AEQUUS PHARMACEUTICALS INC.

// MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three months ended March 31, 2019
As of May 30, 2019

This management discussion and analysis ("MD&A") of Aequus Pharmaceuticals Inc. (the "Company" or "Aequus") is for three months ended March 31, 2019, and is performed by management using information available as of May 30, 2019. We have prepared this MD&A with reference to National Instrument 51-102 – *Continuous Disclosure Obligations* of the Canadian Securities Administrators. This MD&A should be read in conjunction with the Company's condensed consolidated interim financial statements for the three months ended March 31, 2019 and the Company's audited consolidated financial statements for the year ended December 31, 2018, and the related notes thereto ("Financial Statements"). The Company's Financial Statements are prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are expressed in Canadian dollars unless otherwise indicated.

This MD&A contains certain "forward-looking statements" and certain "forward-looking information" as defined under applicable Canadian securities laws that may not be based on historical facts, including, without limitation, statements containing the words "believe", "may", "plan", "will", "estimate", "continue", "anticipate", "intend", "expect", "predict", "project", "potential", "continue", "ongoing" or the negative of these terms or other comparable terminology, although not all forward-looking statements contain these words and similar expressions. Forward-looking statements are necessarily based on estimates and assumptions made by us in light of our experience and perception of historical trends, current conditions and expected future developments, as well as the factors we believe are appropriate. Forward-looking statements in this MD&A include but are not limited to statements relating to:

- *our ability to obtain funding for our operations, including funding for research and commercial activities;*
- *our ability to promote and market third party products and the anticipated timing thereof, including our ability to successfully market Tacrolimus IR, [PR]Vistitan™ and Zepto® Precision Pulse Capsulotomy System, Evolve® in Canada;*
- *our anticipated regulatory submissions and commercial activities in Canada in respect of Topiramate XR and Oxcarbazepine XR;*
- *the expected benefits of Tacrolimus IR, [PR]Vistitan™, Zepto® Precision Pulse Capsulotomy System, Topiramate XR, and Oxcarbazepine XR;*
- *our estimates of the size and characteristics of the potential markets for Tacrolimus IR, [PR]Vistitan™, Zepto® Precision Pulse Capsulotomy System, Topiramate XR, Oxcarbazepine XR, Evolve® and our internal product candidates;*
- *the initiation, timing, cost, progress and success of our research and development programs, pre-clinical studies and clinical trials;*
- *the Company's development of its cannabinoid programs (AQS1304);*
- *the initiation, timing, cost, progress and success of our research and development programs, pre-clinical studies and clinical trials;*
- *the success of the Company's strategic advisory board;*
- *our business model and strategic plans;*
- *our ability to advance product candidates into, and successfully complete, clinical trials;*
- *our ability to recruit sufficient numbers of patients for our future clinical trials;*
- *our ability to achieve profitability;*

- *our ability to establish and maintain relationships with collaborators with acceptable development, regulatory and commercialization expertise and the benefits to be derived from such collaborative efforts;*
- *whether our third-party collaborators will maintain their intellectual property rights in the technology we license;*
- *the manufacturing capacity of third-party manufacturers for our product candidates;*
- *the implementation of our business model and strategic plans;*
- *our ability to develop and commercialize product candidates;*
- *our commercialization, marketing and manufacturing capabilities and strategy;*
- *our ability to protect our intellectual property and operate our business without infringing upon the intellectual property rights of others;*
- *our expectations regarding federal, provincial and foreign regulatory requirements;*
- *whether we will receive, and the timing and costs of obtaining, regulatory approvals in the United States, Canada, the European Union and other jurisdictions;*
- *the therapeutic benefits, effectiveness and safety of our product candidates;*
- *the accuracy of our estimates of the size and characteristics of the markets that may be addressed by our products and product candidates;*
- *the rate and degree of market acceptance and clinical utility of our future products, if any;*
- *the timing of, and our ability and our collaborators' ability, if any, to obtain and maintain regulatory approvals for our product candidates;*
- *our expectations regarding market risk, including interest rate changes and foreign currency fluctuations;*
- *our ability to engage and retain the employees or consultants required to grow our business;*
- *the compensation that is expected to be paid to employees and consultants of the Company;*
- *our future financial performance and projected expenditures;*
- *developments relating to our competitors and our industry, including the success of competing therapies that are or become available; and*
- *estimates of our expenses, future revenue, capital requirements, and our needs for additional financing.*

Many factors could cause our actual results, performance or achievements to be materially different from any future results, performance, or achievements that may be expressed or implied by such forward-looking statements. All forward-looking statements, including those not specifically identified herein, are made subject to cautionary language above and on pages 29-35. Readers are advised to refer to the cautionary language when reading any forward-looking statements.

Such statements reflect our current views with respect to future events and are subject to risks and uncertainties and are necessarily based upon a number of estimates and assumptions that, while considered reasonable by Aequus, as of the date of such statements, are inherently subject to significant medical, scientific, business, economic, competitive, political and social uncertainties and contingencies.

In evaluating forward-looking statements, current and prospective shareholders should specifically consider various factors, including the risks outlined below under the heading "Financial Instruments" and below under the heading "Risks", as well as under the heading "Risk Factors" in the Company's 2019 Annual Information Form ("2019 AIF") filed on SEDAR (www.sedar.com).

NON-GAAP MEASURES

The Company uses certain performance measurement within this MD&A that do not have standardized meanings prescribed by generally accepted accounting principles ("GAAP"), including IFRS, and these performance measurements may differ from other companies and accordingly may not be comparable to measures used by other companies. Management of the Company believes that these performance measures are useful to provide shareholders and potential investors with additional information for evaluating the Company's performance. These performance measures should not be considered in isolation as a substitute for measures of performance in accordance with IFRS.

// OVERVIEW

Aequus is a revenue-generating specialty pharmaceutical company, with a foundation built on improving drug delivery of existing medications and commercializing value-add products in specialty therapeutic areas in the Canadian market. Aequus has a diversified portfolio of clinical stage reformulated products, as well as a number of revenue generating commercial third party products that aim to fulfill identified unmet medical needs.

Our commercial infrastructure is Canadian-based, with specialty sales representatives currently promoting two specialty medicines and one ophthalmology focused medical device to physicians. We leverage the unique demographics in Canada, such as a highly-concentrated population, to have an efficient sales force with diverse product offerings grown through promotional partnership agreements, asset acquisitions, in-licenses and in the future with our own internal development programs as they mature and enter the market.

Our development pipeline is focused on advancing products in specialty therapeutic areas with a goal of addressing the need for improved medication adherence or better product performance through enhanced delivery systems. Aequus intends to commercialize its development programs in Canada alongside its current portfolio of marketed established medicines and will look to form strategic commercial relationships for these programs in other markets that would maximize the reach of its product candidates worldwide. Our most recent addition to the development pipeline was a long-acting form of medical cannabis, where there is a high need for a consistent, predictable and pharmaceutical-grade delivery of products for customers.

Both our development and commercial programs are supported and validated by insights from patients and physicians to ensure there is a realizable benefit for them from our work in advancing these products. Aequus' management team has a proven track record of successfully managing the required clinical development, regulatory approval processes, and marketing of products either directly or through collaborations. We continue to leverage our internal capabilities and know-how to execute an efficient commercial strategy and development plan to drive shareholder value.

// GROWTH STRATEGY

Aequus is a revenue-generating, fully integrated specialty pharmaceutical company with development stage products and commercial activities in Canada. Aequus looks to leverage its core capabilities, commercial infrastructure and existing product portfolio to continue on the Company's current growth trajectory. The Company's near-term growth strategy includes the following key components:

- Progressive build-out of the Company's commercial platform, including leveraging its specialty sales force in Canada to enable Aequus to continue to in-license and sell high-value, branded products in Canada.
- Advance development programs through Health Canada required studies and proof of concept clinical studies and conduct regulatory meetings with the United States Food and Drug Association ("FDA") and Health Canada, with the objective being to add sufficient value to execute at least one regional license in the near term; and

Aequus has in-licensed two products, launched promotional activities for three third-party products in the Canadian market, and supported the advancement of its internal programs. Subsequent to Q4 Aequus has announced a deal with Medicom for 6 additional ophthalmology products for Canada, a number of which we expect to launch later this year. These activities support the key areas of Aequus' growth strategy.

Aequus expects to continue to advance its development programs through bioequivalence clinical studies and regulatory meetings with Health Canada and the FDA while also making select investments aimed at expanding and improving the efficiency of its sales channel in Canada through a combination of in-licensing and the acquisition of high-quality, differentiated products in specialty therapeutic areas. The Company also plans to expand its product portfolio to include additional established medicines that can be commercialized using the Company's Canadian sales infrastructure.

// 2019 HIGHLIGHTS – Three Months Ended March 31, 2019

Commercial Activities

- On January 1, 2019 Aequus' profit sharing royalty for Tacrolimus and Vistitan was reduced in accordance with the tiered royalty structure in the Sandoz agreement. This change impacts the royalty revenue to Aequus from these products, which is the main factor in the decrease in revenue seen in Q1 compared to previous quarters. This was the final royalty adjustment of the agreement.

- In March 2019, Aequus signed a term sheet for an exclusive license with Medicom Healthcare Ltd ("Medicom")., a United Kingdom based pharmaceutical company with a focus on preservative free therapies in ophthalmology. The proposed license agreement is for the Canadian commercial rights to Medicom's Evolve® line of preservative free dry eye products. Launched in 2015 in Europe, the Evolve® brand has grown to 5 products across 35 countries. With an array of products, the brand can address the various symptoms involved with dry eye disease and blepharitis including discomfort, stinging, burning, and dryness.

// HIGHLIGHTS SUBSEQUENT TO MARCH 31, 2019

- The Company issued 2,348 Convertible Debenture Units at an offering price of $1,000 per unit for total proceeds of $2,348,000. Each Convertible Debenture Unit consists of one 9.5% unsecured convertible debenture of the Company in the principal amount of $1,000 (each, a "Convertible Debenture") and 2,380 common share purchase warrants (each, a "Warrant"). Each Convertible Debenture will be convertible at the option of the holder into common shares of the Company (each, a "Debenture Share") at a conversion price of $0.21 per Debenture Share, with interest payable semi-annually in arrears on June 30 and December 31 of each year and maturing May 2, 2022. Each Warrant entitles the holder thereof the right to purchase one common share of the Company (a "Warrant Share") at an exercise price of $0.22 per Warrant Share at any time up to May 2, 2022.

- The Company entered into an agreement for the Zepto Precision Pulse Capsulotomy device ("Zepto") with The Kensington Eye Institute, a world renowned clinic and leader in Canada for cataract, glaucoma, and retina surgery.

- The Company extended the Zepto distribution agreement with Mynosys to April, 2022.

// KEY STRATEGIC COLLABORATIONS

SANDOZ CANADA, INC. //

In October 2015, Aequus became the exclusive promotional and marketing partner for the first to market generic form of Tacrolimus IR. This product had already been approved by Health Canada. Aequus began promoting Tacrolimus IR for the treatment and prevention of acute rejection following organ transplantation in December 2015.

In April 2016, Aequus launched promotional efforts in Canada for ^{PR}Vistitan^{TM}, a treatment for the reduction of elevated intraocular pressure in patients with open angle glaucoma or ocular hypertension. Aequus obtained multiple provincial formulary listings within the first six months of Vistitan's launch, including a Limited-Use drug designation on the Ontario Drug Benefit Plan. In July 2018, Aequus and Sandoz agreed to extend the term of the agreement with improved economics for its promotional service agreement with Sandoz for Vistitan.

SUPERNUS PHARMACEUTICALS, INC. //

In February 2016, Aequus entered into an agreement with Supernus which was amended on June 15, 2016 for certain licensing fees ("Supernus Agreement"), whereby the Company acquired the Canadian commercial rights to Topiramate XR and Oxcarbazepine XR. Both products are branded, once-daily, extended-release anti-epileptic drugs ("AEDs"), and have been successfully marketed by Supernus in the U.S. since 2013 under the tradenames Trokendi XR® and Oxtellar XR®, respectively.

Under the terms of the Supernus Agreement, Aequus will be responsible for the regulatory submission and commercial activities for both products in Canada. Supernus is eligible to receive milestone payments and royalties from product sales in Canada. Aequus has since had on-going dialogue with Health Canada around the acceptability of the FDA clinical package and foreign market experience, and expects to initiate a small clinical study to support an NDS in 2019.

MYNOSYS CELLULAR DEVICES //

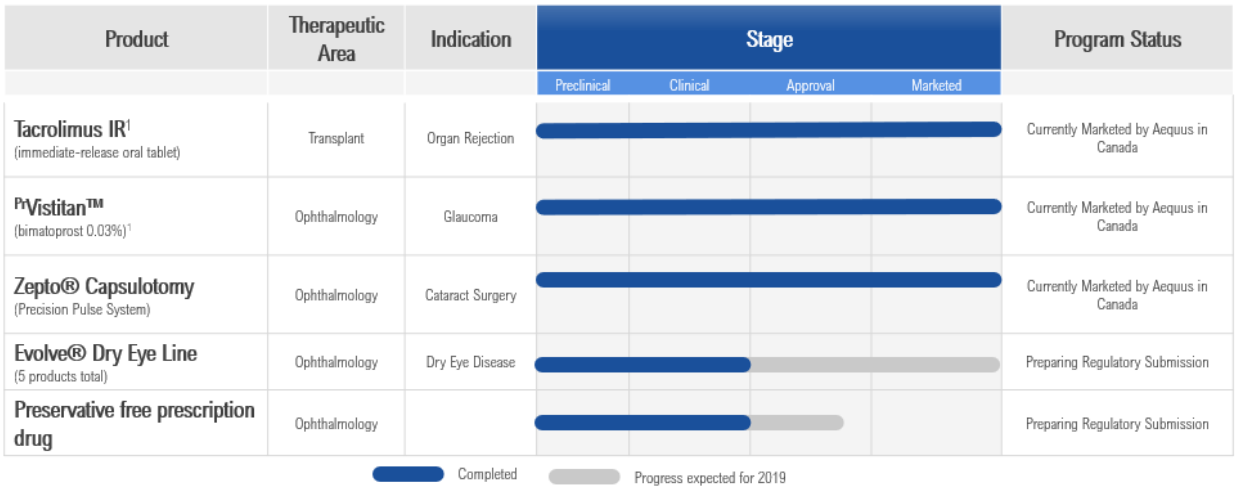
In April 2018, Aequus entered into a commercial agreement with Mynosys, an ophthalmology focused medical device company based in Fremont, California, for the Canadian distribution, sales and marketing of Zepto® for cataract surgery. Zepto was approved for sale in Canada by the Therapeutic Products Directorate in February 2018, and through this agreement was launched in Canada by Aequus in the second quarter of 2018. Zepto is being marketed by Aequus' ophthalmology salesforce, and Aequus believes it is an attractive complement to its existing product offering.

This agreement has an initial term of three years, with an automatic and continuous renewal of additional three year terms, provided Aequus meets minimum sales targets. Aequus will retain profits on the products sold in Canada.

MEDICOM HEALTHCARE LTD. //

In March 2019, Aequus signed a term sheet for an exclusive license with Medicom, a United Kingdom based pharmaceutical company with a focus on preservative free therapies in ophthalmology. The proposed license agreement is for the Canadian commercial rights to Medicom's Evolve® line of preservative free dry eye products. Launched in 2015 in Europe, the Evolve® brand has grown to 5 products across 35 countries. Under the proposed terms of the agreement Medicom will supply the products while Aequus will be responsible for marketing, distribution, and sales in Canada upon approval of the products by Health Canada.

// COMMERCIAL PRODUCT UPDATES



[1] *Aequus carries out the Canadian promotional activity for products owned by Sandoz*

Figure 1. Aequus' Canadian commercial pipeline

PRVISTITAN™ //

Aequus' ophthalmology focused salesforce markets a branded ophthalmology product, PRVistitan™ (bimatoprost 0.03%, ophthalmic solution). Commercial activities for this product commenced in May 2016. Similar to Tacrolimus IR, Aequus splits revenues of this product with its partner in a tiered structure.

Bimatoprost 0.03% is a prostaglandin approved by Health Canada for the reduction of elevated IOP in patients with open angle glaucoma or ocular hypertension. It is estimated that there are over 350,000 people living with glaucoma or ocular hypertension in Canada. The disease is the second leading cause of blindness worldwide. The incidence of glaucoma is highest in patients above the age of 80, but onset may be as early as 40 years of age. IOP-lowering drugs are prescribed as soon as the disease is diagnosed and must be taken chronically to prevent vision loss. Prostaglandins are the first-line approach among IOP-lowering agents, in 2015 bimatoprost accounted for 42% of all prostaglandin prescription volume in Canada (IMS Health).

PRVistitan™, which was approved by Health Canada in 2014, is currently the only marketed version of 0.03% bimatoprost ophthalmic solution in Canada for this indication. Since its launch, and with the support of Aequus' promotional efforts, Vistitan™ has been successfully listed among 90% of private payor groups as well as a benefit under key provincial formularies, including the Ontario Drug Benefit Plan, Alberta Health and Manitoba Health.

ZEPTO® PRECISION PULSE CAPSULOTOMY SYSTEM //

The most recently announced commercial product, Zepto®, was launched by Aequus on June 1, 2018. Zepto provides consistent, high quality anterior lens capsulotomies during cataract surgery in a convenient, cost-effective, disposable format. One of the key features is a collapsible super-elastic nitinol capsulotomy ring element with micron scale elements to create the unique and strong Zepto capsulotomy edge. It has a clear silicone suction cup to enable suction and generate Zepto's proprietary capsulotomy action that allows Zepto capsulotomies on the patient's individual visual axis. The AMA has recently given a category III code in the U.S., as they see the distinctive application and benefit of aligning on the patient's own visual axis.

Zepto integrates seamlessly into the routine steps of cataract surgery with phacoemulsification. The surgeon does not need to alter his or her normal routine. Instead of capsulorrhexis forceps or a cystitome, the surgeon simply reaches for Zepto. Zepto has been used in thousands of cataract surgeries in Asia, Europe, and Central America since February 2017, and most recently in the US since August 2017.

There are currently approximately 300,000 cataract cases per year in Canada. Aequus intends to initially target the premium intraocular lens market and the more challenging cases, which are estimated to represent over 20% of cataract cases performed each year.

TACROLIMUS IR //

Aequus began promotional activities for Tacrolimus IR in December, 2015 and receives a tiered revenue split on incremental sales of the product over the established baseline set prior to promotion.

Tacrolimus immediate release is an immunosuppressant used for the treatment and prevention of acute rejection following organ transplantation. Tacrolimus is part of a patient's immunosuppressive therapy prescribed chronically in their lifelong management to prevent graft rejection. Tacrolimus is recommended as a first line calcineurin inhibitor treatment by the BC Transplant consensus guidelines and is prescribed in >90% of new kidney transplant patients (OPTN/SRTR 2014). Due to the chronic risk of graft rejection, Tacrolimus has been classified as a Critical Dose Drug with a Narrow Therapeutic Index. In Canada, Tacrolimus is available in an immediate release form, marketed under the brand name of Prograf® in Canada, and in an extended-release form, marketed under the brand name of Advagraf® in Canada. Aequus is promoting the first to market and only currently available generic version of Prograf®.

Aequus has been successful in growing market share for Tacrolimus IR in Canada since the initiation of its promotional efforts, and in March 2018, was awarded a three-year contract with Sigma Santé, one of the largest healthcare group purchasing organizations ("GPO") in Quebec and the final GPO in the province to list this first-to-market, generic version of Tacrolimus IR.

PRESERVATIVE FREE PRESCRIPTION DRUG //

The currently undisclosed preservative free therapeutic is a prescription product that is currently approved in certain countries in Europe. The Company has previously met with Health Canada to receive regulatory guidance regarding this therapeutic and expects to submit an application for regulatory approval in the second half of 2019 for this product, with minimal additional analytical data required to complete the data package.

A term sheet was signed in December 2018 for an exclusive license in Canada of an undisclosed preservative free ophthalmic therapeutic with a European partner. Under the proposed terms of the agreement the European partner will supply the product while the Company will be responsible for marketing, distribution, and sales in Canada upon approval of the product by Health Canada. The two companies have agreed to a defined time period for executing the broader license agreement.

EVOLVE DRY EYE PRODUCTS //

With an array of products, the Evolve® brand can address the various symptoms involved with dry eye disease and blepharitis including discomfort, stinging, burning, and dryness. The Evolve® line of products will be entering a dry eye market in Canada estimated at over $90M, which includes both prescription and over-the-counter products. The Evolve® products will be marketed by our existing ophthalmology salesforce currently detailing ophthalmologists, optometrists, and pharamcists and will be a nice complement to our current portfolio of products.

The products included in the proposed exclusive license include:

- Evolve Hypromellose 0.3% Eye Drops Preservative Free 10ml
- Evolve Carmellose 0.5% Eye Drops Preservative Free 10ml
- Evolve Sodium Hyaluronate 0.2% Eye Drops Preservative Free 10ml
- Evolve Eyelid Wipes
- Evolve® Eyemask
- Flousine 2% Single Dose Unit

// DEVELOPMENT PRODUCT UPDATES

Figure 2. Aequus' Development Pipeline

AQS1303 – Long-acting transdermal pyridoxine / doxylamine //

Key Highlights

- The combination of pyridoxine / doxylamine currently approved is first-line therapy and the only on-label intervention for nausea and vomiting of pregnancy ("NVP") dosed several times per day;
- Aequus' transdermal alternative provides a non-oral and long-acting alternative to the oral form;
- Initial Proof of Concept clinical study successfully completed in healthy volunteers;
- FDA pre-IND completed in early 2018 with positive feedback confirming approval via the 505(b)(2) accelerated approval pathway in the United States;
- Corium will utilize its Corplex™ transdermal technology to optimize the product presentation for clinical testing and will be the exclusive clinical and commercial manufacturer for AQS1303.

Product Overview

Pyridoxine/doxylamine is currently marketed as Diclegis® (United States)/Diclecitin® (Canada) for the treatment of NVP, as an oral tablet dosed up to four times per day. Diclegis is the only FDA approved medication for morning sickness in pregnant women and in 2017, reached sales in the United States of approximately US$186 million. A long-acting transdermal form of pyridoxine/doxylamine is being developed by Aequus to address the risk of missed doses due to emesis (vomiting) and provide consistent symptomatic relief.

Aequus has demonstrated the current formulation can deliver the flux profile *in-vitro* required for once-daily and up to seven days of therapeutic doses. Aequus completed a Proof of Concept clinical study in September 2017 with results suggesting that sustained delivery of therapeutics levels of the active ingredients through the skin over a multi-day period is possible with the current formulation. The formulation was well tolerated with no serious adverse events reported.

Aequus received positive pre-IND feedback from the FDA, confirming it will likely follow a 505(b)(2) pathway in the United States for AQS1303 approval, which would include a pharmacokinetic bridging strategy, to allow bridging to the safety and clinical pharmacology information from Diclegis®, and a single clinical efficacy study, would likely be acceptable for an NDA submission. The FDA also outlined additional standard studies required of a transdermal patch to evaluate the local safety and to ensure that consistent and predictable dosing is achieved over the dosing period.

Aequus has filed an international patent application with the USPTO that covers transdermal extended-release formulations of the combination of doxylamine and pyridoxine. During Fiscal 2017, the Company advanced the patent application for AQS1303 with PCT national stage filings in the European Region, Canada and Israel, in addition to the U.S.; Aequus owns the worldwide rights to the formulations described in the patent application.

This program is currently under review following Corium's completion of its evaluation to incorporate its Corplex technology.

AQS1304 - Medical cannabis program //

Aequus has initiated a research program of cannabinoid-based therapeutics targeting neurological disorders. In 2016, Health Canada provided patients in Canada the ability to access cannabis for medical purposes when recommended by their physician. There are insufficient data, however, for proper therapeutic treatment protocols regarding the proper dosage and frequency for patients dealing with a wide variety of symptoms and disease areas. Aequus completed a survey that confirms the medical need for improved clinical trial data supporting safety and efficacy of medical cannabis, reliability of dose delivery systems, high quality data collection tracking real world clinical outcomes, physician education, and quality controlled ingredients.

Aequus has formed the following collaborations and steps forward in connection with this program:

- In March 2017, Aequus acquired an exclusive world-wide license to a transdermal patch formulation containing cannabinoids for use in the treatment of epilepsy, Multiple Sclerosis and certain other neurological disorders from TRPL;
- In May 2017, Aequus completed a needs assessment study with over four hundred physicians to validate and select a medical cannabis target product profile that is best suited for the needs of patients;
- In June 2017, Aequus and CDRD entered into a broad research collaboration to establish pre-clinical safety and efficacy of select cannabinoid-based therapeutics targeting certain neurological movement disorders;
- In August 2017, Aequus entered into a collaboration with Ehave to access Ehave's bioinformatics platform, providing cost effective and clinically relevant data collection in Aequus' anticipated clinical trials in the medical cannabis regulatory regime.

- In January 2018, Aequus announced a collaboration with CannaRoyalty Corp. ("CannaRoyalty") to advance a suite of cannabis-based therapies targeting neurological disorders into clinical trials in Canada, in collaboration with Canadian doctors and key opinion leaders.

Topiramate XR //
(under the tradename of Trokendi XR® in the United States)

Topiramate XR is a once-daily topiramate product designed to improve patient compliance and to show a better pharmacokinetic profile than the currently available immediate release products, which must be taken multiple times per day. The currently approved immediate release form of topiramate in Canada is approved for use in epilepsy and prophylactic migraine. Topiramate XR's pharmacokinetic profile results in lower peak plasma concentrations, higher trough plasma concentrations, and a slower input rate. This results in smoother and more consistent blood levels of topiramate than immediate release topiramate formulations can deliver. Such a profile may mitigate blood level fluctuations that are frequently associated with many of the symptomatic side effects or breakthrough seizures that patients can suffer when taking immediate release products. Side effects can lead patients to skipping doses, whereupon the increased non-adherence could place them at higher risk for breakthrough seizures.

Aequus has had on-going dialogue with Health Canada regarding the acceptability of the FDA submission data. It is expected that Topiramate XR will be filed as a non-new active substance new drug submission (non-NAS NDS) in Canada, which will require a small pharmacokinetics bridging study. The pharmacokinetics bridging study is required to bridge the United States reference product used in the original Trokendi XR study to a Canadian equivalent reference product to validate the data under Health Canada's regulations.

Oxcarbazepine XR //
(under the tradename of Oxtellar XR® in the United States)

Oxcarbazepine XR is a once-daily oxcarbazepine product with a novel pharmacokinetic profile showing lower peak plasma concentrations, a slower rate of input, higher trough plasma concentrations, and a smoother, more consistent blood levels compared to immediate release products. The currently approved immediate release form of oxcarbazepine in Canada is approved for use in partial seizures in epilepsy. Oxcarbazepine XR has the potential to improve the tolerability of oxcarbazepine and thereby reduce side effects. This could enable more patients to tolerate higher doses of oxcarbazepine which would permit them to benefit from the resulting improved efficacy and greater seizure control, which has previously been reported in patients taking higher doses. Patients taking higher doses of immediate release oxcarbazepine are often unable to tolerate the increased side effects. In addition, Oxcarbazepine XR once-daily dosing regimen, is designed to improve patient compliance compared to the currently available immediate release products that must be taken multiple times per day.

The expected benefits of once-daily extended release forms of anti-epileptic drugs such as Topiramate XR and Oxcarbazepine XR include: (i) improved patient adherence with a once-daily dosing regimen, making it more probable that patients maintain sufficient level of medication in their bloodstream to protect against seizures; (ii) delivery of lower peak plasma concentrations and lower input rate over an extended time period, resulting in smooth and consistent blood levels of topiramate or oxcarbazepine during the day; and (iii) avoidance of blood level fluctuations that can be associated with symptomatic side effects or breakthrough seizures.

Out-Licensing Activities //

Aequus continues to pursue development collaborators and marketing partners for its internal programs in markets outside of Canada, particularly for AQS1303.

// OVERALL PERFORMANCE

The Company started to generate revenue from its commercial platform during the year ended December 31, 2016. Since then, Aequus has shown consistent annual revenue growth for its commercial business and a continued commitment to growing its portfolio of commercial stage products. Aequus expects its operating losses to continue in the near term as it continues to build its commercial platform and invests in its development pipeline.

The Company has funded its operations with proceeds from revenue as well as from equity financings, and expects to seek additional funding through equity financings and partnership collaborations to finance its product development, commercial product portfolio, and corporate growth. However, if Aequus' product development and commercial activities do not show positive progress, or if capital market conditions in general or with respect to the life sciences sector or development stage companies such as Aequus are unfavorable, its ability to obtain additional funding will be adversely affected.

// DISCUSSION OF OPERATIONS

The Company recorded a loss of $730,215 in the three months ended March 31, 2019 ("Q1 2019") and a loss of $816,485 for the three months ended March 31, 2018 ("Q1 2018"). During Q1 2019, the Company worked to reduce the research and development expense and general and administration expense while increasing resources related to the sales team and efforts to expand products represented by the Company.

During Q1 2019, the Company had a $86,270 decrease in net loss that was primarily due to a 64% decrease in research and development and a 26% decrease in general and administrative expenses in Q1 2019 when compared to Q1 2018. Sales and marketing expenses increased 50% in the respective quarter. Research and development spending in Q1 2019 was lower than Q1 2018 due to reduced regulatory consulting for its internal development programs in the most recent quarter.

The following table provides an overview of the financial results in Q1 2019 as compared to those in Q1 2018:

	March 31, 2019	March 31, 2018	Change
Revenue	$ 328,996	$ 375,000	$ (46,004)
Operating expenditures:			
Research and development	69,078	192,968	123,890
Sales and marketing	509,096	338,983	(170,113)
General administrations	482,531	658,834	176,303
	1,060,705	1,190,785	130,080
Loss before other income	(731,709)	(815,785)	84,076
Other income (loss)	1,494	(700)	2,194
Net loss	$(730,215)	$(816,485)	86,270

Revenues //

The Company received revenues by providing promotional services to sell third party owned products, Tacrolimus IR and PRVistitan™, which were launched in December 2015 and April 2016, respectively. Due to the adjustment in profit share set out in the Sandoz agreement that took effect on January 1, 2019, PRVistitanTM and Tacrolimus royalty revenues are expected to be temporarily reduced when compared to 2018. Aequus expects PRVistitanTM and Tacrolimus to continue to grow over the duration of the contract, with the additional sales eventually neutralizing the gap made by the reduced profit share. We expect new revenues from Evolve products later in 2019 and growth in Zepto® revenues will drive the top line in 2019. In Q1 2019, the Company recorded the revenue of $328,996.

Cumulative revenue related to commercial programs under is as follows:

Fiscal 2016	$ 701,633
Fiscal 2017	1,139,424
Fiscal 2018	1,410,240
Q1 2019	328,996
Cumulative revenue related to collaboration agreements[(1)]	$ 3,580,293

(1) This non-GAAP measure is intended to illustrate the gross benefit of the commercial program to the Company over the period of the Sandoz agreement. This is a non-GAAP measure and does not have a standardized meaning under GAAP and, therefore, there are unlikely to be comparable to similar measures presented by other companies. See "Non-GAAP Measures" in this MD&A.

Revenue related to Tacrolimus IR and PRVistitan™ during Q1 2019 was $328,996 (Q1 2018 - $375,000), a decrease of 12% as compared to the same period in the last year. The decrease was attributable to a revised profit share calculation effective during the period.

Due to the early stage nature of the Company's products in the Canadian market, management assesses the impact of inflation and specific price changes to the company's total revenue to not be measurable at this time.

Research and Development Expenses //

The Company incurred research and development ("R&D") expenses of $69,078 in Q1 2019 as compared to $192,968 in Q1 2018. The majority of the $123,890 decrease was attributable to the $96,520 decrease in consulting costs. Q1 2018 included regulatory consultant costs for work related with FDA. There were $12,170 less subcontract research and development costs in Q1 2019 relative to Q1 2018 as no technical research and development work was required in Q1 2019.

The following table summarizes the Company's research and development expenditures in Q1 2019 as compared Q1 2018:

	Three months ended March 31, 2019	Three months ended March 31, 2018	Change
Consulting	$ 25,930	$ 122,450	$ (96,520)
Patent and intellectual property	4,768	-	4,768
Management, wages and related	21,587	26,965	(5,378)
Share-based payments	15,876	23,795	(7,919)
Subcontract research and development	-	12,170	(12,170)
Travel and accommodation	917	7,588	(6,671)
	$ 69,078	$ 192,968	(123,890)

Sales and Marketing Expenses //

Sales and marketing expenses were $509,096 in Q1 2019 as compared to $338,983 in Q1 2018, an increase of $170,113 or 50%. The changes in sales and marketing expenditures were primarily impacted by the following items:

- Advertising and promotion increased by $24,511 to $31,057 in Q1 2019 relative to the $6,546 in Q1 2018 primarily due to the launch of Zepto during Fiscal 2018.
- The salesforce team costs to promote and market Tacrolimus IR and PRVistitan™ was $282,160 and $191,548 for Q1 2019 and Q1 2018, respectively. The $90,612 increase is due to salesperson vacancies which were filled in Fiscal 2018 and the addition of a National Sales Manager in Ophthalmology during Fiscal 2018.
- Share-based payments increased by $23,408 from Q1 2018 to Q2 2019 as there were greater vested stock options for the salesforce in Q1 2019 relative to Q1 2018.
- Travel and accommodation increased by $32,248 when comparing Q1 2019 to Q1 2018. This change is due to an increase in sales activities and the increase in number of outside-sales representatives.

The following table summarizes the Company's sales and marketing expenditures in Q1 2019 as compared Q1 2018:

	Three months ended March 31, 2019	Three months ended March 31, 2018	Change
Advertising and promotion	$ 31,057	$ 6,546	$ 24,511
Consulting	-	3,600	(3,600)
Depreciation and amortization	47,400	46,453	947
Printing and other expenses	1,987	-	1,987
Management, wages and related	23,400	23,400	-
Salesforce	282,160	191,548	90,612
Share-based payments	34,119	10,711	23,408
Travel and accommodation	88,973	56,725	32,248
	$ 509,096	$ 338,983	$ 170,113

General Administration Expenses //

General administration expenses were $482,351 in Q1 2019 as compared to $658,834 in Q1 2018, a decrease of $176,303. The changes in general administration expenditures were primarily impacted by the following items:

- Consulting fees decreased by $268,421 when comparing Q1 2019 to Q1 2018. This decrease is primarily due to additional project costs related to the marketing and branding work at the corporate level in Q1 2018 where there were no similar costs in Q1 2019.
- Other general administration expenses increased by $32,293 in Q1 2019 compared to Q1 2018. This is mainly due to the increase in the business activities from Zepto launch and increase in the number of sales representatives.
- Management, wages, and related expenses increased by $45,851 in Q1 2019 compared to Q1 2018. This is due to the increases in administration staff salaries and a vacant position being filled.
- Share-based payments decreased by $15,651, from $36,487 in Q1 2018 to $20,836 in Q1 2019. This was due to a decrease in the amount of vesting of stock options issued in prior years.

The following table summarizes the Company's general administration expenditures in Q1 2019 as compared Q1 2018:

	Three months ended March 31, 2019	Three months ended March 31, 2018	Change
Consulting	$ 99,954	$ 368,375	$ (268,421)
Legal and professional fees	38,412	27,594	10,818
Other general administration	100,357	68,064	32,292
Regulatory, transfer agent & listing	23,344	20,741	2,603
Management, wages and related	147,420	101,569	45,851
Share-based payments	20,836	36,487	(15,651)
Travel and accommodation	52,208	36,004	16,204
	$ 482,351	$ 658,834	$ (176,303)

// QUARTERLY FINANCIAL INFORMATION

The following table summarizes selected unaudited consolidated financial data for each of the last eight fiscal quarters:

	Quarter Ended			
	Q1 2019 March 31	Q4 2018 December 31	Q3 2018 September 30	Q2 2018 June 30
Revenue before adjustment [1]	328,996	507,340	420,158	377,855
Revenue adjustment [1]	-	(270,113)	-	-
Research and development expenditures	(69,078)	(77,730)	(76,275)	(179,962)
Sales and marketing [2]	(509,096)	(494,679)	(449,932)	(363,018)
General and administration [2]	(482,531)	(335,262)	(546,827)	(503,799)
Other income (loss)	1,494	1,137	1,170	2,682
Net loss for the period	(730,215)	(669,307)	(651,706)	(666,242)
Basic and diluted loss per common share	(0.01)	(0.01)	(0.01)	(0.01)

	Quarters Ended			
	Q1 2018 March 31	Q4 2017 December 31	Q3 2017 September 30	Q2 2017 June 30
Revenue before adjustment [1]	375,000	368,682	291,154	186,586
Revenue adjustment [1]	-	-	-	-
Research and development expenditures	(192,968)	(19,590)	(415,173)	(581,670)
Sales and marketing [2]	(338,447)	(367,423)	(310,163)	(359,945)
General and administration [2]	(659,370)	(625,459)	(532,085)	(623,317)
Other income (loss)	(700)	3,020	15,305	101,084
Net loss for the period	(816,485)	(640,770)	(950,962)	(1,277,262)
Basic and diluted loss per common share	(0.01)	(0.01)	(0.01)	(0.02)

[1] Service revenue for the during each quarter is recognized based on actual third-party sales of products for the reporting period based on data provided by the third party. During Q4 2018, the third party proposed an adjustment to revenue which the Company recognized prospectively, in accordance with the Company's accounting policies. The adjustment is shown separately in Q4 2018 is a non-GAAP disclosure to illustrate comparable revenue prior to the adjustment. The Q4 2018 adjustment related to a Sandoz inventory reconciliation prepared in that period but does not relate solely to that period. Similar adjustments are not expected to occur again in future. This is a non-GAAP measure and does not have a standardized

meaning under GAAP and, therefore, there are unlikely to be comparable to similar measures presented by other companies. See "Non-GAAP Measures" in this MD&A.

(2) Depreciation for tangible assets of $4,126 in total for the year ended December 31, 2018 was reallocated from general and administration into sales and marketing.

Variations in the Company's net losses and expenses for the periods above resulted primarily from the following factors:

- The Company expects to continue to grow product sales for both Tacrolimus and Vistitan over the duration of the contract while experiencing a short term reduction in revenue from a reduced profit share percentage that took effect on January 1, 2019 in accordance with our tiered royalty structure set out in the Sandoz agreement. There are no further reductions in royalties with this contract.
- The Company expects new revenues to offset any fluctuations in revenue from existing activity without a significant increase in expenses as new products would be sold by the existing sales infrastructure.
- Research and development expenditures trended upwards until Q3 2017 as Aequus completed formulation development and advanced AQS1303 through Proof of Concept clinical studies. These expenditures fluctuated more significantly in certain quarters due to the costs associated with the development of clinical trial materials and the execution of the Proof of Concept clinical study for AQS1303 in Q2 and Q3 2017, the preparations for the AQS1301 Pre-IND meeting in Q2 2017 as well as market research carried out in Q2 2017. In Q4 2017 and Q1 2018, the Company prepared for the Pre-IND meeting for AQS1303 and was active in establishing collaborative partnerships in anticipation of advancing its medical cannabis programs. In Q3 and Q4 of 2018 the expenditures decrease due to AQS1303 undergoing patch optimization through Aequus' collaboration with Corium.
- Sales and marketing expenses increased over the second half of 2018 due to costs associated with the launch of Zepto® into the Canadian marketplace and the addition of a National Sales Manager in Ophthalmology. The Company expects its salesforce to be able to market the Medicom products in 2019 without any material change to salesforce expenses.
- General administration expenses fluctuated based on corporate finance and business development activities. In addition to new strategic relationships starting in Q2 2017 related to the Cannabis programs, the company signed a Canadian commercial agreement with Mynosys to distribute and commercialize Zepto and are exploring other potential collaborations on an ongoing basis. No significant cost increases are expected in general administration in the next year.
- In Q4 2018, the Company recorded a one-time negative revenue adjustment of $270,113 resulting from an inventory reconciliation made by Sandoz. The Company has been informed by Sandoz that procedures have been modified to reduce the probability of a similar adjustment occurring in future.
- Other income has remained relatively consistent over the past two year except for an increase in Q2 2017 due to a $89,000 one-time government grant which was awarded.

// LIQUIDITY AND CAPITAL RESOURCES

	Three months ended March 31, 2019	Three months ended March 31, 2018	Change
Cash provided (used) in operating activities	$ 70,410	$ (606,949)	$ 677,359
Cash provided by financing activities	(34,960)	284,730	(319,690)
Net (decrease) increase in cash and cash equivalents	$ 35,450	$ (322,219)	$ (357,669)

Cash used in operating activities is comprised of net loss, add-back of non-cash expenses, and net change in non-cash working capital items. Cash provided by or used in operating activities increased to $70,410 provided during the three months ended March 31, 2019 compared to the $606,949 cash used during the three months ended March 31, 2018. This increase of $677,359 is primarily related to collection of $526,758 of amounts receivable and an increase in accounts payable.

Cash provided by financing activities decreased by $319,690 during the three months ended March 31, 2019 as compared to the amount reported to March 31, 2018. During the three months March 31, 2018, the Company received net proceeds from the issuance of shares of $284,730 whereas there was no financing during the three months ended March 31, 2019.

As of March 31, 2019, the Company had working capital of $177,526 compared to working capital of $920,175 as of December 31, 2018. The Company's working capital needs fluctuate due to multiple projects which place variable demands on resources and timing of expenditures. The Company is working to find additional products to promote or sell with its existing sales force, which would decrease current demands on working capital. The Company anticipates receiving cash proceeds from future revenue, the exercise of options, warrants, public offerings and private placements, however, the Company cannot predict the timing or amount of additional options and warrants that may be redeemed, if any.

The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and its success with its strategic collaborations. Any quoted market for the Company's shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating new revenues, cash flows or earnings.

Historically, the Company has used net proceeds from issuances of common shares to provide sufficient funds to meet its near-term asset development plans and other contractual obligations when due.

// COMMITMENTS & CONTINGENCIES

During the year ended December 31, 2018, the Company renewed the lease agreement for its Vancouver head office premise for five years expiring November 30, 2023. Pursuant to this renewal, the Company is obligated to pay basic rent of $11,653 and operating costs including electricity and related taxes at approximately $7,457, on a monthly basis starting December 1, 2018. The basic rent commitment will increase to $139,840 for the year ended December 31, 2019, 143,520 for the year ended December 31, 2020 and $147,200, $150,880, and $154,560 in each of the following years. The Company has entered into sublease agreements of the space providing monthly rental revenue of $7,500 to offset rent expense.

Pursuant to the terms of the Supernus Agreement, and in addition to the upfront payment of $478,940 (US$350,000), the Company is further obligated to pay an aggregate of US$5.15 million in milestone payments upon the achievement of specified regulatory milestones, mid-teen royalty on net sales of Topiramate XR and Oxcarbazepine XR, as well as a milestone payment of US$1.5 million linked to achievement of specified cumulative net sales from both Topiramate XR and Oxcarbazepine XR. The Company is responsible for the regulatory submission and commercial activities for both products in Canada. The term of the Supernus Agreement will continue as long as the Topiramate XR and Oxcarbazepine XR products are sold in Canada.

The Company has entered into agreements with third parties that include indemnification provisions that are customary in the industry. These guarantees generally require the Company to compensate the other party for certain damages and costs incurred as a result of third-party claims or damages arising from these transactions. In some cases, the maximum potential amount of future payments that could be required under these indemnification provisions is unlimited. These indemnification provisions may survive termination of the underlying agreement. The nature of the indemnification obligations prevents the Company from making a reasonable estimate of the maximum potential amount it could be required to pay.

As of May 30, 2019, the Company had not made any indemnification payments under such agreements and no amount had been accrued in the Financial Statements with respect to these indemnification obligations.

// USE OF PROCEEDS FROM FINANCING

On January 31, 2018, the Company completed a prospectus equity financing of 1,000,000 units of the Company at a price of $0.30 per unit for total proceeds of $300,000. The use of proceeds were expected to be used for general corporate expenditures, including work related to marketing and branding. During the year ended December 31, 2018, the project was completed and all funds have been expended.

On July 23, 2018, the Company completed a prospectus equity financing of 4,000,000 units of the Company at a price of $0.20 per unit for total proceeds of $800,000. The use of proceeds were expected to be for general corporate and working capital purposes, including commercial and marketing activities, advancing internal programs and supporting on-going business development. As at May 30, 2019, all of these funds have been expended toward these purposes.

// OUTSTANDING SHARE CAPITAL

As of May 30, 2019, there were no Class A Preferred shares without par value in the capital of the Company issued and outstanding, 80,437,970 Common Shares issued and outstanding, and other securities convertible into Common Shares as summarized in the following table:

	Number Outstanding as of May 30, 2019	Number Outstanding as of March 31, 2018
Common Shares issued and outstanding	80,437,970	80,436,970
Class A Preferred Shares	Nil	Nil
Options[(1)]	8,698,278	8,698,278
Warrants[(2)]	10,524,740	4,937,500
Broker Warrants[(3)]	1,340,092	166,250

Notes:

(1) Of the 8,698,278 options outstanding, 6,400,808 are vested and exercisable at a weighted average price of $0.33 per Common Share. The remaining 2,297,471 options are not vested and have a weighted average price of $0.22 per Common Share. During the three months ended March 31, 2019, the Company granted 700,000 to the sales force that have an exercise price of $0.17 per Common Share.

(2) Subsequent to March 31, 2018, 5,588,240 share purchase warrants were issued with an exercise price of $0.22 and 1,000 of these warrants were exercised. The warrants expire May 2, 2022.

(3) Subsequent to March 31, 2018, 1,173,842 brokers' warrants were issued with an exercise price of $0.22 and an expiry of May 2, 2022

// OFF-BALANCE SHEET ARRANGEMENTS

The Company has no undisclosed off-balance sheet arrangements that have or are reasonably likely to have, a current or future effect on its results of operations, financial condition, revenues or expenses, liquidity, capital expenditures or capital resources that is material to investors.

// RELATED PARTY TRANSACTIONS

Related parties include members of the Board of Directors and officers of the Company, and enterprises controlled by these individuals. The following fees and expenses were incurred:

	Three Months Ended March 31, 2019 $	Three Months Ended March 31, 2018 $
Management [i] [ii] [iii] [v]	139,488	134,044
Consulting [iv]	6,173	21,763
	145,661	155,807

[i] Effective December 1, 2016, the Company entered into a consulting agreement with Northview Ventures Inc. ("NVI") and Doug Janzen, the Chief Executive Officer of the Company. NVI is compensated at a monthly rate of $15,000. During the three months ended March 31, 2019, NVI received $45,000 (March 31, 2018 - $45,000) in compensation.

[ii] Ms. Stevens was compensated at a monthly rate of $12,500 from October 1, 2017 to August 31, 2018 and then $10,449 thereafter. During the three months ended March 31, 2019, Ms. Stevens received $31,348 (March 31, 2018 - $37,500) in salary.

[iii] The Company entered into a consulting service agreement with Mr. Ian Ball who serves as the Chief Commercial Officer of the Company. Pursuant to this consulting agreement with a term to July 31, 2019, Mr. Ball is compensated at a monthly rate of $12,000. During the three months ended March 31, 2019, Mr. Ball charged total consulting fees of $36,000 (2018 - $36,000).

As of March 31, 2019, the Company has included in its accounts payable and accrued liabilities $24,505 (December 31, 2018 - $12,459) due to Mr. Ball.

[iv] The Company entered into a consulting service agreement with Dr. Donald McAfee, the Acting Chief Scientific Officer of the Company. Pursuant to the Consulting Agreement, Dr. McAfee was compensated at a daily rate of US$1,000. During the three months ended March 31, 2019, Dr. McAfee charged total consulting fees of $6,173 (March 31, 2018 - $21,763).

As of March 31, 2019, the Company has included in its accounts payable and accrued liabilities $6,214 (December 31, 2018 - $3,922) due to Dr. McAfee.

[v] The Company entered into a consulting service agreement with Fehr & Associates and Ann Fehr, the Chief Financial Officer of the Company. Pursuant to this consulting agreement, Mrs. Fehr is compensated at a rate of $1,000 per month plus $100 per hour. During the three months ended March 31, 2019, Fehr & Associates charged total consulting fees of $27,140 (March 31, 2018 - $15,544) for CFO and outsourced accounting services.

As of March 31, 2019, the Company has included in its accounts payable and accrued liabilities $27,306 (December 31, 2018 - $26,124) due to Fehr & Associates.

The amounts owing to the related parties as described above are non-secured, non-interest bearing, with no specific terms of repayment.

Key management compensation

Key management includes members of the Board of Directors and executive officers of the Company. Compensation awarded to key management is listed below:

	Three Months Ended March 31, 2019 $	Three Months Ended March 31, 2018 $
Management, wages and related, General administration	97,001	90,019
Management, wages and related, Research and development	19,087	20,625
Management, wages and related, Sales and marketing	23,400	23,400
Consulting, Research and development	6,173	21,763
Share-based payments, General administration	9,242	17,061
Share-based payments, Research and development	6,144	13,689
Share-based payments, Sales and marketing	2,294	16,328
	163,341	202,885

Other

During the year ended December 31, 2018, the Company entered into two separate sublease agreements with Northview Lifesciences and Fehr & Associates for recovery of rent expense. During the three months ended March 31, 2019, the Company received $1,845 and $13,125 (March 31, 2018 - $1,500 and $9,450), respectively.

// PROPOSED TRANSACTIONS

There are at present no transactions outstanding that have been proposed but not approved by either the Company or regulatory authorities.

// FINANCIAL INSTRUMENTS

Fair value

The fair value of the Company's financial instruments is approximated by their carrying value due to their short-term nature.

IFRS 13 establishes a fair value hierarchy for financial instruments measured at fair value 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 liabilities, 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 fair value of cash and cash equivalents is based on Level 1 inputs.

Based on the above net exposure as at March 31, 2019, assuming that all other variables remain constant, a 5% appreciation or deterioration of the Canadian dollar against the U.S. dollar would result in a change of $286 (December 31, 2018 - $876) in the Company's net loss. Furthermore, the company incurred $25,914 USD expenditures during the three months ended March 31, 2019 (2018 - $118,605 USD). A 5% appreciation or deterioration of the Canadian dollar against the U.S dollar would result in a change of $1,296 (2018 - $5,930).

// SIGNIFICANT ACCOUNTING ESTIMATES, JUDGEMENTS AND KEY POLICIES

In applying the Company's accounting policies, management makes a number of judgments, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses. Actual results may differ from the judgments, estimates and assumptions made by management and will seldom equal the estimated results. Please refer to the audited financial statements for the year ended December 31, 2018 for a full list of policies.

CRITICAL JUDGMENTS

The following are critical judgments that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the consolidated financial statements:

i. Research costs are recognized as an expense when incurred but development costs may be capitalized as intangible assets if certain conditions are met as described in IAS 38, *Intangible Assets*. Management has determined that development costs do not meet the conditions for capitalization under IAS 38 and all research and development costs have been expensed.

ii. Management is required to assess the functional currency of the Company and its subsidiary. In concluding that the Canadian dollar is the functional currency of the Company and its subsidiary, management considered the currency that mainly influences the operating expenditures in the jurisdiction in which the Company and its subsidiary operate.

iii. The determination of categories of financial assets and financial liabilities has been identified as an accounting policy which involves judgments or assessments made by management.

iv. Management is required to determine whether or not the going concern assumption is appropriate for the Company at the end of each reporting period. Considerations taken into account include available information about the future including the availability of financing and revenue projection, as well as current working capital balance and future commitments of the Company.

ESTIMATION UNCERTAINTY

The following are key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the next financial year:

i. Provisions for income 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 taxation authorities. Where the final outcome of these tax-related matters is different from the amounts that were originally recorded, such differences will affect the tax provisions in the period in which such determination is made.
ii. The fair value of accrued liabilities at the time of initial recognition is made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors.
iii. Intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.

Amortization is calculated using management's best estimate of the useful life of the intangible assets. Determination of impairment loss is subject to management's assessment if there is any indication of a possible write-down; and if so, the determination of recoverable value based on discounted future cash flows of the intangible assets. The carrying amount of intangible assets does not necessarily reflect present or future value and the ultimate amount recoverable will be dependent upon the successful commercialization of products based on these underlying technologies.

iv. Revenues are recognized based on a calculation of estimated profits using actual third party sales figures. Changes in estimates of revenues, including changes in estimates of revenue due to returns, are recognized prospectively as adjustments to revenue and amounts receivable. When an uncertainty arises about the collectability of an amount already included in revenue, the uncollectible amount, or the amount in respect of which recovery has ceased to be probable, is recognized as an expense. At each reporting period the entity reviews and, when necessary, revises the estimates of revenue as services are performed.

Reclassification of prior year figures

Certain tables in the MDA have been prepared comparatively with the prior period in order to give more meaningful trend analysis regarding financial position and performance. In order to maintain consistency with current year consolidated financial statements, comparative information is reclassified for function of expenses. This was necessary as the Company moved from using external consultants to hiring more staff positions.

Impairment of assets

Financial assets and non-financial assets of the Company are reviewed at the end of each reporting period or when facts and circumstances suggest their carrying values have been impaired. The Company considers assets to be impaired if the carrying values exceed the recoverable amount, being the higher of the value in use and the fair value less costs to sell.

Financial assets include cash and cash equivalents carried at fair value and amounts receivable measured at amortized cost. Amounts receivable consist of primarily of goods and services taxes due from the Government of Canada and revenue from customers for promotional marketing services performed. The Company considers the recoverable amounts of its financial assets to approximate their carrying values.

Non-financial assets consist of property and equipment and intangible assets. In assessing value in use for a non-financial asset, the estimated future cash flows associated with the non-financial asset are discounted to their present value using a risk adjusted pre-tax discount rate. If the recoverable amount is estimated to be less than its carrying amount, the carrying amount is reduced to its recoverable amount with the impairment immediately recognized in net income or loss. Where an impairment subsequently reverses, the carrying amount is increased to the revised estimate, subject to the amount not exceeding the carrying amount that would have been determined had impairment loss not been recognized for the asset in prior periods. Any reversal of impairment is recognized immediately in net income or loss.

Research and development costs

Research costs, including costs for new patents and patent applications, are expensed in the period in which they are incurred. Development costs are expensed in the period in which they are incurred unless certain criteria, including technical feasibility, commercial feasibility, intent and ability to develop and use the technology, are met for deferral and amortization. No development cost has been deferred to date.

Adoption of new accounting policy - Leases

The Company adopted the requirements of IFRS 16 effective January 1, 2019. This new standard replaces IAS 17 Leases and the related interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to the current accounting for finance leases, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting is substantially changed.

On adoption, the Company's lease consisted of an office lease. The Company transitioned to the new standard using the modified retrospective approach and:

- Measured the lease liability based on the present value of the remaining lease payments discounted using the Company's incremental borrowing rate at January 1, 2019;
- Measured the right-of-use asset as if IFRS 16 had been applied since the commencement date, but discounted using the Company's incremental borrowing rate at January 1, 2019; and
- Recording the cumulative difference to deficit.

The net impact on retained earnings on January 1, 2019 was a decrease of $1,676.

The following is a reconciliation of total operating lease commitments at December 31, 2018 to the lease liabilities recognized at January 1, 2019:

	$
Lease liabilities before discounting	681,470
Discounted using incremental borrowing rate	(137,214)
Operating lease liability	544,256

The following is a reconciliation of lease liabilities to right of use lease asset at January 1, 2019:

	$
Operating lease liability at January 1, 2019	544,256
Prepaid lease payment	42,877
Lease payments prior to January 1, 2019	11,653
Depreciation prior to January 1, 2019	(9,980)
Right of use lease asset at January 1, 2019	588,806

For any new contracts entered into on or after January 1, 2019, the Company considers whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'. To apply this definition the Company assesses whether the contract meets three key evaluations which are whether:

i. the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Company
ii. the Company has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract
iii. the Company has the right to direct the use of the identified asset throughout the period of use. The Company assess whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

Measurement and recognition of leases as a lessee

At lease commencement date, the Company recognizes a right-of-use asset and a lease liability on the balance sheet.

The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist.

At the commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available. If the interest rate implicit in the lease is not readily available, the Company discounts using the Company's incremental borrowing rate. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

The Company has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognizing a right-of-use asset and lease liability, the payments in relation to these are recognized as an expense in profit or loss on a straight-line basis over the lease term. On the statement of financial position, right-of-use assets have been included under non-current assets and lease liabilities have been included under current and non-current liabilities.

// RISKS

Current and prospective shareholders should specifically consider various factors, including the risks outlined below and under the heading "*Risk Factors*" in the Company's annual information form filed on SEDAR (www.sedar.com). Should one or more of these risks or uncertainties, including the risks listed below, or a risk that is not currently known to us materialize, or should assumptions underlying those forward-looking statements prove incorrect, actual results may vary materially from those described herein.

Volatility of Market Price

Securities markets have a high level of price and volume volatility, and the market price of securities of many companies has experienced substantial volatility in the past. This volatility may affect the ability of holders of Common Shares to sell their securities at an advantageous price. Market price fluctuations in the Common Shares may be due to the Company's operating results failing to meet expectations of securities analysts or investors in any period, downward revision in securities analysts' estimates, adverse changes in general market conditions or economic trends, acquisitions, dispositions or other material public announcements by the Company or its competitors, along with a variety of additional factors. These broad market fluctuations may adversely affect the market price of the Common Shares.

Financial markets historically at times experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of companies and that have often been unrelated to the operating performance, underlying asset values or prospects of such companies. Accordingly, the market price of the Common Shares may decline even if the Company's operating results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. There can be no assurance that continuing fluctuations in price and volume will not occur.

If such increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted and the trading price of the Common Shares may be materially adversely affected.

Positive Return in an Investment in the Common Shares of the Company is Not Guaranteed

There is no guarantee that an investment in the Company will earn any positive return in short term or long term. A purchase of the shares involves a high degree of risk and should be undertaken only by purchasers whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the Common Shares is appropriate only for purchasers who have the capacity to absorb a loss of some or all of their investment.

Dilution

The Company may issue additional securities in the future, which may dilute a shareholder's holdings in the Company. The Company's articles permit the issuance of an unlimited number of Common Shares, and Class A preferred shares. The Company's shareholders do not have pre-emptive rights in connection with any future issuances of securities by the Company. The directors of the Company have discretion to determine the price and the terms of further issuances. Moreover, additional Common Shares will be issued by the Company on the exercise of stock options under the Company's stock option plan and upon the exercise of outstanding warrants.

Negative Cash Flow from Operations

During the fiscal year ended December 31, 2017 and 2016, the Company had negative cash flows from operating activities. To the extent that the Company has negative cash flow in any future period, the net proceeds from future financings may be used to fund such negative cash flow from operating activities.

Development Costs and Timing

Aequus may be unable to initiate or complete development of its product candidates on Aequus' currently expected timeline, or at all. The timing for the completion of the studies for Aequus' product candidates will require funding beyond the Company's existing cash and cash equivalents. In addition, if regulatory authorities require additional time or studies to assess the safety or efficacy of a product candidate, Aequus may not have or be able to obtain adequate funding to complete the necessary steps for approval for Topiramate XR, Oxcarbazepine XR or its product candidates. Additional delays may result if the FDA or other regulatory authority recommends non-approval or restrictions on approval. Studies required to demonstrate the safety and efficacy of Aequus' product candidates are time consuming, expensive and together take several years or more to complete. In addition, approval policies, regulations or the type and amount of clinical data necessary to gain approval may change during the course of a product candidate's clinical development and may vary among jurisdictions. Aequus has not obtained regulatory approval for any product candidate and is possible that none of its existing product candidates or any product candidates it may seek to develop in the future will ever obtain regulatory approval. Delays in regulatory approvals or rejections of applications for regulatory approval in Canada, the United States, Europe, Japan or other markets may result from a number of factors, many of which are outside of Aequus' control.

The lengthy and unpredictable approval process, as well as the unpredictability of future clinical trial results, may result in Aequus' failure to obtain regulatory approval to market any of its product candidates, which would significantly harm Aequus' business, results of operations and prospects.

Commercial Platform Development

Aequus has been building a commercial platform since the Company's acquisition of TeOra in July 2015. The cost of establishing and maintaining that infrastructure may exceed the cost effectiveness of doing so. In order to market any products, Aequus must maintain, and may further expand, its sales, marketing, managerial and other non-technical

capabilities or make arrangements with third parties to perform these services. If Aequus does not have adequate sales, marketing and distribution capabilities, whether independently or with third parties, Aequus may not be able to generate sufficient product revenue and promotional service revenue to become profitable. Aequus competes with many companies that have extensive and well-funded sales and marketing operations. Without an internal commercial organization or the support of a third party to perform sales and marketing functions, Aequus may be unable to compete successfully against these more established companies. Furthermore, Aequus' relationships with its third-party suppliers are subject to various risks and uncertainties that are outside of its control, including agreements with third party suppliers not being renewed or being terminated in accordance with their terms and supply and reputational risks in the event that a third party supplier is in default under the provisions of such agreement.

The Company has been named as a respondent in an application for judicial review filed April 25, 2017, regarding the decision of the Minister of Health to designate ^{PR}Vistitan™ as being interchangeable with Lumigan RC on Alberta's drug benefit list. During the year ended December 31, 2017, the Company has been removed as a respondent and is no longer named in the application. The Company does not anticipate this claim to have a material impact over its financial statements or operations in any way.

Change in Laws, Regulations, and Guidelines Relating to Marijuana and Related Issues

The Company's operations are subject to a variety laws, regulations and guidelines including relating to the manufacture, management, transportation, storage, and disposal of medical marijuana as well as laws and regulations relating to health and safety, the conduct of operations and the protection of the environment. Approval policies, laws, regulations and guidelines may change during the course of a product candidate's clinical development and may vary among jurisdictions. Any delays in obtaining, or failure to obtain regulatory approvals, including at the pre-clinical, clinical or marketing stage, would significantly delay the development of markets and products and could have a material adverse effect on the business, results of operations and financial condition of the Company.

Dependence on Key Personnel

The Company strongly depends on the business and technical expertise of its management and it is unlikely that this dependence will decrease in the near term. Loss of the Company's key personnel could slow the Company's ability to innovate, although the effect on ongoing operations would be manageable as experienced key operations personnel could be put in place. As the Company's operations expand, additional general management resources will be required.

If the Company expands its operations, the ability of the Company to recruit, train, integrate and manage a large number of new employees is uncertain and failure to do so would have a negative impact on the Company's business plans.

Conflicts of Interest

The Company's directors and officers may serve as directors or officers, or may be associated with other reporting companies, or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions, or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding on terms with respect to the transaction. If a conflict of interest arises, the Company will follow the provisions of the *Business Corporations Act* (British Columbia) (the "BCBCA") in dealing with conflicts of interest. These provisions state that where a director has such a conflict, that director must, at a meeting of the Company's directors, disclose his or her interest and refrain from voting on the matter unless otherwise permitted by the BCBCA. In accordance with the laws of the Province of British Columbia, the directors and officers of the Company are required to act honestly, in good faith, and in the best interest of the Company.

Intellectual Property

Our success depends on our ability to protect our proprietary rights and operate without infringing the proprietary rights of others; we may incur significant expenses or be prevented from developing and/or commercializing products as a result of an intellectual property infringement claim.

Our success will depend in part on our ability and that of our corporate collaborators to obtain and enforce patents and maintain trade secrets, both in the United States and in other countries.

The patent positions of biotechnology and biopharmaceutical companies, including us, is highly uncertain and involves complex legal and technical questions for which legal principles are not firmly established. The degree of future protection for our proprietary rights, therefore, is highly uncertain. In this regard there can be no assurance that patents will issue from any of the pending patent applications. In addition, there may be issued patents and pending applications owned by others directed to technologies relevant to our or our corporate collaborators' research, development and commercialization efforts. There can be no assurance that our or our corporate collaborators' technology can be developed and commercialized without a license to such patents or that such patent applications will not be granted priority over patent applications filed by us or one of our corporate collaborators.

Our commercial success depends significantly on our ability to operate without infringing the patents and proprietary rights of third parties, and there can be no assurance that our and our corporate collaborators' technologies and products do not or will not infringe the patents or proprietary rights of others.

There can be no assurance that third parties will not independently develop similar or alternative technologies to ours, duplicate any of our technologies or the technologies of our corporate collaborators or our licensors, or design around the patented technologies developed by us, our corporate collaborators or our licensors. The occurrence of any of these events would have a material adverse effect on our business, financial condition and results of operations.

Litigation may also be necessary to enforce patents issued or licensed to us or our corporate collaborators or to determine the scope and validity of a third party's proprietary rights. We could incur substantial costs if litigation is required to defend ourselves in patent suits brought by third parties, if we participate in patent suits brought against or initiated by our corporate collaborators or if we initiate such suits, and there can be no assurance that funds or resources would be available in the event of any such litigation. An adverse outcome in litigation or an interference to determine priority or other proceeding in a court or patent office; could subject us to significant liabilities, require disputed rights to be licensed from other parties or require us or our corporate collaborators to cease using certain technology or products, any of which may have a material adverse effect on our business, financial condition and results of operations.

Reliance on Third Party Sales Data

For certain products, we rely on sales data provided by third parties in order to determine revenue recognition. If such third parties provide incorrect sales data, subsequently provide revised or corrected data or dispute previously provided data, then we may be required to recognize a prospective adjustment to revenue, whether positive or negative. As a result, our revenue may be subject to greater volatility than the underlying product sales and we are subject to the risk that such third parties have inadequate internal controls to provide accurate data, any of which may negatively impact our revenue in future periods. If we believe there is an error in any such data provided by a third party, we may dispute the data or related calculations, which may result in us incurring costs to resolve such dispute or may adversely impact our relationship with that third party.

Forward-looking statements and Other Risk Factors

By their very nature, forward-looking statements or information involve known and unknown risks, uncertainties and other factors that may cause our actual results, events or developments, or industry results, to be materially different from any future results, events or developments expressed or implied by such forward-looking statements or information. In evaluating these statements, current and prospective shareholders should specifically consider various factors, including the risks outlined herein and in the accompanying Shelf Prospectus and in documents incorporated by reference herein and therein, under the heading "Risk Factors" in the 2019 AIF. Some of these risks and assumptions include, without limitation, risks related to:

- fluctuations in the market price for the Company's securities;
- risks relating to the dilution of the Company's securities;
- uncertainties relating to the actual use of proceeds;
- Aequus not having obtained regulatory approval in any country for any of its internal product candidates;
- Aequus never having submitted, and the potential that it may never be able to submit, an investigational new drug application or NDA (as defined below) in the United States or New Drug Submissions in Canada;
- Aequus potentially being required to abandon development of a product if clinical trials are not successful;
- Aequus conducting clinical trials in sites outside the U.S. and the potential that the FDA (as defined below) may not accept such data;
- further clinical trials for Topiramate XR and Oxcarbazepine XR potentially being required, since Health Canada may require different data packages than the FDA;
- regulatory approval of Aequus' products being delayed or unobtainable if additional time or studies are required;
- regulatory approval or sales being affected if Aequus' product candidates cause adverse effects;
- the success of AQS1301 and AQS1303 partially depending on data not developed by Aequus, but which the FDA may rely on when reviewing Aequus' NDA;
- none of Aequus' development products being currently approved for commercial sale;
- Aequus having a limited history of generating revenue by promoting third party products;
- Aequus not expecting profitability in the next two years and the risk that the Company may never become profitable;
- Aequus having incurred operating losses since its inception and expecting to incur losses for the foreseeable future;
- Aequus being unable to complete the development or commercialization of its product candidates or obtain their regulatory approval if it fails to obtain the necessary capital to fund its operations;
- Aequus currently generating revenue from a single promotional services agreement;
- Aequus raising additional capital, which may restrict operations or cause dilution to Aequus' existing shareholders;
- Aequus' business to date and future viability being hard for investors to evaluate due to Aequus being a development stage company;
- Aequus having a history of negative operating cash flow, which may continue into the future;
- Aequus having a limited history of marketing drug products produced by third parties;
- Aequus' sales and marketing infrastructure potentially being unable to generate enough revenue to cover commercial expenses;
- the commercial success of AQS1301 and AQS1303 being substantially dependent on forming a third party partnership;
- the difficulty of profitably selling Aequus' product candidates if their coverage and reimbursement is limited;
- third party agreements to market and sell AQS1301 and AQS1303 outside of Canada potentially being unobtainable;
- Aequus' potential international business relationships adversely affecting its business;
- commercialization of AQS1301, and AQS1303 being impossible or their revenue being limited even if regulatory approval is obtained;

- the proportional increase of generic products in the antipsychotic market in the case of AQS1301, making the introduction of a branded reformulated product difficult and expensive;
- future legislative changes potentially increasing the difficulty and cost of obtaining marketing approval and commercialization for AQS1301 or AQS1303;
- third party coverage, reimbursement, cost containment initiatives, and treatment guidelines potentially constraining Aequus' future revenue;
- Aequus' reliance on third party manufacturing for their clinical and commercial supply;
- third parties conducting aspects of Aequus' clinical trials, which if not properly managed, may jeopardize marketing approval for Aequus' product candidates;
- Aequus' future collaboration arrangements potentially adversely affecting the development and commercialization of Aequus' product candidates;
- Aequus being subject to extensive regulatory review and potentially expensive ongoing obligations even if marketing approval for its product candidates is obtained;
- Aequus' product candidate being subject to labeling and other restrictions;
- Aequus being subject to penalties if it fails to comply with regulatory requirements or experiencing unanticipated problems with its product candidates;
- receiving marketing approval for AQS1301 or AQS1303 in other countries not being guaranteed, even if these product candidates receive marketing approval in the U.S.;
- adverse effects on Aequus' business if Aequus fails to obtain FDA approval for any proposed product candidates;
- Aequus' relationships with physicians, customers and payors being subject to various laws and regulations, which could expose Aequus to various adverse consequences that could diminish profits and future earnings;
- Aequus potentially not being able to protect its proprietary technology in the marketplace;
- Aequus' intellectual property portfolio being comprised of pending patent applications, which may turn out to be unsuccessful or limited in scope;
- Aequus potentially not being able to enforce its intellectual property rights throughout the world;
- recent patent reform legislation in the U.S. increasing the uncertainty and cost of prosecuting and defending patents;
- obtaining and maintaining patent protection being contingent on ongoing compliance with various requirements imposed by governmental patent agencies;
- Aequus potentially infringing, or facing claims it infringed on third party intellectual property rights;
- Aequus potentially being unable to adequately prevent disclosure of trade secrets and other proprietary information;
- potential lawsuits relating to infringement of intellectual property rights, which could be costly, time consuming, and adversely impact the price of Common Shares;
- potential intellectual property disputes distracting Aequus' personnel and causing diversion of substantial resources;
- Aequus' growth and profitability being contingent on successfully developing and commercializing its current pipeline of additional product candidates;
- Aequus being unable to license or acquire additional product candidates or technologies from third parties;
- legal changes around marijuana potentially impacting Aequus' business, operations, and financial condition;
- Aequus' recently acquired cannabinoid transdermal patch (AQS1304) potentially attracting negative publicity or consumer perception;
- the future success of AQS1304 being dependent in part on additional states in the U.S. legalizing medical marijuana;
- the fact that marijuana remains illegal under United States federal law;
- Aequus potentially having difficulty accessing the service of U.S. banks due to AQS1304;
- successful implementation of Aequus' business strategy being dependent on attracting and retaining highly qualified personnel;
- potential product liability lawsuits being brought against Aequus and any liabilities incurred potentially limiting

commercialization of AQS1301, AQS1303 or other product candidates;
- Aequus' business being affected by macroeconomic conditions;
- Aequus incurring significant costs and devoting substantial time to compliance initiatives;
- potential business interruptions delaying development of Aequus' product candidates and disrupting sales;
- Aequus' business and operations suffering in the event of system failures;
- Aequus' business potentially being significantly harmed by misconduct perpetrated by non-arm's length parties;
- the directors and officers of Aequus being subject to conflicts of interest;
- future sales or issuances of Aequus' securities causing the market price of Aequus' equity securities to decline;
- the Common Share price fluctuating significantly;
- Aequus potentially being subject to securities litigation, which is expensive and could divert management attention;
- Aequus' existing shareholders, officers, and directors being able to exert significant control over matters submitted to Aequus' shareholders for approval due to their substantial equity ownership;
- potential future sales of Common Shares by existing shareholders causing the Common Share price to decline;
- Aequus not being required to make representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting due to its status as a venture issuer;
- as Aequus never having paid, and not anticipating paying, dividends on its Common Shares;
- the price of Common Shares potentially declining due to equity research analysts publishing negatively about Aequus' business, or not publishing about Aequus' business at all; and
- anti-takeover provisions in Aequus constating documents potentially discouraging third parties from making takeover bids that could benefit Aequus' shareholders.

Many factors could cause our actual results, performance or achievements to be materially different from any future results, performance, or achievements that may be expressed or implied by such forward-looking statements. In making the forward-looking statements included in this MD&A, the Company has made various material assumptions, including, but not limited to: (i) obtaining positive results of clinical trials; (ii) obtaining regulatory approvals; (iii) general business and economic conditions; (iv) the Company's ability to successfully out-license or sell its current products and in-license and develop new products; (v) the assumption that our current good relationships with our manufacturer and other third parties will be maintained; (vi) the availability of financing on reasonable terms; (vii) the Company's ability to attract and retain skilled staff; (viii) market competition; (ix) the products and technology offered by the Company's competitors; (x) the Company's ability to protect patents and proprietary rights; and (xi) the Company's ability to integrate acquired or licensed products into the Company's existing pipeline and sales infrastructure.

Should one or more of these risks or uncertainties, or a risk that is not currently known to us materialize, or should assumptions underlying those forward-looking statements prove incorrect, actual results may vary materially from those described herein. These forward-looking statements are made as of the date of this MD&A and we do not intend, and do not assume any obligation, to update these forward-looking statements, except as required by applicable securities laws. Investors are cautioned that forward-looking statements are not guarantees of future performance and are inherently uncertain. Accordingly, investors are cautioned not to put undue reliance on forward-looking statements.

// ADDITIONAL INFORMATION

Additional information about the Company, including the Financial Statements and the Company's Annual Information Form, is available on SEDAR at www.sedar.com.