd ...)**

All warrants are exercisable on issuance. Changes in the number of warrants outstanding during the six months ended April 30, 2017 and 2016 were as follows:

	2017		2016	
	Number of Warrants	Weighted Average Exercise Price	Number of Warrants	Weighted Average Exercise Price
Balance outstanding, beginning of period	26,216,362	\$ 0.33	19,026,040	\$ 0.35
Expired	-	-	(10,000,000)	0.40
Balance outstanding, end of period	26,216,362	\$ 0.33	9,026,040	\$ 0.30

**(e) 2015 Incentive Plan**

The Company has a 2015 Incentive Plan (the "Plan"), the terms of which were most recently approved by shareholders of the Company on April 26, 2017. Under the Plan the Board of Directors may grant stock options to directors, officers, employees or consultants of the Company and deferred share units ("DSU's") to directors and officers of the Company up to an aggregate of 10% of the Company's issued and outstanding common shares. The number of common shares reserved for issuance as DSU's under the Plan is fixed at a maximum of 1,314,778.

Options granted under the Plan have lives of up to ten years from the date of grant. The vesting schedule of all granted options is determined at the discretion of the Board. According to the terms of the Plan, the exercise price of any options granted must be in accordance with the policies of the TSX Venture Exchange.

The following table summarizes options outstanding as at April 30, 2017:

	Number of Options	Exercise Price	Expiry Date
<b>Options</b>	313,600	\$ 0.350	July 4, 2018
	1,775,000	0.150	January 27, 2019
	150,000	0.150	February 11, 2019
	1,775,000	0.260	June 25, 2025
	2,550,000	0.225	March 14, 2026
	<u>250,000</u>	0.260	November 14, 2026
	6,813,600		

As at April 30, 2017, there were 6,813,600 options outstanding, representing 4.3% of the Company's issued and outstanding common shares (October 31, 2016 – 10,436,100 options outstanding representing 6.7%).

**SERNOVA CORP.****NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE THREE AND SIX MONTHS ENDED APRIL 30, 2017 AND 2016**

(Expressed in Canadian Dollars)

(Unaudited)

**7. COMMON SHARES AND WARRANTS (cont'd ...)****(e) 2015 Incentive Plan (cont'd ...)**

Changes in the number of options outstanding during the six months ended April 30, 2017 and 2016, were as follows:

	2017		2016	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Balance outstanding, beginning of period	10,436,100	\$ 0.19	8,873,750	\$ 0.19
Granted	250,000	0.26	3,080,000	0.23
Cancelled/Forfeited	(1,177,500)	0.22	(300,000)	0.25
Exercised	(2,695,000)	0.17	(1,208,750)	0.16
Balance outstanding, end of period	6,813,600	\$ 0.22	10,445,000	\$ 0.20
Options exercisable, end of period	4,387,137	\$ 0.21	5,505,000	\$ 0.17

The following table reflects details of the stock options outstanding by range of exercise prices as at April 30, 2017:

Range of Exercise Prices	Number Outstanding	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
\$ 0.14 to \$ 0.18	1,925,000	1.7	\$ 0.15	1,925,000	\$ 0.15
\$ 0.22 to \$ 0.26	4,575,000	8.6	0.24	2,148,537	0.24
\$ 0.35	313,600	1.2	0.35	313,600	0.35
\$ 0.14 to \$ 0.35	6,813,600	6.3	\$ 0.22	4,387,137	\$ 0.21

The Company's Plan allows for the issuance of DSU's to Directors and Officers of the Company in the form of a cash payment or issuance of shares at the time the DSU holder leaves the Company. Since the method of settlement of the DSU's is at the discretion of the Company under the plan, it has been accounted for as an equity settled plan. On June 25, 2015 and March 14, 2016, the Company issued 625,000 and 450,000 DSU's to directors, respectively. The DSU's vest over a three year period after the date of grant. Up to April 30, 2017 514,672 DSU's had vested.

**8. RELATED PARTY TRANSACTIONS**

The key management personnel of the Company are the Directors, the President and Chief Executive Officer and the Chief Financial Officer.

**SERNOVA CORP.****NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE THREE AND SIX MONTHS ENDED APRIL 30, 2017 AND 2016**

(Expressed in Canadian Dollars)

(Unaudited)

**8. RELATED PARTY TRANSACTIONS (cont'd ...)**

Amounts due to related parties, including amounts due to key management personnel, at the period-end are unsecured, interest free and settlement generally occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. Included in accounts payable and accrued liabilities at April 30, 2017 was \$4,782 due to key management personnel (October 31, 2016 – \$3,564).

Compensation to key management personnel for the three and six months ended April 30, 2017 and 2016, was as follows:

	Three months ended April 30,		Six months ended April 30,	
	2017	2016	2017	2016
Salaries, benefits and consulting fees	\$ 115,178	\$ 113,528	\$ 211,513	\$ 270,561
Director fees and benefits	24,984	24,984	49,969	50,796
DSU's issued for director compensation	21,680	33,626	48,719	61,143
Share-based compensation	<u>17,174</u>	<u>58,554</u>	<u>41,215</u>	<u>100,499</u>
<b>Total</b>	<b>\$ 179,016</b>	<b>\$ 230,692</b>	<b>\$ 351,416</b>	<b>\$ 482,999</b>

**9. STATEMENT OF LOSS AND COMPREHENSIVE LOSS SUPPLEMENTARY INFORMATION**

Components of the research and development expenses for the three and six months ended April 30, 2017 and 2016, were as follows:

	Three months ended April 30,		Six months ended April 30,	
	2017	2016	2017	2016
Employee costs, supplies and contract payments	\$ 441,191	\$ 313,214	\$ 735,203	\$ 694,838
Manufacturing costs	29,028	-	29,028	-
Patent fees and costs	51,827	31,922	83,612	83,711
Depreciation of property and equipment	6,460	1,775	12,920	3,552
Share-based compensation	50,020	79,403	119,509	122,892
Contributions and tax credits	<u>(189,101)</u>	<u>(39,449)</u>	<u>(527,325)</u>	<u>(129,645)</u>
<b>Total research and development expenses</b>	<b>\$ 389,425</b>	<b>\$ 386,865</b>	<b>\$ 452,947</b>	<b>\$ 775,348</b>

Components of the general and administrative expenses for the three and six months ended April 30, 2017 and 2016, were as follows:

	Three months ended April 30,		Six months ended April 30,	
	2017	2016	2017	2016
Employee costs and consulting fees	\$ 85,662	\$ 47,874	\$ 145,421	\$ 102,798
Professional fees	25,136	17,910	41,048	44,965
Director fees and benefits	26,494	24,984	51,479	50,796
Investor relations	59,726	40,802	111,355	109,132
Travel and other costs	42,118	53,513	87,559	97,933
Depreciation of property and equipment	79	115	158	230
DSU's issued for director compensation	21,680	33,626	48,719	61,143
Share-based compensation	<u>24,682</u>	<u>47,637</u>	<u>56,060</u>	<u>79,967</u>
<b>Total general and administrative expenses</b>	<b>\$ 285,577</b>	<b>\$ 266,461</b>	<b>\$ 541,799</b>	<b>\$ 546,964</b>

**SERNOVA CORP.****NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE THREE AND SIX MONTHS ENDED APRIL 30, 2017 AND 2016**

(Expressed in Canadian Dollars)

(Unaudited)

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**10. DEFERRED GRANTS, COMMITMENTS AND CONTINGENCIES**

In December 2015, the Company was awarded a €5.6 million (approximately \$8.5 million) non-dilutive grant by the European Commission's Horizon 2020 program, as part of a consortium. The Company expects to receive total funding in the amount of €944,178 (approximately \$1.4 million), representing its portion of the grant, based upon the terms of the grant agreement. In January 2016, the Company received an initial funding payment related to the grant in the amount of €566,507 (\$873,213). Expenditures incurred by the Company related to the grant to April 30, 2017 amounted to \$443,705 leaving \$429,508 of the grant received as deferred grants, which will be recognized against future expenditures covered by the grant. By participating in the HemAcure consortium and accepting grant funding, the Company has committed to perform certain product development activities, as outlined in the grant agreement with the European Commission's Horizon 2020 program. Amounts claimed by the Company against the grant will be subject to an audit by the European Commission.

In July 2016, the Company was awarded a US\$2.45 million (approximately \$3.2 million) grant under an agreement with JDRF Therapeutics Fund, LLC ("JDRF"). The grant supports a human clinical trial of Sernova's Cell Pouch™ for treatment of patients with type 1 diabetes at a major transplantation center in the United States. In August 2016, the Company received an initial funding payment from JDRF in the amount of US\$367,768 (\$480,783) as per the terms under the agreement. Pursuant to the agreement with JDRF, the Company has committed to perform certain clinical trial activities and to use commercially reasonable efforts to introduce a diabetes product into a major market. Further, the agreement creates an obligation for the Company to pay royalties to JDRF on any future net sales received by the Company from a diabetes product or in certain future license or disposition transactions limited to a certain percentage of funds received over time up to a prescribed limit related to the amount of the grant funding.

In October 2016, the Company entered into a collaboration with an international pharmaceutical company to study Sernova's Cell Pouch™ in a large animal diabetes model. The collaboration involves the study of safety, survival and efficacy of locally immune protected therapeutic cells in our Cell Pouch™ in proof of concept studies with the goal to establish a future development and commercial partnership. Pursuant to the collaboration agreement, the Company has committed to perform certain pre-clinical activities. This agreement included 50% cost sharing for the agreed studies. The first payment in the amount of US\$185,778 (\$249,611) was received in December 2016.

The Company expects to pay certain future costs related to its pre-clinical and clinical trials. Such payments are expected to include the cost of clinical staff and overhead thereon, trial insurance, and may include travel and a portion of drug or procedure-related expenses or transplantation expenses not covered by insurance. The total expected future payments will be impacted by such factors as the rate of enrollment, the location in which the patient resides and the specifics of patient insurance.

The Company entered into a two year lease commitment on August 1, 2015. Remaining gross payments required under this lease is approximately \$17,000 related to the rental of laboratory space payable in the 2017 fiscal year. The lease also included options for the Company to extend the lease for two additional one year periods. In April 2017, the Company exercised the option to extend the lease for one year. Gross payments required under the extended period amount to approximately \$70,000. An option to extend the lease for one further year still remains.