



# liberty health sciences

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

**Liberty Health Sciences Inc.  
(formerly, SecureCom Mobile Inc.)**

FOR THE THREE MONTHS ENDED MAY 31, 2018

(in Canadian Dollars)

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**NOTICE TO READER**

Under National Instrument 51-102, Part 4, subsection 4.3 (3) (a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.

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

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# **Liberty Health Sciences Inc.** **(formerly, SecureCom Mobile Inc.)**

May 31, 2018

## Table of contents

Condensed Interim Consolidated Statements of Financial Position .....	1
Condensed Interim Consolidated Statements of Loss and Comprehensive Loss .....	2
Condensed Interim Consolidated Statements of Changes in Shareholders' Equity .....	3
Condensed Interim Consolidated Statements of Cash Flows .....	4
Notes to the Condensed Interim Consolidated Financial Statements .....	5-16

# Liberty Health Sciences Inc.

## (formerly, SecureCom Mobile Inc.)

Condensed Interim Consolidated Statements of Financial Position  
(In Canadian dollars)

	Note	May 31, 2018	February 28, 2018
<b>Assets</b>			
Current assets			
Cash and term deposits		\$ 38,844,035	\$ 26,145,379
Inventory	4	3,535,079	2,296,852
Biological assets	5	588,730	743,896
Prepaid assets and other current assets		871,967	622,404
Total current assets		\$ 43,839,811	\$ 29,808,531
Deposits		237,701	2,204,819
Investments	6	1,753,174	320,225
Promissory note	7	2,948,792	-
Capital assets	8	34,357,072	25,285,804
Intangible assets	9	48,225,083	48,164,672
Total assets		\$ 131,361,633	\$ 105,784,051
<b>Liabilities</b>			
Current liabilities			
Accounts payable and accrued liabilities		\$ 10,373,676	\$ 3,556,446
Finance lease		41,883	61,540
Total current liabilities		10,415,559	3,617,986
Convertible notes payable	10	9,401,186	8,837,835
Embedded derivative	10	1,353,759	2,930,932
Deferred rent		98,476	56,272
Deferred tax liability		377,831	377,831
Total liabilities		21,646,811	15,820,856
<b>Shareholders' equity</b>			
Share capital	11	129,059,567	113,321,501
Warrant reserve	12	10,573,826	5,002,063
Contributed surplus	13	3,594,602	2,456,669
Accumulated other comprehensive loss		(1,971,433)	(2,449,730)
(Deficit) retained earnings		(31,541,740)	(28,367,308)
Total shareholders' equity		109,714,822	89,963,195
Total liabilities and shareholders' equity		\$ 131,361,633	\$ 105,784,051

Nature of operations (Note 1)  
Subsequent events (Note 17)

Approved on behalf of the Board:

"George Scorsis"  
Signed: CEO and Director

"Rene Gulliver"  
Signed: CFO

# Liberty Health Sciences Inc.

## (formerly, SecureCom Mobile Inc.)

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss  
(In Canadian dollars)

	Note	For the three months ended May 31, 2018	For the period from May 1 to May 31, 2017
<b>Revenue</b>			
Sales		\$ 1,141,118	\$ 4,793
Total revenue		1,141,118	4,793
<b>Cost of sales</b>			
Cost of goods sold	4	826,298	6,272
Depreciation	8, 9	176,772	4,810
Change in fair value of biological assets	5	(468,130)	(1,172)
Total cost of sales		534,940	9,910
<b>Gross profit</b>		<b>606,178</b>	<b>(5,117)</b>
<b>Operating expenses</b>			
Professional fees		512,692	299
Employee and staff costs		664,882	11,717
Office and general		238,315	10,897
Consulting fees		45,940	51,758
Travel and entertainment		166,490	19,170
Interest expense		463,553	-
Advertising and marketing		210,595	43,241
Insurance		261,582	-
Selling costs		347,806	-
Facilities expenses and leases		414,075	-
Royalty	14	34,234	-
Depreciation	8, 9	458,611	36,530
Share-based compensation	13	1,137,933	-
Total operating expenses		4,956,708	173,612
<b>Non-operating items</b>			
Other income		(512,054)	(4,408)
Investor relations and filing fees		268,898	-
Transaction costs		247,268	435,555
Interest accretion	10	463,751	-
Change in fair value of embedded derivative	10	(1,577,173)	-
Foreign exchange (gain) loss		(66,788)	409,578
Total other non-operating items		(1,176,098)	840,725
<b>Net loss</b>		<b>(3,174,432)</b>	<b>(1,019,454)</b>
<b>Other comprehensive loss</b>			
Foreign currency translation adjustment		478,297	36,698
Net comprehensive loss		\$ (2,696,135)	\$ (982,756)
Weighted average number of shares		309,191,754	223,505,609
Net loss per share – basic and diluted		\$ (0.010)	\$ (0.005)

# Liberty Health Sciences Inc. (formerly, SecureCom Mobile Inc.)

## Condensed Interim Consolidated Statements of Changes in Shareholders' Equity

(In Canadian dollars)

	Number of common shares	Share capital	Warrant reserve	Contributed surplus	Accumulated other comprehensive income	(Deficit) retained earnings	Total shareholders' equity
Balance as at April 30, 2017	185,945,512	\$ 30,167,601	\$ -	\$ -	\$ -	\$ 478,198	\$ 30,645,799
Share issuance – cash, net of issuance costs	54,727,532	31,027,503	769,410	-	-	-	31,796,913
Share issuance – 242 Cannabis acquisition	18,815,322	24,459,919	4,232,653	-	-	-	28,692,572
Share issuance – legal settlement	505,000	595,500	-	-	-	-	595,500
Share issuance – options exercised	16,833	21,334	-	(1,334)	-	-	20,000
Share-based payments	-	-	-	2,440,895	-	-	2,440,895
Shares retained by Securecom shareholders	43,348,149	27,049,244	-	-	-	-	27,049,244
Options retained by Securecom shareholders	-	-	-	16,908	-	-	16,908
Net comprehensive loss for the period	-	-	-	-	(2,449,730)	(28,845,506)	(31,295,236)
<b>Balance as at February 28, 2018</b>	<b>303,358,348</b>	<b>\$ 113,321,501</b>	<b>\$ 5,002,063</b>	<b>\$ 2,456,669</b>	<b>\$ (2,449,730)</b>	<b>\$ (28,367,308)</b>	<b>\$ 89,963,195</b>
Share issuance – cash, net of issuance costs	25,555,875	15,738,066	5,571,763	-	-	-	21,309,829
Share-based payments	-	-	-	1,137,933	-	-	1,137,933
Net comprehensive loss for the period	-	-	-	-	478,297	(3,174,432)	(2,696,135)
<b>Balance as at May 31, 2018</b>	<b>328,914,223</b>	<b>\$ 129,059,567</b>	<b>\$ 10,573,826</b>	<b>\$ 3,594,602</b>	<b>\$ (1,971,433)</b>	<b>\$ (31,541,740)</b>	<b>\$ 109,714,822</b>

# Liberty Health Sciences Inc.

## (formerly, SecureCom Mobile Inc.)

### Condensed Interim Consolidated Statements of Cash Flows

(In Canadian dollars)

	Note	For the three months ended May 31, 2018	For the period from May 1 to May 31, 2017
<b>Operating activities</b>			
Net loss		\$ (3,174,432)	\$ (1,019,454)
Adjustments for:			
Depreciation	8, 9	635,383	41,340
Change in fair value of biological assets	5	(468,130)	(1,172)
Share-based compensation	13	1,137,933	-
Interest accretion	10	463,751	-
Change in fair value of embedded derivative	10	(1,577,173)	-
Change in fair value of investment	6	(429,474)	-
Disposal of assets		149,735	-
Effect of exchange rate changes		(4,065)	(52,407)
Changes in non-cash working capital			
Inventory		(1,184,827)	(13,699)
Biological assets		561,824	(17,483)
Prepaid expenses and other current assets		(249,563)	(68,103)
Deposits		1,967,118	(17,935)
Accounts payable and accrued liabilities		343,230	(46,372)
Deferred rent		42,204	(6,553)
		(1,786,486)	(1,201,838)
<b>Investing activities</b>			
Purchase of equipment	8	(2,856,238)	-
Purchase of investment	6	(1,000,000)	-
Issuance of promissory note	7	(2,948,792)	-
Acquisition of Chestnut Hill Tree Farm LLC		-	(45,398,694)
		(6,805,030)	(45,398,694)
<b>Financing activities</b>			
Share capital issued for cash, net of issuance costs	11	21,309,829	25,000,000
Finance lease		(19,657)	-
		21,290,172	25,000,000
Net increase (decrease) in cash and term deposits		12,698,656	(21,600,532)
Cash and term deposits, beginning of period		26,145,379	26,365,123
Cash and term deposits, end of period		\$ 38,844,035	\$ 4,764,591

# Liberty Health Sciences Inc. (formerly, SecureCom Mobile Inc.)

## Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended May 31, 2018

(In Canadian dollars unless otherwise noted)

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### 1. Nature of operations

Liberty Health Sciences Inc. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on November 9, 2011 as SecureCom Mobile Inc. ("SecureCom"). The head office of the Company is located at 35 McCaul Street, Suite 201, Toronto, Ontario, Canada and its registered office is located at Suite 2300, 550 Burrard Street, Vancouver, British Columbia, Canada.

The Company's principal business activity is the production and distribution of medical cannabis through its wholly-owned subsidiary DFMMJ LLC (d/b/a Liberty Health Sciences Florida Ltd.).

On July 20, 2017, the Company completed a reverse takeover transaction, pursuant to which DFMMJ Investments Ltd. ("DFMMJ") amalgamated with a wholly-owned subsidiary of the Company (Note 4). The Company's common shares resumed trading on the Canadian Securities Exchange under the symbol "LHS" on July 26, 2017.

These condensed interim consolidated financial statements were approved by the Company's Board of Directors on July 25, 2018.

### 2. Basis of presentation

#### (a) Statement of compliance

The Company's condensed interim consolidated financial statements have been prepared in accordance with IAS 34 – Interim Financial Reporting. These condensed interim consolidated financial statements do not include all notes of the type normally included within the annual financial report and should be read in conjunction with the audited financial statements of the Company for the period from May 1, 2017 to February 28, 2018, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and Interpretations of the IFRS Interpretations Committee.

#### (b) Basis of presentation

These condensed interim consolidated financial statements have been prepared on the going concern basis, under the historical cost basis except for certain financial instruments that are measured at fair value and biological assets that are measured at fair value less costs to sell, as detailed in the Company's accounting policies.

#### (c) Functional and presentation currency and change in functional currency

These condensed interim consolidated financial statements are presented in Canadian dollars, which is the Company's functional and presentation currency. Effective May 23, 2017, the functional currency of DFMMJ LLC, a wholly-owned subsidiary, was changed from the Canadian dollar to the United States dollar. The change in functional currency was a result of the increased influence of the United States dollar on the economic environment in which DFMMJ LLC operates due to the acquisition of Chestnut Hill Tree Farms LLC in fiscal 2018. The change in functional currency of the foreign operation has been adjusted prospectively from May 23, 2017.

#### (d) Basis of consolidation

The Company consolidates entities which it controls. Control exists when the Company has the power, directly and indirectly, to govern the financial and operating policies of an entity and be exposed to the variable returns from its activities. The financial statements of the wholly owned subsidiaries are included in the condensed interim consolidated financial statements from the date that control commences until the date that control ceases.

# Liberty Health Sciences Inc. (formerly, SecureCom Mobile Inc.)

## Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended May 31, 2018

(In Canadian dollars unless otherwise noted)

Entity Name	Jurisdiction of incorporation
Liberty Health Sciences USA Ltd.	British Columbia, Canada
DFMMJ LLC (d/b/a Liberty Health Sciences Florida Ltd.)	Florida, USA
242 Cannabis LLC	Florida, USA
Liberty Health Sciences Ohio LLC II (50.1% interest in Schottstein Aphria II LLC JV)	Ohio, USA
Liberty Health Sciences Ohio LLC III (50.1% interest in Schottstein Aphria III LLC JV)	Ohio, USA

Intragroup balances, and any unrealized gains and losses or income and expenses arising from transactions with controlled entities are eliminated to the extent of the Company's interest in the entity.

(e) Foreign currency translation

All figures presented in the condensed interim consolidated financial statements are reflected in Canadian dollars unless otherwise noted.

Foreign currency transactions are translated into Canadian dollars at exchange rates in effect on the date of the transactions. Monetary assets and liabilities denominated in foreign currencies at the statement of financial position date are translated to Canadian dollars at the foreign exchange rate applicable as at that date. Realized and unrealized exchange gains and losses are recognized through profit or loss.

The assets and liabilities of foreign operations are translated in Canadian dollars at year-end exchange rates. Income and expenses, and cash flows of foreign operations are translated into Canadian dollars using average exchange rates. Exchange differences resulting from translating foreign operations are recognised in other comprehensive loss and accumulated in equity.

(f) Use of estimates and judgements

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and revenue and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Management has applied significant estimates and assumptions related to the following:

Biological assets and Inventory

Management is required to make a number of estimates and assumptions in calculating the fair value less costs to sell and costs to complete, including estimating the stage of growth of the cannabis, harvesting costs, sales price, and expected yields.

Estimated useful lives, impairment considerations and amortization of capital and intangible assets

Amortization of capital and intangible assets is dependent upon estimates of useful lives based on management's judgment.

Indefinite life intangible asset impairment testing requires management to make critical estimates in the impairment testing model. On an annual basis, the Company tests whether indefinite life intangible assets are impaired. Estimation is required with respect to determining the recoverable amount of indefinite life intangibles.

Impairment of definite long-lived assets is influenced by judgment in defining a cash generating unit and determining the indicators of impairment, and estimates used to measure impairment losses.



# Liberty Health Sciences Inc.

## (formerly, SecureCom Mobile Inc.)

### Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended May 31, 2018

(In Canadian dollars unless otherwise noted)

#### Share-based compensation and warrants

The fair value of share-based compensation and warrants are estimated using the Black-Scholes option pricing model and rely on a number of estimates, such as the expected life of the option or warrant, the volatility of the underlying share price, the risk-free rate of return, and the estimated rate of forfeiture options granted.

#### Taxes

Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

### 3. Significant accounting policies

These condensed interim consolidated financial statements have been prepared following the same accounting policies used in the preparation of the audited consolidated financial statements of the Company for the period from May 1, 2017 to February 28, 2018.

#### New standards and interpretations adopted in the current period

The Company implemented the following amendments for the period beginning on March 1, 2018:

IFRS 9 - Financial Instruments: Classification and Measurement, effective for annual periods beginning on or after January 1, 2018, introduces new requirements for the classification and measurement of financial instruments.

IFRS 15 - Revenue from Contracts with Customers, effective for annual periods beginning on or after January 1, 2018, specifies how and when to recognize revenue and enhances relevant disclosures to be applied to all contracts with customers.

The Company has adopted these new rules retrospectively from March 1, 2018 with the practical expedients permitted under the standards. Comparatives were not restated.

### 4. Inventory

Inventory is comprised of:

	May 31, 2018	February 28, 2018
Harvested cannabis	\$ 338,367	\$ 104,413
Extracted cannabis oil	2,768,682	1,859,828
Packaged cannabis oil	428,030	332,611
	<b>\$ 3,535,079</b>	<b>\$ 2,296,852</b>

Inventory recognized as an expense in cost of sales for the three months ended May 31, 2018 was US\$572,702 (\$735,673) (period from May 1 to May 31, 2017 – US\$4,657 (\$6,272)).

# Liberty Health Sciences Inc.

## (formerly, SecureCom Mobile Inc.)

### Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended May 31, 2018

(In Canadian dollars unless otherwise noted)

#### 5. Biological assets

Biological assets are comprised of:

	Amount
Balance as at April 30, 2017	\$ -
Cost incurred until harvest	544,844
Effect of changes in fair value of biological assets	1,311,671
Purchased biological assets	167,796
Transferred to inventory upon harvest	(1,290,762)
Effect of foreign exchange	10,347
Balance as at February 28, 2018	\$ 743,896
Cost incurred until harvest	455,141
Effect of changes in fair value of biological assets	468,130
Transferred to inventory upon harvest	(1,086,509)
Effect of foreign exchange	8,072
<b>Balance as at May 31, 2018</b>	<b>\$ 588,730</b>

The Company values medical cannabis plants at cost from the date of initial clipping from mother plants until the plant enters the flowering stage, which is usually at the end of the eighth week of its growing cycle. Measurement of the biological asset at fair value less costs to sell and costs to complete begins once the plant enters the flowering stage.

In determining the fair value of biological assets, management is required to make several estimates, including: the expected cost required to grow the cannabis up to the point of harvest; harvesting costs; processing costs, selling costs; sales price; and, expected yields for the cannabis plant. Increases in costs required to grow up to the point of harvest, harvesting costs, processing costs and selling costs will decrease the fair value of biological assets, while increases in the sales price and expected yield for the cannabis plant will increase the fair value of biological assets. All of these significant estimates are categorized as Level 3 of the fair value hierarchy. These estimates are subject to volatility in market prices and several uncontrollable factors, which could significantly affect the fair value of biological assets in future periods.

The sales price used in the valuation of biological assets is based on the average selling price of all cannabis products, and can vary based on different strains being grown as well as proportion of sales derived from various products sold. Selling costs vary depending on methods of selling, and are considered based on the expected methods of selling and the determined additional costs which would be incurred. Expected yields for the cannabis plant is also subject to variety of factors, such as strains being grown, length of growing cycle, and space allocated for growing. Management reviews all significant inputs based on historical information obtained as well as based on planned production schedules. Only when there is a material change from the existing expected fair value used for cannabis does the Company make any adjustments to the fair value used. During the period, there was no material change to these inputs and therefore there has been no change in the determined fair value per plant.

#### 6. Investment

In April 2018, the Company entered into a subscription agreement with Isodiol International Inc. ("Isodiol") for the purchase of 1,369,863 units of Isodiol for a total cost of \$1,000,000. Each unit was comprised of one common share of Isodiol and one common share purchase warrant of Isodiol, exercisable at a price of \$1.00 per warrant for a period of three years from the closing of the agreement. The Company determined the fair value of the common shares based on the market price of the common shares at May 31, 2018 and determined the fair value of the warrants based on a Black-Scholes valuation model using the following assumptions: stock price of \$0.58; expected life of 2.93 years; \$nil dividends; 155.06% volatility; risk-free interest rate of 2.010%; and the exercise price

# Liberty Health Sciences Inc. (formerly, SecureCom Mobile Inc.)

## Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended May 31, 2018

(In Canadian dollars unless otherwise noted)

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of \$0.73. The Company recognized a gain of \$429,474 during the three months ended May 31, 2018 on its investment in Isodiol.

In November 2017, the Company entered into a subscription agreement with Green Tank Holdings Corp. for the purchase of 49,213 preferred shares, for a total cost of US\$250,000 (\$325,003). The Company determined the fair value of its investment, based on the most recent financing at the same price, is equal to its carrying value US\$250,000 USD (\$323,700). The Company recognized a loss from the change in fair value of \$3,475 during the three months ended May 31, 2018, resulting from changes in foreign exchange.

### 7. **Promissory note**

On March 27, 2018, the Company announced that it had agreed to acquire a 75% ownership interest in Massachusetts-based William Noyes Webster Foundation Inc. ("WNWF") for US\$16 million, pursuant to a binding term sheet. WNWF owns an integrated medical cannabis license in the Commonwealth of Massachusetts and has a cultivation facility and a dispensary location both of which are partially completed, as well as lease options and local governmental approvals in place for two additional dispensary locations. The purchase of WNWF is subject to the receipt of all required governmental approvals from the Commonwealth of Massachusetts, Medical Use of Marijuana Program or the Massachusetts Cannabis Control Commission.

As part of the transaction, the Company agreed to lend US\$2,277,411 (\$2,948,792) to WNWF under a promissory note accruing 5% interest annually. The promissory note is payable to the Company either on the completion of closing and can be credited against the purchase price, or on March 27, 2019 if earlier than closing.

Security on the promissory note consists of the integrated medical cannabis license held by WNWF as well as certain fixed assets of WNWF.

# Liberty Health Sciences Inc. (formerly, SecureCom Mobile Inc.)

## Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended May 31, 2018

(In Canadian dollars unless otherwise noted)

### 8. Capital assets

	Land	Greenhouse infrastructure	Vehicles	Furniture & equipment	Leasehold improvements	Construction in progress	Total capital assets
<b>Cost</b>							
As at April 30, 2017	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Additions	2,376,291	19,539,159	198,247	1,864,585	431,679	1,289,963	25,699,924
Effect of foreign exchange	(6,849)	(88,986)	(848)	(32,543)	(930)	(3,929)	(134,085)
As at February 28, 2018	\$ 2,369,442	\$ 19,450,173	\$ 197,399	\$ 1,832,042	\$ 430,749	\$ 1,286,034	\$ 25,565,839
Additions	-	219,662	131,811	1,754,575	190,477	7,033,713	9,330,238
Transfers	-	-	-	-	454,624	(454,624)	-
Disposals	-	-	-	-	-	(149,735)	(149,735)
Effect of foreign exchange	12,051	63,575	2,143	18,686	4,401	13,955	114,811
<b>As at May 31, 2018</b>	<b>\$ 2,381,493</b>	<b>\$ 19,733,410</b>	<b>\$ 331,353</b>	<b>\$ 3,605,303</b>	<b>\$ 1,080,251</b>	<b>\$ 7,729,343</b>	<b>\$ 34,861,153</b>
<b>Accumulated depreciation</b>							
As at April 30, 2017	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Additions	-	85,205	12,919	181,599	1,314	-	281,037
Effect of foreign exchange	-	(242)	(52)	(708)	-	-	(1,002)
As at February 28, 2018	\$ -	\$ 84,963	\$ 12,867	\$ 180,891	\$ 1,314	\$ -	\$ 280,035
Additions	-	30,191	13,706	137,227	32,085	-	213,209
Effect of foreign exchange	-	1,164	248	9,178	247	-	10,837
<b>As at May 31, 2018</b>	<b>\$ -</b>	<b>\$ 116,318</b>	<b>\$ 26,821</b>	<b>\$ 327,296</b>	<b>\$ 33,646</b>	<b>\$ -</b>	<b>\$ 504,081</b>
<b>Net book value</b>							
As at February 28, 2018	\$ 2,369,442	\$ 19,365,210	\$ 184,532	\$ 1,651,151	\$ 429,435	\$ 1,286,034	\$ 25,285,804
<b>As at May 31, 2018</b>	<b>\$ 2,381,493</b>	<b>\$ 19,617,092</b>	<b>\$ 304,532</b>	<b>\$ 3,278,007</b>	<b>\$ 1,046,605</b>	<b>\$ 7,729,343</b>	<b>\$ 34,357,072</b>

# Liberty Health Sciences Inc.

## (formerly, SecureCom Mobile Inc.)

### Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended May 31, 2018

(In Canadian dollars unless otherwise noted)

#### 9. Intangible assets

	Licenses	Software	Intellectual property	Total intangible assets
<b>Cost</b>				
As at April 30, 2017	\$ -	\$ -	\$ 5,000,000	\$ 5,000,000
Additions	46,801,641	21,376	-	46,823,017
Effect of foreign exchange	(2,362,632)	(421)	-	(2,363,053)
As at February 28, 2018	\$ 44,439,009	\$ 20,955	\$ 5,000,000	\$ 49,459,964
Effect of foreign exchange	482,240	227	-	482,467
<b>As at May 31, 2018</b>	<b>\$ 44,921,249</b>	<b>\$ 21,182</b>	<b>\$ 5,000,000</b>	<b>\$ 49,942,431</b>

	Licenses	Software	Intellectual property	Total intangible assets
<b>Accumulated depreciation</b>				
As at April 30, 2017	\$ -	\$ -	\$ -	\$ -
Additions	-	8,657	1,286,531	1,295,188
Effect of foreign exchange	-	104	-	104
As at February 28, 2018	\$ -	\$ 8,761	\$ 1,286,531	\$ 1,295,292
Additions	-	5,508	416,667	422,175
Effect of foreign exchange	-	(119)	-	(119)
<b>As at May 31, 2018</b>	<b>\$ -</b>	<b>\$ 14,150</b>	<b>\$ 1,703,198</b>	<b>\$ 1,717,348</b>

	Licenses	Software	Intellectual property	Total intangible assets
<b>Net book value</b>				
As at February 28, 2018	\$ 44,439,009	\$ 12,194	\$ 3,713,469	\$ 48,164,672
<b>As at May 31, 2018</b>	<b>\$ 44,921,249</b>	<b>\$ 7,032</b>	<b>\$ 3,296,802</b>	<b>\$ 48,225,083</b>

In April 2017, a related party licensed intellectual property to the Company in exchange for common shares (note 14). The intellectual property relates to its expertise in growing, harvesting and producing cannabis as well as processing automation and other operational improvements. The Company valued the purchase price for intellectual property at \$5,000,000, which the Company estimates to be its fair value.

#### 10. Convertible notes payable

In November 2017, the Company issued convertible secured debentures of US\$12,000,000 (\$15,465,600) (the "Notes"). The Notes bear interest of 12% per annum, payable semi-annually, and mature in November 2020. The notes are convertible into common shares of the Company at \$2.00 per share. The Company has the right to convert the Notes into common shares if the Company's shares are listed at a minimum of \$3.00 per share for ten consecutive trading days, on a volume weighted average basis.

The Notes are secured by a perfected first priority lien in all existing and future tangible and intangible assets of the Company, including accounts receivable, inventory, equipment, permits, subject only to customary permitted liens and provided that no security interest shall attach to any property or asset (tangible and intangible) which violates or creates a default under any contract to which the Company or any subsidiary is a party. The first priority security interest includes a general security agreement covering all present and future assets of the Company and a mortgage over all material owned property of the Company.

# Liberty Health Sciences Inc.

## (formerly, SecureCom Mobile Inc.)

### Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended May 31, 2018

(In Canadian dollars unless otherwise noted)

The Notes are denominated in United States dollars, while convertible in Canadian dollars. The conversion feature in a different currency requires a variable number of shares to settle the Notes and therefore is treated as an embedded derivative for reporting purposes. The fair value of the embedded derivative was \$6,944,868 on the date of issuance and \$1,353,759 as at May 31, 2018. The Company recognized \$140,418 in transaction costs relating to the issuance of the Notes. The costs were allocated in a pro-rata manner to the derivative component and the Notes, with the amount of \$81,266 for the derivative component being included as part of the transaction costs in the statement of loss. The value of the convertible notes payable was \$8,421,027 on the date of issuance and \$9,401,186 as at May 31, 2018.

During the three months ended May 31, 2018, the notes payable increased by \$563,351 representing accretion interest of \$463,751 and a foreign exchange loss of \$103,285 and the embedded derivative decreased by \$1,577,173, representing the change in fair value on the embedded derivative. The Company recorded interest expense of US\$360,000 (\$462,444) for the three months ended May 31, 2018.

The fair value of the embedded derivative was determined using the Black Scholes valuation model using the following assumptions in fiscal 2019: stock price of \$0.87; expected life of 2.48; \$nil dividends; 70% volatility; risk-free interest rate of 1.43%; foreign exchange rate of 0.7723; and the exercise price of \$2.00.

#### 11. Share capital

The Company is authorized to issue an unlimited number of common shares. As at May 31, 2018 the Company issued 328,914,223 shares, of which 80,148,077 were held in escrow.

	Number of shares	Amount
Balance as at April 30, 2017	185,945,512	\$ 30,167,601
Share issuance – cash, net of issuance costs	54,727,532	31,027,503
Share issuance – 242 Cannabis acquisition	18,815,322	24,459,919
Share issuance – legal settlement	505,000	595,900
Share issuance – options exercised	16,833	21,334
Shares retained by SecureCom shareholders	43,348,149	27,049,244
Balance as at February 28, 2018	303,358,348	\$ 113,321,501
Share issuance – cash, net of issuance costs	25,555,875	15,738,066
<b>Balance as at May 31, 2018</b>	<b>328,914,223</b>	<b>\$ 129,059,567</b>

In May 2018, the Company closed a bought deal offering, issuing 25,555,875 units of the Company at a price of \$0.90 per unit. Each unit contained one common share and one common share purchase warrant with an exercise price of \$1.10 for a period of two years from closing. 1,533,352 Broker Warrants were issued as part of the transaction, consisting of warrants exercisable at \$0.90 for a period of two years from closing to acquire one common share and one common share purchase warrant with an exercise price of \$1.10 for a period of two years from closing. Cash issuance costs of \$1,690,459 were paid in respect of this offering.

# Liberty Health Sciences Inc.

## (formerly, SecureCom Mobile Inc.)

### Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended May 31, 2018

(In Canadian dollars unless otherwise noted)

#### 12. Warrant reserve

	Number of warrants	Weighted average exercise price
Balance as at April 30, 2017	-	\$ -
Issued during the period	12,402,853	1.72
Balance as at February 28, 2018	12,402,853	\$ 1.72
Issued during the period	27,089,227	1.09
<b>Balance as at May 31, 2018</b>	<b>39,492,080</b>	<b>\$ 1.29</b>

On May 10, 2018, the Company issued 25,555,875 common share purchase warrants as part of its bought deal offering (note 11). Each warrant is exercisable at \$1.10 per share and expires two years from closing. The fair value of these warrants on the grant date was \$5,052,406, using the relative value method.

As part of the bought deal offering on May 10, 2018, 1,533,352 Broker Warrants to acquire one common share and one common share purchase warrant exercisable at \$1.10 per share for a period of two years from closing were issued (note 11). Each Broker Warrant is exercisable at \$0.90 per unit and expires two years from closing. The fair value of these warrants on the grant date was \$519,357.

The warrant details of the Company are as follows:

Expiry date	Exercise price	Number of warrants	Vested and exercisable
July 21, 2019	\$ 0.62	2,995,192	2,995,192
May 10, 2020	\$ 1.10	25,555,875	25,555,875
May 10, 2020	\$ 0.90	1,533,352	1,533,352
February 15, 2021	\$ 2.07	9,407,661	9,407,661
<b>Balance as at May 31, 2018</b>		<b>39,492,080</b>	<b>39,492,080</b>

The Company used the Black-Scholes valuation model to measure the initial value of granted warrants during the three months ended May 31, 2018 using the following assumptions: risk-free rate of 1.920% expected life of 2 years; \$nil dividends; and 75% volatility based on comparable companies.

#### 13. Contributed surplus

The Company adopted a stock option plan under which it is authorized to grant options to officers, directors, employees and consultants enabling them to acquire common shares of the Company. The maximum number of common shares reserved for issuance of stock options that may be granted under the plan is 10% of the issued and outstanding common shares of the Company from time to time. The options granted have a maximum term of five years and vest as determined by the Board of Directors.

The Company recognized a share-based compensation expense of \$1,137,933 during the three months ended May 31, 2018.

	Number of options	Weighted average exercise price
Balance as at April 30, 2017	-	\$ -
Issued during the period	10,016,665	1.43
Exercised during the period	(16,833)	1.20
Balance as at February 28, 2018	9,999,832	\$ 1.43
<b>Balance as at May 31, 2018</b>	<b>9,999,832</b>	<b>\$ 1.43</b>

# Liberty Health Sciences Inc. (formerly, SecureCom Mobile Inc.)

## Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended May 31, 2018

(In Canadian dollars unless otherwise noted)

The option details of the Company are as follows:

Expiry date	Exercise price	Number of warrants	Vested and exercisable
July 20, 2018	\$ 2.85	6,666	6,666
July 20, 2018	\$ 1.20	233,166	233,166
July 24, 2019	\$ 1.00	200,000	200,000
July 24, 2019	\$ 1.50	200,000	200,000
July 24, 2019	\$ 2.00	200,000	200,000
July 28, 2022	\$ 0.62	1,500,000	500,000
October 23, 2022	\$ 1.07	410,000	136,667
December 4, 2022	\$ 1.62	7,250,000	908,332
<b>Balance as at May 31, 2018</b>		<b>9,999,832</b>	<b>2,384,825</b>

### 14. Related parties

Key management personnel are those persons that have the authority and responsibility for planning, directing and controlling the activities of the Company directly and indirectly. Key management personnel include the Company's directors and members of the senior management group. Included in employee and staff costs and share-based compensation are \$149,891 and \$1,104,273 respectively, for the three months ended May 31, 2018 paid to key management personnel.

Under a trademark license agreement, Liberty accrued \$53,154 of royalty expenses payable to a related company as at May 31, 2018 in respect of sales of products licensed by the same related company.

### 15. Financial risk management and financial instruments

#### Financial instruments

The Company's financial instruments consist of cash and term deposits, deposit in trust, investment, accounts payable and accrued liabilities, due to SecureCom Mobile Inc., finance lease, convertible notes payable and embedded derivative.

The carrying values of accounts payable and accrued liabilities, and due to SecureCom Mobile Inc. approximate their fair values due to their short periods of maturity.

#### Fair value hierarchy

Financial instruments recorded at fair value are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. Cash and term deposits, and deposit in trust are Level 1. The hierarchy is summarized as follows:

Level 1	quoted prices (unadjusted) in active markets for identical assets and liabilities
Level 2	inputs that are observable for the asset or liability, either directly (prices) or indirectly (derived from prices) from observable market data
Level 3	inputs for assets and liabilities not based upon observable market data

	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>				
Cash and term deposits	\$ 38,844,035	\$ -	\$ -	\$ 38,844,035
Investments	794,521	-	958,653	1,753,174
<b>As at May 31, 2018</b>	<b>\$ 39,638,556</b>	<b>\$ -</b>	<b>\$ 958,653</b>	<b>40,597,209</b>
<b>Financial liabilities</b>				
Embedded derivative	\$ -	\$ -	\$ 1,353,759	\$ 1,353,759
<b>As at May 31, 2018</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 1,353,759</b>	<b>\$ 1,353,759</b>



# Liberty Health Sciences Inc.

## (formerly, SecureCom Mobile Inc.)

### Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended May 31, 2018

(In Canadian dollars unless otherwise noted)

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#### *Financial risk management*

The Company has exposure to the following risks:

(a) Business risk

The Company operates in the medical cannabis industry in the United States, which is largely regulated at the state level. Cannabis is categorized under the US federal Controlled Substances Act as a controlled substance and as such, violates federal law in the United States. At this time, the Company believes and has obtained legal advice that proceedings regarding cannabis violations are remote.

(b) Foreign exchange risk

The Company maintains cash and term deposits, a portion of its investments, its promissory note and convertible notes payable in United States dollars, which totaled US\$12,374,926, US\$250,000, US\$2,277,411 and US\$12,000,000, respectively, as of May 31, 2018 (February 28, 2018 – US\$14,361,680, US\$250,000, US\$nil and US\$12,000,000) respectively. As a result, the Company's operations are subject to variations from fluctuation in the foreign exchange rate. A 1% change in the foreign exchange rate may result in a gain/loss of approximately \$375,000. The Company does not maintain any contract to hedge against any fluctuation on foreign exchange rate.

(c) Credit risk

The maximum credit exposure at May 31, 2018 is the carrying amount of cash and term deposits. The Company does not have significant credit risk with respect to customers. All cash is placed with locally established financial institutions.

(d) Liquidity risk

As at May 31, 2018, the Company's financial liabilities consist of accounts payable and accrued liabilities, a finance lease, and its convertible notes payable. The Company's finance leases have contractual maturity dates within two years. The Company manages its liquidity risk by reviewing its capital requirements on an ongoing basis. Based on the Company's working capital position at May 31, 2018, management regards liquidity risk to be low.

(e) Capital management

The Company's objective when managing its capital are to safeguard its ability to continue as a going concern, to meet its capital expenditures for its continued operations, and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. The Company will manage its capital structure and adjust it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may issue new shares, issue new debt, or acquire or dispose of assets. The Company is not subject to externally imposed capital requirements. Management reviews its capital management approach on an ongoing basis.

# Liberty Health Sciences Inc. (formerly, SecureCom Mobile Inc.)

## Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended May 31, 2018

(In Canadian dollars unless otherwise noted)

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### 16. Commitments

During fiscal 2018, the Company entered into a lease for office space until October 31, 2023. The minimum payments are as follows:

Fiscal year ending February 28,		Amount
2019	\$	137,017
2020		183,985
2021		186,576
2022		187,872
Thereafter		317,438
	\$	<b>1,012,887</b>

### 17. Subsequent events

On July 4, 2018, the Company issued 10,092,583 common shares from treasury at a price of \$0.782 per share to settle US\$6,000,000 of outstanding payments to Thermo Energy Systems Inc. Outstanding invoices to Thermo Energy Systems Inc. were in respect of ongoing retrofitting and construction services performed at the Company's Liberty 360 Innovation Campus.