Theralase Technologies Inc.

Unaudited condensed interim Consolidated Financial Statements

As at September 30, 2022 and for the three and nine-month period ended September 30, 2022 and 2021

NOTICE OF NO AUDITOR REVIEW OF INTERIM CONSOLIDATED FINANCIAL STATEMENTS

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 interim financial statements have not been reviewed by an auditor.

The accompanying unaudited unaudited 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 unaudited condensed interim consolidated financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

THERALASE® TECHNOLOGIES INC.

Consolidated Statements of Financial Position
As at September 30, 2022 and December 31, 2021
Stated in Canadian Dollars

	Note	2022	2021
Assets			
Current assets			
Cash and cash equivalents		**$ 2,447,859**	$ 3,691,659
Trade and other receivables	3	**351,255**	283,262
Net investment in lease	4	**99,867**	16,774
Inventories	5	**424,790**	566,186
Prepaid expenses and other assets		**93,018**	440,209
Total current assets		**3,416,789**	4,998,090
Non-current assets			
Trade receivables	3	**5,961**	9,372
Net investment in lease	4	**374,909**	71,599
Property and equipment	6	**652,729**	827,186
Right-of-use-assets	7	**463,028**	38,739
Total non-current assets		**1,496,627**	946,896
Total Assets		**$ 4,913,416**	$ 5,944,986
Liabilities			
Current liabilities			
Payables and accruals	8	**$ 769,560**	$ 839,070
Current portion of lease liabilities	7	**83,526**	35,724
Total current liabilities		**853,086**	874,794
Non-current liabilities			
Right			
Lease liabilities	7	**403,924**	-
Total non-current liabilities		**403,924**	-
Total Liabilities		**1,257,010**	874,794
Equity attributable to shareholders			
Share capital	9	**44,349,016**	42,120,421
Contributed surplus	10, 11	**11,301,523**	10,944,099
Common share purchase warrants	9, 11	**5,569,493**	5,097,970
Accumulated deficit		**(57,563,626)**	(53,092,298)
Total Equity		**3,656,406**	5,070,192
Total Shareholders' Equity and Liabilities		**$ 4,913,416**	$ 5,944,986

Commitments (Note 19)

Approved on Behalf of the Board

[Randy Bruder] Director

[Matthew Perraton] Director

The accompanying notes are an integral part of these unaudited condensed consolidated interim financial statements.

THERALASE® TECHNOLOGIES INC.

Consolidated Statements of Operations
For the nine-month periods ended September 30
Stated in Canadian Dollars

	Note	Three Months Ended September 30		Nine Months Ended September 30	
		2022	2021	**2022**	2021
Sales		**$ 260,556**	$ 136,813	**$ 812,998**	$ 566,812
Cost of sales		**117,576**	87,027	**389,232**	317,397
Gross margin		**142,980**	49,786	**423,766**	249,415
Operating expenses					
Selling expenses	14	**71,765**	74,308	**238,904**	271,708
Administrative expenses	15	**334,898**	409,563	**1,068,979**	1,211,834
Research and development expenses	16	**1,125,810**	642,837	**3,464,664**	2,036,415
(Gain) loss from legal settlement		**-**	-	**(14,983)**	(131,903)
Loss on foreign exchange		**15,532**	(5,187)	**25,614**	5,768
Interest accretion on lease liabilities	7	**8,617**	1,197	**12,375**	4,432
Interest income		**(8,709)**	(5,479)	**(19,687)**	(19,108)
		1,547,913	1,117,239	**4,775,866**	3,379,146
Net loss and comprehensive loss for the period		**$ (1,404,933)**	$ (1,067,453)	**$ (4,352,100)**	$ (3,129,731)
Basic and diluted loss per common share	13	**(0.006)**	(0.005)	**(0.021)**	(0.015)
Weighted average number of common shares		**205,873,733**	204,275,875	**205,873,733**	204,275,875

THERALASE® TECHNOLOGIES INC.

Consolidated Statements of Cash Flows
For the nine-month periods ended September 30
Stated in Canadian Dollars

	2022	2021
Cash flows from operating activities		
Net loss and comprehensive loss for the period	**$ (4,352,100)**	$ (3,129,731)
Items not involving cash:		
Amortization of property and equipment	**181,546**	165,407
Amortization of right-of-use assets	**52,802**	38,440
Stock-based compensation expense	**118,984**	271,963
Loss on foreign exchange	**25,614**	5,768
Interest accretion from lease liabilities	**12,375**	4,432
	(3,960,779)	(2,643,721)
Change in operating assets and liabilities other than cash:		
Current trade and other receivables	**(93,608)**	242,067
Non-current trade receivables	**3,411**	39,474
Net investment in leases	**(386,403)**	-
Inventories	**141,396**	(207,558)
Prepaid expenses and other assets	**347,191**	(177,257)
Payables and accruals	**(81,885)**	2,545
	(4,030,677)	(2,744,450)
Cash flows from investing activity		
Purchase of property and equipment	**(7,089)**	(115,803)
	(7,089)	(115,803)
Cash flows from financing activities		
Payment of lease liabilities	**(25,364)**	(42,039)
Warrant extension costs	**(750)**	(750)
Proceeds from private placement (net of issuance costs)	**2,475,080**	-
Proceeds from the exercise of share warrants	**345,000**	-
	2,793,966	(42,789)
Decrease in cash and cash equivalents during the period	**(1,243,800)**	(2,903,042)
Cash and cash equivalents, beginning of period	**3,691,659**	7,880,243
Cash and cash equivalents, end of period	**$ 2,447,859**	$ 4,977,201
Supplementary Information		
Interest paid	**$ -**	$ -
Interest received	**$ 19,687**	$ 19,108

THERALASE® TECHNOLOGIES INC.

Consolidated Statements of Changes in Equity
For the nine-month periods ended September 30
Stated in Canadian Dollars

	Note	Number of Shares	Share Capital	Contributed Surplus	Common Share Purchase Warrants	Deficit	Total Shareholders' Equity
		#	$	$	$	$	$
Balance, December 31, 2020		204,275,875	42,120,421	10,254,440	5,295,255	(48,506,467)	9,163,649
Stock-based compensation expense	10	-	-	271,963	-	-	271,963
Extension of warrants	11	-	-	-	174,770	(174,770)	-
Warrants extension costs	11	-	-	-	(750)	-	(750)
Net loss and comprehensive loss for the period		-	-	-	-	(3,129,731)	(3,129,731)
Balance, September 30, 2021		204,275,875	42,120,421	10,526,403	5,469,275	(51,810,968)	6,305,131
Balance, December 31, 2021		**204,275,875**	**42,120,421**	**10,944,099**	**5,097,970**	**(53,092,298)**	**5,070,192**
Stock-based compensation expense	10	**-**	**-**	**118,984**	**-**	**-**	**118,984**
Exercised Warrants	11	**1,150,000**	**481,489**	**-**	**(136,489)**	**-**	**345,000**
Expired warrants	11	**-**	**-**	**238,440**	**(238,440)**	**-**	**-**
Extension of warrants	11	**-**	**-**	**-**	**119,228**	**(119,228)**	**-**
Warrants extension costs	11	**-**	**-**	**-**	**(750)**		**(750)**
Issued pursuant to private placement	9	**10,000,000**	**1,760,257**	**-**	**739,743**	**-**	**2,500,000**
Transaction cost on private placemen	9	**76,800**	**(13,151)**	**-**	**(11,769)**	**-**	**(24,920)**
Net loss and comprehensive loss for the period		**-**	**-**	**-**	**-**	**(4,352,100)**	**(4,352,100)**
Balance, September 30, 2022		**215,502,675**	**44,349,016**	**11,301,523**	**5,569,493**	**(57,563,626)**	**3,656,406**

1. Nature of Operations

Theralase Technologies Inc. (the “**Company**” or “**Theralase**”) has two main divisions.

The Anti-Cancer Therapy (“**ACT**”) division develops patented and patent pending drugs, called Photo Dynamic Compounds (“**PDCs**”) and activates them with proprietary and patent pending laser technology to destroy specifically targeted cancers, bacteria and viruses. The Cool Laser Therapy (“**CLT**”) division designs, develops, manufactures and markets proprietary super-pulsed laser technology indicated and cleared by Health Canada and the Food and Drug Administration (“**FDA**”) for the healing of chronic knee pain. The technology has been used off-label for healing numerous nerve, muscle and joint conditions.

The Company develops products both internally and using the assistance of specialist external resources. Successful financing enables the commercialization of the Company’s current and future product offerings, which is further supported through the Company’s established network of direct sales and indirect distribution networks.

Theralase was incorporated by articles of incorporation in the province of Ontario in September 2004. The Company’s common shares trade on the Toronto Stock Venture Exchange under the symbol TLT. The registered office is 41 Hollinger Road, Toronto, Ontario, Canada M4B 3G4.

Going Concern, Capital Disclosures and Statement of Compliance

These unaudited interim condensed consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (“**IFRS**”) as issued by the International Accounting Standards Board (“**IASB**”), effective for the reporting period ended September 30, 2022, and have been prepared in accordance with International Accounting Standard ("**IAS**") 34 "Interim Financial Reporting". The unaudited interim condensed consolidated financial statements follow the same accounting policies and methods of application as those disclosed in the annual consolidated financial statements for the year ended December 31, 2021, but do not include all the information and disclosures required in the Company’s audited annual financial statements. The preparation of unaudited interim condensed consolidated financial statements in accordance with IAS 34 requires the use of certain accounting estimates, and also requires management to use judgement in applying the Company’s accounting policies. The areas that involve judgement and estimates have been disclosed in Note 2 of the Company’s 2021 audited annual consolidated financial statements. These unaudited interim condensed consolidated financial statements should be read in conjunction with the Company’s audited annual consolidated financial statements for the year ended December 31, 2021.

The unaudited interim condensed consolidated financial statements have been prepared by management in accordance with IFRS as issued by the IASB and including interpretations of the IFRS Interpretations Committee (“**IFRIC**”) on a going concern basis, which contemplates the realization of assets and the discharge of liabilities in the normal course of business for the foreseeable future.

For the nine-month period ended September 30, 2022, the Company had a net loss of $4,352,100 (2021 - $3,129,731), an accumulated deficit of $57,563,626 (December 31, 2021 - $53,092,298) and has historically used net cash in operations. These conditions indicate the existence of material uncertainties that casts substantial doubt about the Company’s ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon achieving a profitable level of operations and obtaining additional financing, neither of which is assured. The Company has been able to raise capital to continue to market its products and continues to develop sales opportunities that could result in additional sales of its products in the future.

The Company’s objective is to maintain a sufficient capital base to support future research, development and strategic business initiatives allowing the Company to invest in its future and maintain investor, creditor and market confidence.

1. Nature of Operations (Continued)

Sales of the TLC-2000, the Company's existing product line have not met expectations and have not been sufficient in and of themselves to enable the Company to fund all its continuing development and commercialization efforts and, accordingly, management is pursuing alternate financing sources to fund the Company's research, development and commercialization efforts. The Company continues to seek additional financing and monitor closely its expenses. The Company has successfully raised capital through equity offerings in 2022 in the amount of $2,500,000 however, there is no guarantee that the Company will be able to raise additional capital on terms and conditions agreeable to the Company. Management believes the Company will continue in operation for the foreseeable future and will be able to secure additional financing to satisfy its liabilities and commitments in the normal course of business, and accordingly, it is appropriate to prepare these unaudited condensed interim consolidated financial statements on a going concern basis. If the going concern assumption was not appropriate to prepare these unaudited condensed interim consolidated financial statements, adjustments would be necessary in the carrying values of assets and liabilities, the reported net loss and the statement of financial position classifications used. These adjustments could be material.

These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern.

The Company is not subject to any externally imposed capital requirements and the Company does not use financial ratios to manage capital. There were no changes in the Company's approach to capital management during the periods presented.

Approval of Financial Statements

The unaudited condensed interim consolidated financial statements for the nine-month period ended September 30, 2022 (including comparatives) were approved and authorized for issue by the board of directors on November 29, 2022.

2. Summary of Significant Accounting Policies

Basis of presentation

These unaudited condensed interim consolidated financial statements, which are presented in Canadian Dollars (unless otherwise stated), have been prepared under the historical cost convention, as modified by the measurement at fair value of certain financial assets and financial liabilities. These unaudited condensed interim consolidated financial statements have been prepared using the same accounting policies and methods of computation followed in the Company's annual consolidated financial statements for the year ended December 31, 2021.

Basis of consolidation

The unaudited condensed interim consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries; Theralase Inc. and Theralase Biotech Inc., over which the Company exercises control. Inter-company balances and transactions are eliminated in preparing the unaudited condensed interim consolidated financial statements.

Stated in Canadian Dollars

3. Trade and Other Receivables

	As at September 30, 2022	As at December 31, 2021
Trade receivable (net amount)	**$ 187,863**	$ 78,804
Government tax credits receivable	**169,353**	213,830
Total	**357,216**	292,634
Less: Non-current trade receivables	**(5,961)**	(9,372)
Total	**$ 351,255**	$ 283,262

Write offs of trade receivables for the nine-month period ended amounted to $nil which was previously provided for (2021 - $nil). Refer to note 16 (i) for the continuity schedule of allowance for trade receivables. Government tax credits receivable comprise of research and development investment tax credits and the Canada Emergency Wage Subsidy from the federal government which relate to qualifiable research and development expenditures under the applicable tax laws. Research and development tax credits receivable total $143,500 for the nine-month period ended September 30, 2022 (December 31, 2021 - $182,000) and has been allocated against research and development expenses. The Canada Emergency Wage Subsidy receivable for the nine month-period ending September 30, 2022 totals $nil (December 31, 2021 - $9,049) and is accounted for as a reduction of operating expenses and has been recognized as follows, $nil (December 31, 2021 - $1,017) against selling expenses, $nil (December 31, 2021 - $2,277) against administrative expenses, $nil (December 31, 2021 - $2,791) against cost of goods sold and $nil (December 31, 2021 - $2,964) against research and development expenses.

Non-current trade receivables represent receivables from customers to whom the Company sold products under payment plans with payment terms ranging from 24 to 72 months. Receivables under payment plans are recorded at time of origination or purchase at fair value of products sold and are subsequently reported at amortized cost, net of any allowance for credit losses.

The Company's exposure to credit and currency risks related to trade and other receivables is presented in note 16.

4. Net Investment in Leases

Net investment in leases represent amounts owing from customers to whom the Company sold products under a finance lease with payment term of 60 months. Investment in lease receivables is recorded at time of origination or purchase at fair value of products sold and are subsequently reported at amortized cost, net of any allowance for credit losses.

	As at September 30, 2022	As at December 31, 2021
Lease beginning balance	**88,373**	-
New leases for the period	**434,152**	90,010
Interest charge for the period[1]	**6,947**	-
Lease payments for the period[2]	**(54,696)**	(1,637)
Total	**474,776**	88,373

1) Lease investments are discounted using a weighted average incremental borrowing rate of 4%.
2) Lease investments does not include any variable payments of $0.50 per minute of use.

Stated in Canadian Dollars

4. Net Investment in Leases (Continued)

	As at September 30, 2022	As at December 31, 2021
Lease Investment (net amount)	**474,776**	88,373
Less: Non-current lease investment	**(374,909)**	(71,599)
Total	**99,867**	16,774

Principal receivables of the Company's investment in leases until maturity are as follows:

2022	25,012
2023	100,290
2024	103,651
2025	106,938
2026	109,535
2027	29,350
Total	**474,776**

5. Inventories

	As at September 30, 2022	As at December 31, 2021
Raw materials	**$ 247,769**	$ 237,815
Finished goods	**177,031**	328,371
Total	**$ 424,800**	$ 566,186

During the nine-month period, inventories amounting to $163,078 (2021 - $108,457) were incurred as expense in cost of sales in the Consolidated Statements of Operations.

6. Property and Equipment

Cost

	Tools and Dies	Computer Equipment	Furniture and Fixtures	Rental units[1]	Equipment	Leasehold Improvements	Total
Balance at January 1, 2021	$ 174,140	$ 278,145	$ 71,224	$ 134,342	$ 943,067	$ 250,608	$ 1,851,526
Additions	22,273	-	2,293	1,500	63,584	11,174	100,824
Balance at December 31, 2021	196,413	278,145	73,517	135,842	1,006,651	261,782	1,952,350
Balance at January 1, 2022	**$ 196,413**	**$ 278,145**	**$ 73,517**	**$ 135,842**	**$ 1,006,651**	**$ 261,782**	**$ 1,952,350**
Additions	**182**	**-**	**-**	**6,490**	**75**	**342**	**7,089**
Balance at September 30, 2022	**$ 196,595**	**$ 278,145**	**$ 73,517**	**$ 142,332**	**$ 1,006,726**	**$ 262,124**	**$ 1,959,439**

Stated in Canadian Dollars

6. Property and Equipment (Continued)

Depreciation

	Tools and Dies	Computer Equipment	Furniture and Fixtures	Rental units[1]	Equipment	Leasehold Improvements	Total
Balance at January 1, 2021	$ 132,190	$ 187,362	$ 37,999	$ 103,754	$ 291,327	$ 147,636	$ 900,268
Depreciation for the year	15,672	27,235	6,715	23,437	100,152	51,685	224,896
Balance at December 31, 2021	147,862	214,597	44,714	127,191	391,479	199,321	1,125,164
Balance at January 1, 2022	**$ 147,862**	**$ 214,597**	**$ 44,714**	**$ 127,191**	**$ 391,479**	**$ 199,321**	**$ 1,125,164**
Depreciation for the period	**9,085**	**14,259**	**4,308**	**6,620**	**108,098**	**39,176**	**181,546**
Balance at September 30, 2022	**$ 156,947**	**$ 228,856**	**$ 49,022**	**$ 133,811**	**$ 499,577**	**$ 238,497**	**$ 1,306,710**
Carrying Amounts							
At December 31, 2021	$ 48,551	$ 63,548	$ 28,803	$ 8,651	$ 615,172	$ 62,461	$ 827,186
At September 30, 2022	**$ 39,648**	**$ 49,289**	**$ 24,495**	**$ 8,521**	**$ 507,149**	**$ 23,627**	**$ 652,729**

1) Rental units consist of TLC-1000 systems used in customer rentals, demonstrations and service loaner

For the nine-month period ended September 30, 2022, there was depreciation included in cost of sales amounting to $26,083 (2021 - $25,005). As at September, 2022, research and development equipment included assets not available for use with a cost of $Nil (December 31, 2021 - $198,686).

7. Lease Liabilities and Right-of-use-Assets

	Property	Office Equipment	Total
Right-of-use Assets			
Balance at January 1, 2021	$ 86,557	$ 3,436	$ 89,993
Depreciation charge for the period	37,095	1,345	38,440
Balance at September 30, 2021	$ 49,462	$ 2,091	$ 51,533
Balance at January 1, 2022	**$ 37,097**	**$ 1,643**	**$ 38,739**
Addition	**477,091**	**-**	**477,091**
Depreciation charge for the period	**51,457**	**1,345**	**52,802**
Balance at September 30, 2022	**$ 462,731**	**$ 298**	**$ 463,028**

	Property	Office Equipment	Total
Lease Liabilities			
Balance at January 1, 2021	$ 88,830	$ 3,513	$ 92,343
Interest charge for the period	4,259	173	4,432
Lease payments for the period [1]	(44,850)	(1,621)	(46,471)
Balance at September 30, 2021	$ 48,239	$ 2,065	$ 50,304
Balance at January 1, 2022	**$ 34,161**	**$ 1,563**	**$ 35,724**
Addition	**485,822**	**-**	**485,822**
Interest charge for the period	**12,318**	**57**	**12,375**
Lease payments for the period [1]	**(44,850)**	**(1,620)**	**(46,470)**
Balance at September 30, 2022	**$ 487,451**	**$ -**	**$ 487,451**

1) Lease payments are discounted using an incremental borrowing rate of 7% and does not include variable property lease payments of $38,394 (2021 - $29,682).

Stated in Canadian Dollars

7. Lease Liabilities and Right-of-use-Assets (Continued)

	As at September 30, 2022			As at December 31, 2021		
	Property	**Office Equipment**	**Total**	Property	Office Equipment	Total
Current portion of lease liabilities	**$ 83,527**	**$ -**	**$ 83,527**	$ 34,161	$ 1,563	$ 35,724
Non-current portion of lease liabilitie	**403,924**	**-**	**403,924**	-	-	-
	$ 487,451	**$ -**	**$ 487,451**	$ 34,161	$ 1,563	$ 35,724

Principal repayments of the Company's leased premises and office equipment until maturity are as follows:

	Property	Office Equipment	Total
2022	**$ 20,340**	**$ -**	**$ 20,340**
2023	84,995	-	**84,995**
2024	91,139	-	**91,139**
2025	98,306	-	**98,306**
2026	107,209	-	**107,209**
2027	85,462	-	**85,462**
	$ 487,451	**$ -**	**$ 487,451**

8. Payables and Accruals

	As at September 30, 2022	As at December 31, 2021
Trade payables	**$ 524,006**	$ 496,412
Salaries, employment taxes, and benefits	**90,160**	211,877
Accrued liabilities	**155,394**	130,781
Total	**$ 769,560**	$ 839,070

9. Private Placement

On September 22, 2022, the Company completed a financing by way of a non-brokered private placement, where 10,000,000 units were issued at a price of $0.25 per unit for gross proceeds of $2,500,000. Each unit consisted of 1 common share and 1 non-transferable common share purchase warrant. Each whole warrant entitles the holder thereof to acquire 1 common share at a price of $0.35, expiring on September 22, 2024. In connection with the offering, the Company incurred financing costs of $45,946 of which $24,920 was paid in cash, $19,200 was paid through the issuance of 76,800 common shares and $1,826 was paid through issuance of 58,734 broker warrants. Each broker warrant is exercisable into one common share at an exercise price of $0.35 per share for a period of 60 months after the closing of the offering.

The purchase price of $0.25 per unit was allocated between the common shares ($0.18 per share) and common share purchase warrants ($0.07 per warrant), based on their relative fair values. Management determined that the allocation of the net proceeds of $2,475,080 was $1,747,106 for the common shares issued and $727,974 for the common share purchase warrants issued.

Stated in Canadian Dollars

9. Private Placement (Continued)

The fair value of each common share purchase warrants granted was estimated on the dates of the grant using the Black-Scholes option pricing model with the following assumptions:

	September 22, 2022
Expected volatility (based on historical share prices)	92.58%
Risk-free interest rate	3.78%
Expected life	2 Years
Expected dividends	Nil
Strike Price	$0.35
Share Price	$0.25

10. Stock Options

The Company has a rolling stock option plan reserving for issue under this plan up to 10% (21,550,268 common shares) of the outstanding common shares at a purchase price not less than the fair market value of the Company's stock at the grant date. Under the Company's stock option plan, the board of directors may grant, at its discretion, stock options to purchase common shares to certain employees, officers, directors and consultants of the Company. Terms and conditions of the stock option and vesting provisions are at the discretion of the Board of Directors.

A summary of stock options issued under the stock option plan for the nine-month period ended September 30, 2022 is provided below.

	Common shares under option	**Weighted average exercised price $**
Outstanding, December 31, 2020	14,415,000	0.33
Forfeited during year[1]	(1,035,000)	0.50
Expired during year[2]	(10,000)	0.50
Outstanding, December 31, 2021	13,370,000	0.31
Option grant during period[3]	**110,000**	**0.50**
Forfeited during period[4]	**(170,000)**	**0.50**
Expired during period[5]	**(3,020,000)**	**0.50**
Outstanding, September 30, 2022	**10,290,000**	**0.26**

1) During 2021, certain employees and consultants were terminated and/or resigned from the employment of the Company and forfeited all non-vested options totaling 1,035,000
2) During 2021, options to certain employees and consultants expired unexercised totaling 10,000.
3) During 2022, options were granted to certain employees of the Company totaling 110,000.
4) During 2022, certain employees and consultants were terminated and/or resigned from the employment of the Company and forfeited all non-vested options totaling 170,000.
5) During 2022, options to certain employees and consultants expired unexercised totaling 3,020,000.

Stated in Canadian Dollars

10. Stock Options (Continued)

The following table summarizes information on the stock options outstanding as at September 30, 2022:

Stock Options Outstanding			Stock Options Exercisable	
Stock Options Outstanding	Weighted Average Remaining Life (years)	Weighted Average Exercise Price $	Stock Options Exercisable	Weighted Average Exercise Price $
10,280,000	1.95	0.26	10,280,000	0.26
10,000	4.50	0.50	-	0.50
10,290,000			**10,280,000**	

Under the stock option plan, the stock options vest over a three year period, commencing one year after the grant. As at September 30, 2022, 10,280,000 of the stock options were vested. All outstanding stock options as at September 30, 2022 will be fully vested by March 1, 2027.

Options to employees are measured at the fair value of the equity instruments granted on the grant date and were measured using the Black-Scholes option pricing model with the following weighted average assumptions:

	2022
Risk-free interest rate	2.46%
Expected volatility*	69.30%
Expected life	5 years
Expected dividends	Nil
Weighted average grant date fair value	$0.14
Weighted average exercise price	$0.50
Forfeiture rate	33%

* Based on historical volatility

For the nine-month period ended September 30, 2022, the Company recognized stock-based compensation expense of $118,984 (2021 -$271,963) for stock options issued to directors, officers, employees and consultants, of which $68,829 (2021 - $179,621) is included in administrative expenses, $nil (2021 - $237) in selling expenses and $50,155 (2021 - $92,105) is included in research and development expenses. The remaining stock based compensation amount to be expensed on non-vested options, net of forfeiture, is $772.

Stated in Canadian Dollars

11. Common Share Purchase Warrants

Common share purchase warrants consisted of the following:

	Number outstanding	Weighted average exercised price $	Fair value at date of grant $
Outstanding December 31, 2020	72,473,431	-	5,295,255
Extended	-	-	174,770
Extension Costs	-	-	(750)
Expired[1]	(4,555,266)	0.375	(371,305)
Outstanding December 31, 2021	67,918,165		5,097,970
Exercised[2]	**(1,150,000)**	**0.30**	**(136,489)**
Expired[3]	**(2,009,000)**	**0.30**	**(238,440)**
Extended	**-**	-	**119,228**
Extension Costs	**-**	-	**(750)**
Granted[4]	**10,058,734**	**0.35**	**727,974**
Outstanding September 30, 2022	**74,817,899**		**5,569,493**

1) During 2021, 4,555,266 warrants expired
2) During 2022, 1,150,000 warrants were exercised. The share price at the exercise date was $0.45
3) During 2022, 2,009,000 warrants expired
4) During 2022 10,058,734 warrants were granted at an exercise price of $0.35 (note 9)

The following table summarizes information on the common share purchase warrants outstanding for the nine-month period ended September 30, 2022 :

Exercise Price	Outstanding Beginning of the year	Expired During the period	Exercised During the period	Granted During the period	Outstanding End of Period	Weighted Average Remaining Contractual Life (years)
$0.300	3,159,000	2,009,000	1,150,000	-	-	-
$0.500	3,157,059		-	-	3,157,059	1.01
$0.500	4,095,157	-	-	-	4,095,157	0.27
$0.350	57,499,000	-	-	-	57,499,000	1.89
$0.350				10,058,734	10,058,734	1.98
	67,910,216	**2,009,000**	**1,150,000**	**10,058,734**	**74,809,950**	1.78

On September 29, 2022, the Board of Directors of the Company extended the expiry date of 3,157,059 share purchase warrants issued on October 3, 2018 by a year to October 3, 2023. The estimated fair value of the warrant extension is $119,228 which has been recognized under common share purchase warrants and the deficit. The fair value was estimated using the Black-Scholes model calculated for the difference between the extended period and the remaining period when the decision was taken to extend the warrants. The assumptions used were as follows for the two periods respectively: no expected dividend yield, 83.65% and 82.71 expected volatility, 3.76% and 0.24% risk-free interest rate and 1 and 0.005 years warrant expected life. Warrant extension expenses totaling $750 were allocated to these common share purchase warrants.

12. Share Capital

The Company is authorized to issue an unlimited number of common shares.

Stated in Canadian Dollars

13. Loss Per Common Share

Basic loss per common share has been calculated based on the weighted average number of common shares outstanding during each of the nine-month periods presented in the unaudited condensed interim consolidated financial statements.

Stock options to purchase 10,290,000 (2021 – 14,465,000) common shares and common share purchase warrants totaling 74,809,950 (2021 – 72,473,931) were not included in the computation of diluted loss and comprehensive loss per common share due to their anti-dilutive nature.

14. Selling Expenses

The following are expenses classified as selling expenses for the nine-month period ended September 30:

		2022		2021
Sales salaries	**$**	**154,086**	$	180,873
Advertising		**18,038**		36,692
Commission		**32,766**		25,200
Travel		**13,683**		5,301
Stock based compensation		**-**		237
Amortization and depreciation allocation		**20,331**		23,405
Total selling expenses	**$**	**238,904**	$	271,708

15. Administrative Expenses

The following are expenses classified as selling expenses for the nine-month period ended September 30:

		2022		2021
Insurance	**$**	**37,481**	$	42,806
Professional fees		**277,221**		382,778
Rent		**38,394**		29,662
General and administrative expenses		**220,651**		148,170
Administrative salaries		**353,911**		356,175
Director and advisory fees		**47,078**		31,663
Stock based compensation		**68,829**		179,621
Amortization and depreciation allocation		**25,414**		40,959
Total administrative expenses	**$**	**1,068,979**	$	1,211,834

16. Research and Development Expenses

The following are expenses classified as selling expenses for the nine-month period ended September 30:

		2022		2021
Research and development (net of investment tax credit)	**$**	**3,251,989**	$	1,829,830
Stock based compensation		**50,155**		92,105
Amortization and depreciation allocation		**162,520**		114,480
Total research and development expenses	**$**	**3,464,664**	$	2,036,415

Stated in Canadian Dollars

17. Financial Instruments – Fair Value and Risks

IFRS 7 - Financial Instruments: Disclosures establishes a fair value hierarchy that reflects the significance of inputs used in making fair value measurements as follows:

Level 1 quoted prices in active markets for identical assets or liabilities;
Level 2 inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. from derived prices); and

Level 3 inputs for the asset or liability that are not based upon observable market data

The carrying amounts of cash and cash equivalents, trade and other receivable and payables and accrued liabilities approximate fair value due to the short-term maturities of these instruments.

Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. As at September 30, 2022 and December 31, 2021, the Company's financial instruments are categorized as Level 1. There were no financial instruments categorized as Level 2 or 3.

i Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's trade and other receivable. The amounts reported in the consolidated balance sheets are net of expected credit losses, estimated by the Company's management based on prior experience and its assessment of the current economic environment. The Company reviews its trade receivable accounts regularly and reduces amounts to their expected realizable values by adjusting the expected credit losses when management determines that the account may not be fully collectible. The Company has adopted credit policies in an effort to minimize those risks. The carrying value of trade and other receivables represent the Company's maximum exposure to credit risk.

The following table reflects the balance and age of trade receivables as at September 30, 2022 and December 31, 2021:

	As at September 30, 2022	As at December 31, 2021
Trade receivables (net amount)	**$ 187,863**	$ 78,804
Percentage outstanding more than 30 days	**2%**	0%
Percentage outstanding more than 120 days	**2%**	0%

The following table reflects the changes in the allowance for credit losses during the nine-month period ended September 30, 2022 and the year ended December 31, 2021:

	As at September 30, 2022	As at December 31, 2021
Allowance for trade receivables - beginning of period	**$ 14,405**	$ 41,685
Adjustment based on collection experience	**(4,879)**	14,405
Amounts written off		(41,685)
Allowance for trade receivables - end of period	**9,526**	$ 14,405

Stated in Canadian Dollars

17. Financial Instruments – Fair Value and Risks (Continued)

ii Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company manages its liquidity risk by continuously monitoring forecasted and actual cash flows, as well as anticipated investing and financing activities. The Company does not have material long-term financial liabilities.

The table below reflects the contractual obligations of the Company's undiscounted cash flows for its financial liabilities:

		Payments Due by Period										
Contractual Obligations	**Total**	**2022**	**2023**	**2024**	**2025**	**2026**	**2027**	**2028**	**2029**	**2030**	**2031**	**2032**
Lease liabilities	$ 487,451	$ 20,340	$ 84,995	$ 91,139	$ 98,306	$ 107,209	$ 85,462	$ -	$ -	$ -	$ -	$ -
Payables and accruals	769,560	769,560	-	-	-	-	-	-	-	-	-	-
Commitments (note 19)	312,024	224,724	8,800	8,800	8,800	8,800	8,800	8,800	8,800	8,800	8,800	8,100
Total contractual obligations	**$ 1,569,035**	**$ 1,014,624**	**$ 93,795**	**$ 99,939**	**$ 107,106**	**$ 116,009**	**$ 94,262**	**$ 8,800**	**$ 8,800**	**$ 8,800**	**$ 8,800**	**$ 8,100**

The Company also has contractual obligations (note 20) in the form of research and development commitments.

iii Interest rate risk

Interest rate risk is the risk that changes in interest rates will affect the Company's income or the value of the financial instruments held.

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company's exposure to interest rate risk is as follows:

Cash and cash equivalents	Short-term fixed and variable interest rate
Short-term investments	Short-term fixed interest rate
Financed trade receivables	Short-term and long-term fixed interest rate

Based on the carrying amount of the Company's variable interest-bearing financial instruments as at September 30, 2022, an assumed 0.5% increase or 0.5% decrease in interest rates during such period would have resulted in an increase/decrease of $3,000 in income, with all other variables held constant.

Management believes that the risk that the Company will realize a loss as a result of the decline in the fair value of its cash equivalents and short-term investments is limited because these investments have short-term maturities and are generally held to maturity.

The capacity of the Company to reinvest the short-term amounts with equivalent returns will be impacted by variations in short-term fixed interest rates available in the market.

Interest income presented in the consolidated statement of loss represents interest income on financial assets.

Stated in Canadian Dollars

17. Financial Instruments – Fair Value and Risks (Continued)

iv Foreign currency exchange risk

The Company is exposed to foreign currency exchange risk. This risk arises from the Company's holdings of US dollar denominated cash, trade and other receivables and payables and accrued liabilities. Changes arising from this risk could impact the Company's reported foreign currency exchange gains or losses.

Accounts exposed to foreign currency exchange risk as at September 30, 2022 and December 31, 2021 are as follows:

	As at September 30, 2022		As at December 31, 2021	
	Canadian	**U.S.**	Canadian	U.S.
Cash	**$ (235,581)**	**$ (171,869)**	$ 11,942	$ 9,420
Trade and other receivables	**942**	**687**	6,821	5,380
Payables and accruals	**(126,559)**	**89,414**	(182,001)	(143,557)
Total	**$ (361,198)**	**$ (81,768)**	$ (163,238)	$ (128,757)

v Foreign currency exchange risk sensitivity analysis

The following table details the Company's sensitivity analysis to a 10% strengthening in the US dollar on foreign currency denominated monetary items and adjusts its translation at the consolidated balance sheet dates for a 10% change in foreign currency exchange rates. For a 10% weakening of the US dollar against the Canadian dollar, there would be an equal and opposite impact on loss and comprehensive loss for the year.

	As at September 30, 2022	As at December 31, 2021
Cash	**$ (17,187)**	$ 942
Trade and other receivables	**69**	538
Payables and accruals	**8,941**	(14,356)
Total	**$ (8,176)**	$ (12,876)

18. Related Party Disclosure

The compensation of the directors and other key management of the Company is included in the summary table below. Key management includes those persons having authority and responsibility for planning, directing and controlling the activities, directly or indirectly, of the Company.

	2022	**2021**
Short-term compensation	$ 712,500	$ 894,442
Stock-based compensation	114,045	263,704
Total	**$ 826,545**	**$ 1,158,146**

Key management personnel were not paid post-employment benefits, termination benefits or other long term benefits during the nine-month periods ended September 30, 2022 and 2021. Fees paid to directors have been disclosed in note 15.

Stock-based compensation paid to key management personnel is the fair value of options that vested to key management personnel during the year. Stock based compensation paid to directors have been disclosed in note 15.

Stated in Canadian Dollars

19. Segmented Information

For management purposes, the Company is organized into two separate reportable operating divisions; the Anti-Cancer Therapy ("**ACT**") division and the Cool Laser Therapy ("**CLT**") division. The ACT division is responsible for the research and development of PDCs primarily for the treatment of cancer with assistance from the CLT division to develop medical lasers to activate them. The CLT division is responsible for the Company's medical laser business, which researches, develops, manufactures and distributes CLT systems to healthcare practitioners predominantly for the healing of pain.

The following table displays revenue and direct expenses from the ACT and CLT division for the nine-month periods ended September 30:

	2022			2021		
	CLT	**ACT**	**Total**	CLT	ACT	Total
Sales	**$ 812,998**	**$ -**	**$ 812,998**	$ 566,812	$ -	$ 566,812
Cost of sales	**389,232**	**-**	**389,232**	317,397	-	317,397
Gross margin	**423,766**	**-**	**423,766**	249,415	-	249,415
Operating Expenses						
Selling expenses	**238,904**	**-**	**238,904**	271,708	-	271,708
Administrative expenses	**588,613**	**480,366**	**1,068,979**	664,227	547,607	1,211,834
Research and development expenses	**133,959**	**3,330,705**	**3,464,664**	254,228	1,782,187	2,036,415
(Gain) loss from legal settlement	**(14,983)**	**-**	**(14,983)**	(131,903)	-	(131,903)
Loss on foreign exchange	**12,807**	**12,807**	**25,614**	2,884	2,884	5,768
Interest accretion on lease liabilities	**6,188**	**6,187**	**12,375**	2,216	2,216	4,432
Interest income	**(9,844)**	**(9,843)**	**(19,687)**	(9,554)	(9,554)	(19,108)
	955,644	**3,820,222**	**4,775,866**	1,053,806	2,325,340	3,379,146
Loss for the period	**$ (531,878)**	**$ (3,820,222)**	**$ (4,352,100)**	$ (804,391)	$ (2,325,340)	$ (3,129,731)
Total Assets	**$ 2,146,126**	**$ 2,767,290**	**$ 4,913,416**	$ 2,089,282	$ 5,037,920	$ 7,127,202
Total Liabilities	**587,276**	**669,734**	**1,257,010**	498,779	323,292	822,071

Stated in Canadian Dollars

19. Segmented Information (Continued)

The following table displays revenue and direct expenses from CLT division product sales by product line and geographic area for nin-month periods ended September 30:

	2022			2021		
	Canada	**USA**	**International**	Canada	USA	International
Sales by Product Line						
TLC-1000	**$ 115,363**	**$ 66,500**	**$ -**	$ 198,508	$ 14,810	$ -
TLC-2000	**567,804**	**44,997**	**18,335**	303,015	37,290	13,189
	683,167	**111,496**	**18,335**	501,523	52,100	13,189
Expenses						
Cost of Sales	**327,074**	**53,380**	**8,778**	280,837	29,174	7,386
Selling Expenses	**204,250**	**25,383**	**9,271**	240,483	20,605	10,620
	531,324	**78,763**	**18,049**	521,320	49,779	18,006
	$ 151,843	**$ 32,733**	**$ 286**	$ (19,797)	$ 2,321	$ (4,817)

As at September 30, 2022 and December 31, 2021, the Company's long-lived assets used in operations are all located in Canada. Timing of revenue is recognized at a point in time.

20. Commitments

The Company's commitments consist of the following:

	Total	**2022**	**2023**	**2024**	**2025**	**2026**	**2027**	**2028**	**2029**	**2030**	**2031**	**2032**
Research Commitments (a)	$ 24,969	$ 24,969	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Research Agreement (b)	159,720	72,420	8,800	8,800	8,800	8,800	8,800	8,800	8,800	8,800	8,800	8,100
Research Agreement (c)	127,335	127,335	-	-	-	-	-	-	-	-	-	-
Total	**$ 312,024**	**$ 224,724**	**$ 8,800**	**$ 8,800**	**$ 8,800**	**$ 8,800**	**$ 8,800**	**$ 8,800**	**$ 8,800**	**$ 8,800**	**$ 8,800**	**$ 8,100**

a) Research Commitments under a research agreement with a Trial Management Organization for the TLC-3000 cancer therapy project. Under the terms of this agreement, the Company is required to pay $126,324 (USD$96,800) for the period from July 23, 2019 through to December 31, 2022. The Company has paid $101,355 (USD$76,400) relating to this commitment, of which $24,969 (USD$20,400) is the remaining commitment.

b) Research Commitments under a research agreement with a Contract Manufacturer for the TLC-3000 cancer therapy project. Under the terms of this agreement, the Company is required to pay $477,200 for the period from April 29, 2021 through to November 15, 2032. The Company has paid $317,480 relating to this commitment, of which $159,720 is the remaining commitment.

c) Research Commitments under a research agreement with a Contract Manufacturer for the TLC-3000 cancer therapy project. Under the terms of this agreement, the Company is required to pay $1,351,918 (USD$1,079,865) for the period from April 29, 2021 through to April 29, 2032. The Company has paid $1,224,583 (USD$980,830) relating to this commitment, of which $127,335 (USD$99,035) is the remaining commitment.

21. COVID-19 Pandemic

On March 11, 2020, the World Health Organization declared the outbreak of a novel coronavirus ("**COVID-19**") as a global pandemic, which continues to spread throughout Canada and around the world. As of the report date, the Company is aware of significant changes in its business as a result of COVID-19, notably: unavailability of personnel, personnel working remotely or virtually, significant delays / cancellations in customer purchase decisions and delays in the Company's Phase II Non-Muscle Invasive Bladder Cancer clinical study; specifically: patient enrollment, patient treatment and the on-boarding of new clinical study sites. Management is uncertain of the full extent of theses impacts on its financial statements and believes that the business disruption caused by COVID-19 could be temporary; however, there is uncertainty around its duration and hence the potential impact on the business cannot be fully estimated as of the date of this report.

22. Subsequent Events

On November 17, 2022, the Company closed a non-brokered private placement of units. On closing, the Company issued an aggregate of 1,000,000 units at a price of $0.25 per Unit for aggregate gross proceeds of approximately $250,000 of which 511,000 units were purchased by certain insiders of the Corporation. Each Unit consists of one common share of the Company and one non-transferable common share purchase warrant ("**Warrant**"). Each Warrant entitles the holder to acquire an additional Common Share at a price of $0.35 for a period of 24 months following the date of issuance.

On November 21, 2022, the Company granted an aggregate of 7,860,000 stock options to directors, officers, employees and advisory board members pursuant to the Company's stock option plan. The options granted are exercisable at a price of $0.25 per share, vest over a three-year period and expire five years from the date of the grant.