MEDX HEALTH CORP.

Consolidated Financial Statements

For the Years Ended December 31, 2016 and 2015

(Presented in Canadian dollars)

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying consolidated financial statements for MedX Health Corp. were prepared by management in accordance with International Financial Reporting Standards (IFRS). Management acknowledges responsibility for the preparation and presentation of the consolidated financial statements, including responsibility for significant accounting judgments and estimates and the choice of accounting principles and methods that are appropriate to the Company’s circumstances. In the opinion of management, the consolidated financial statements have been prepared within acceptable limits using accounting policies consistent with International Financial Reporting Standards appropriate in the circumstances.

Management has established processes, which are in place to provide them sufficient knowledge to support management representations that they have exercised reasonable diligence that (i) the consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the consolidated financial statements and (ii) the consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the consolidated financial statements.

The Board of Directors is responsible for reviewing and approving the consolidated financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the consolidated financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the consolidated financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company’s affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

(signed)	*(signed)*
Robert von der Porten President & Chief Executive Officer	Jim Cooke Chief Financial Officer

May 1, 2017
Mississauga, Ontario

BDO

Tel: 905 946 1066
Fax: 905 946 9524
www.bdo.ca

BDO Canada LLP
60 Columbia Way, Suite 300
Markham ON L3R 0C9 Canada

Independent Auditor's Report

To the Shareholders of
MedX Health Corp.

We have audited the accompanying consolidated financial statements of MedX Health Corp., which comprise the consolidated statement of financial position as at December 31, 2016 and the consolidated statements of comprehensive loss, shareholders' deficiency and cash flows for the year ended December 31, 2016, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of MedX Health Corp. as at December 31, 2016 and its financial performance and its cash flows for the year ended December 31, 2016 in accordance with International Financial Reporting Standards.

Other Matter

The consolidated financial statements of MedX Health Corp. for the year ended December 31, 2015 were audited by another auditor who expressed an unmodified opinion on those statements on April 29, 2016.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 to the consolidated financial statements which indicates the Company had a working capital deficiency of $1,755,027 and an accumulated deficit of $23,545,103 as at December 31, 2016. These conditions, along with other matters as set forth in Note 1, indicate the existence of a material uncertainty that casts significant doubt on the Company's ability to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

BDO Canada LLP

Chartered Professional Accountants, Licensed Public Accountants

Markham, Ontario
May 1, 2017

MEDX HEALTH CORP.

Consolidated Statements of Financial Position
Presented in Canadian dollars

As at December 31		2016		2015
ASSETS				
Current assets				
Cash	**$**	**207,553**	$	62,754
Accounts receivable (Note 3)		**40,473**		49,318
Inventory (Note 4)		**179,204**		78,514
Prepaid expenses and deposits		**24,649**		16,053
		451,879		206,639
Property and equipment (Note 5)		**47,143**		58,183
Intangible assets (Note 6)		**299,045**		389,227
	$	**798,067**	$	654,049
LIABILITIES				
Current liabilities				
Accounts payable and accrued liabilities (Note 7)	**$**	**1,817,332**	$	2,058,097
Deferred revenue		**31,547**		31,547
Demand loans (Note 8)		**179,000**		179,000
Current portion of long-term debt (Note 8)		**179,027**		-
		2,206,906		2,268,644
Long-term debt (Note 8)		**89,513**		777,010
Convertible debt (Note 8)		**327,000**		-
		2,623,419		3,045,654
SHAREHOLDERS' DEFICIENCY				
Share capital (Note 9)		**17,057,528**		15,934,101
Equity portion of convertible debt (Note 8)		**227,000**		-
Contributed surplus (Note 9)		**4,435,223**		3,884,104
Deficit		**(23,545,103)**		(22,209,810)
		(1,825,352)		(2,391,605)
	$	**798,067**	$	654,049

Going concern (Note 1), Commitments and contingencies (Note 15), Subsequent events (Note 17)
See accompanying notes to the consolidated financial statements

Approved on behalf of the Board of Directors

"Gary Van Nest" (signed)
Director

"Robert von der Porten" *(signed)*
Director

MEDX HEALTH CORP.

Consolidated Statements of Comprehensive Loss

Presented in Canadian dollars

Years ended December 31		2016		2015
Sales	**$**	**817,055**	$	1,171,421
Cost of sales		**379,226**		509,792
Gross profit		**437,829**		661,629
Expenses				
Selling, general and administrative		**1,390,957**		1,164,216
Share-based compensation (Note 9)		**171,206**		140,630
Interest expense		**66,817**		28,083
Loss (gain) on debt settlements (Note 8(c))		**54,000**		(226,282)
Foreign exchange (gain) loss		**(5,673)**		15,839
Amortization of property and equipment		**5,633**		12,392
Amortization of intangibles		**90,182**		26,000
		1,773,122		1,160,878
Net loss and comprehensive loss for the year	**$**	**(1,335,293)**	$	(499,249)
Loss per share, basic and fully diluted (Note 11)	**$**	**(0.02)**	$	(0.01)
Weighted average number of shares outstanding		**83,630,570**		70,708,380

See accompanying notes to the consolidated financial statements

MEDX HEALTH CORP.

Consolidated Statements of Changes in Shareholders' Deficiency
Presented in Canadian dollars

Years ended December 30, 2016 and 2015

	Common Shares	Warrants	Equity Portion of Convertible Debt	Contributed Surplus	Deficit	Total
Balance, December 31, 2014	$ 15,309,259	$ 1,130,025	$ -	$ 3,010,550	$ (21,710,561)	$ (2,260,727)
Net loss for the year					(499,249)	(499,249)
Expiration of warrants		(732,924)	-	732,924		-
Share-based compensation				140,630		140,630
Common shares issued on debt settlements (Note 9)	227,741					227,741
Balance, December 31, 2015	**$ 15,537,000**	**$ 397,101**	**$ -**	**$ 3,884,104**	**$ (22,209,810)**	**$ (2,391,605)**
Net loss for the year					**(1,335,293)**	**(1,335,293)**
Expiration of warrants		**(397,101)**		**397,101**		**-**
Issuance of Units	**783,183**	**621,157**				**1,404,340**
Exercise of warrants	**54,149**	**(8,649)**				**45,500**
Exercise of share options	**47,188**			**(17,188)**		**30,000**
Equity portion of convertible debt			**227,000**			**227,000**
Common shares issued for fees	**23,500**					**23,500**
Share-based compensation				**171,206**		**171,206**
Balance, December 31, 2016	**$ 16,445,020**	**$ 612,508**	**$ 227,000**	**$ 4,435,223**	**$ (23,545,103)**	**$ (1,825,352)**

See accompanying notes to the consolidated financial statements

MEDX HEALTH CORP.

Consolidated Statements of Cash Flows
Presented in Canadian dollars

Years ended December 31		2016		2015
Cash flows from operating activities				
Net loss for the year	**$**	**(1,335,293)**	$	(499,249)
Adjustments for non-cash items				
Amortization of property and equipment		**14,678**		18,223
Amortization of intangible assets		**90,182**		26,000
Foreign exchange (gain) loss		**(5,673)**		15,839
Loss on shares issued on settlement of fees		**13,500**		-
Loss (gain) on debt settlements		**54,000**		(226,282)
Share-based compensation		**171,206**		140,630
		(997,400)		(524,839)
Net change in non-cash operating working capital items:				
Accounts receivable		**8,845**		29,169
Inventory		**(100,690)**		58,596
Prepaid expenses and deposits		**(8,596)**		30,385
Deferred revenue		**-**		15,147
Accounts payable and accrued liabilities		**(233,562)**		(144,986)
		(334,003)		(11,689)
Net cash used in operating activities		**(1,331,403)**		(536,528)
Cash flows from investing activities				
Acquisition of intangible assets		**-**		(277,010)
Purchases of property and equipment		**(3,638)**		(4,696)
Net cash used in investing activities		**(3,638)**		(281,706)
Cash flows from financing activities				
Proceeds from issuance of Units		**1,404,340**		-
Issuance of long-term debt		**-**		777,010
Proceeds from issuance of demand loans		**-**		100,000
Proceeds from exercises of share options and warrants		**75,500**		-
Net cash from financing activities		**1,479,840**		877,010
Net change in cash for the year		**144,799**		58,776
Cash, beginning of year		**62,754**		3,978
Cash, end of year	**$**	**207,553**	$	62,754

See accompanying notes to consolidated financial statements

1. NATURE OF OPERATIONS AND GOING CONCERN

MedX Health Corp. ("MedX" or "the Company") is incorporated under the laws of Ontario. The Company develops, manufactures and markets skin related screening tools and phototherapy devices for pain relief and tissue repair throughout North America, Europe and Asia.

The Company's shares are listed on the TSX Venture Exchange under the symbol MDX. Its head office, principal address, and registered office is located at 1495 Bonhill Road, Unit #1, Mississauga, ON, L5T 1M2.

The consolidated financial statements have been prepared by management in accordance with International Financial Reporting Standards on a going concern basis, which contemplates the realization of assets and the discharge of liabilities in the normal course of business for the foreseeable future. As at December 31, 2016, the Company had a working capital deficiency of $1,755,027 (2015 - $2,062,005), had an accumulated deficit of $23,545,103 (2015 - $22,209,810), and shareholders' deficiency of $1,825,352 (2015 - $2,391,605). These conditions indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern.

The Company's ability to continue as a going concern is dependent upon achieving a profitable level of operations and obtaining additional financing, neither of which is assured. The Company has been able to raise capital to continue to market its products, and continues to develop sales opportunities that could result in additional sales of its products in the future. These consolidated financial statements do not give effect to any adjustments which might be necessary should the Company be unable to continue as a going concern and be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying consolidated financial statements. These adjustments could be material.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

These consolidated financial statements of the Company and its subsidiaries have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), effective for the reporting period ended December 31, 2016.

The policies applied in these consolidated financial statements are based on IFRS issued and outstanding as of December 31, 2016. The Board of Directors approved these consolidated financial statements on May 1, 2017.

Basis of Presentation

These consolidated financial statements have been prepared on a historical cost basis. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting.

Recent Accounting Pronouncements

At the date of authorization of these consolidated financial statements, the IASB and International Financial Reporting Interpretations Committee ("IFRIC") have issued the following new and revised Standards and Interpretations that will become effective in future years.

IFRS 9 - Financial Instruments
IFRS 9, Financial Instruments was issued in final form by the IASB in July 2014 and will replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets.

Most requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method be used, replacing the multiple impairment methods in IAS 39. IFRS 9 also includes requirements relating to a new hedge accounting model, which represents a substantial overhaul of hedge accounting which will allow entities to better reflect their risk management activities in the financial statements.

The most significant improvements apply to those that hedge non-financial risk, and so these improvements are expected to be of particular interest to non-financial institutions. In addition, a single, forward-looking expected loss impairment model is introduced, which will require more timely recognition of expected credit losses. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier application is permitted. Management is currently assessing the impact of this standard on the consolidated financial statements.

IFRS 15 - Revenue from Contracts with Customers

IFRS 15, Revenue from Contracts with Customers was issued by the IASB in May 2014. The core principle of the new standard is for companies to recognize revenue to depict the transfer of goods or services to customers in amounts that reflect the consideration to which the company expects to be entitled in exchange for those goods or services. The new standard will also result in enhanced disclosures about revenue, provide guidance for transactions that were not previously addressed comprehensively (for example, service revenue and contract modifications) and improve guidance for multiple-element arrangements. The new standard is effective for annual periods beginning on or after January 1, 2018. Earlier application is permitted. IFRS 15 supersedes the following standards: IAS 11 Construction Contracts, IAS 18 Revenue, IFRIC 13 Customer Loyalty Programmes, IFRIC 15 Agreements for the Construction of Real Estate, IFRIC 18 Transfers of Assets from Customers, and SIC-31 Revenue - Barter Transactions Involving Advertising Services. Management is currently assessing the impact of this standard on the consolidated financial statements.

IFRS 16- Leases

In January 2016, the IASB issued the final publication of the IFRS 16 Standard, which will supercede the current IAS 17, Leases Standard. IFRS 16 introduces a single accounting model for lessees and for all leases with a term of more than 12 months. A lessee will be required to recognize a right-of-use asset, which represents its right to use that underlying asset and a lease liability, which represents the obligation to make a lease payment. The standard is effective for annual periods beginning on or after January 1, 2019 with early adoption permitted if IFRS 15 has also been applied. Management does not expect the adoption of this standard to have a material impact on the finical statements.

Consolidation

These consolidated financial statements include the accounts of MedX Health Corp. and its wholly-owned inactive subsidiaries, MedX Electronics Inc., and LaserPath Therapeutics Inc. All inter-company transactions and balances between the entities have been eliminated.

Income taxes

Income tax expense represents the sum of current income taxes and deferred income taxes. Current and deferred taxes are recognized in profit and loss, except to the extent that it relates to items recognized in other comprehensive loss or directly in equity. Under these circumstances, the taxes are recognized in other comprehensive loss or directly in equity.

Current income taxes -

Current income tax assets and liabilities for the current and prior years are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute current income tax assets and liabilities are measured at tax rates which have been enacted or substantively enacted at the reporting date. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to set off the amounts, and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred income taxes -

Deferred income taxes are provided using the asset and liability method applied to temporary differences at the date of the statement of financial position between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognized for all taxable temporary differences, except:

- Where the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognized for all deductible temporary differences, and carry forward of unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax losses can be utilized except:

- Where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred income tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred income tax assets is reviewed at each date of the statement of financial position and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Unrecognized deferred income tax assets are reassessed at each date of the statement of financial position and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the date of the statement of financial position.

Deferred income tax assets and deferred income tax liabilities are offset if, a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend to either settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be settled or recovered.

Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Share-based payment transactions

Employees, directors and service providers of the Company may receive a portion of their compensation in the form of share-based payment transactions, whereby services are rendered as consideration for equity instruments ("equity-settled transactions").

In situations where equity instruments are issued to non-employees and the fair value of goods or services received by the entity as consideration cannot be estimated reliably, they are measured at fair value of the equity instruments granted.

Equity settled transactions

The costs of equity settled transactions are measured by reference to the fair value of the equity instrument at the date on which they are granted.

The costs of equity settled transactions are recognized, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant party becomes fully entitled to the award ("the vesting date"). The cumulative expense is recognized for equity settled transactions at each reporting date until the vesting date, and reflects the Company's best estimate of the number of equity instruments that will ultimately vest. The profit or loss charge or credit for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and the corresponding amount is represented in contributed surplus.

No expense is recognized for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether or not the market condition is satisfied provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity settled award are modified, the minimum expense recognized is the expense as if the terms had not been modified. An additional expense is recognized for any modification which increases the total fair value of the share based payment arrangement, or is otherwise beneficial to the employee as measured at the date of modification.

The dilutive effect of outstanding options and warrants is reflected as additional dilution in the computation of earnings per share.

Net loss and comprehensive loss per share

Loss per share and comprehensive loss per share are based on the weighted average number of common shares outstanding for the period. In a period when the Company reports a loss and comprehensive loss, the effect of potential issuances of shares under options and warrants outstanding would be anti-dilutive and, therefore basic and diluted loss and comprehensive loss per share are the same.

Provisions

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

A provision for onerous contracts is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract.

Common shares (share capital) and subscriber warrants

Common shares are classified as share capital. Incremental costs directly attributable to the issue of common shares are recognized as a deduction from equity, net of any tax effects. Subscriber warrants are classified as a warrant reserve within share capital. Where common shares and subscriber warrants are offered together as a "unit", the Company allocates the consideration received per unit, net of any issuance costs, to the common shares and warrants based on their relative fair values. The fair value of warrants is measured using a Black-Scholes option pricing model.

Significant Accounting Judgments and Estimates

The preparation of the consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and reported amount of revenues and expenses during the reporting period. By their nature, these estimates are subject to measurement uncertainty and are reviewed periodically and adjustments, if necessary, are made in the period in which they are identified. Actual results could differ from those estimates.

Significant estimates in connection with these consolidated financial statements include the valuation and determination of the useful lives of assets, valuation of share-based compensation, warrants, debt settlements through issuance of shares, the valuation of convertible loans, the equity component of convertible loans, deferred income taxes, deferred revenue, receivables and inventory valuation, and the valuation of intangibles of the Company.

Significant judgments in connection with these consolidated financial statements include going concern and revenue recognition.

Financial instruments

Financial assets

All financial assets are initially recorded at fair value and designated upon inception into one of the following four categories: held-to-maturity, available-for-sale, loans-and-receivables or at fair value through profit or loss ("FVTPL"). Financial assets classified as FVTPL are measured at fair value with unrealized gains and losses recognized through operations.

Financial assets classified as loans-and-receivables and held-to-maturity are measured at amortized cost. Financial assets classified as available-for-sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income (loss) except for losses in value that are considered other than temporary.

Transactions costs associated with FVTPL financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other financial liabilities.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized cost using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period.

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Derivatives, including separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Fair value changes on financial liabilities classified as FVTPL are recognized through the statement of comprehensive loss.

The Company has elected to apply the following classifications to each of its significant categories of financial instruments:

Asset/Liability	Category	Measurement
Cash	Fair value through profit or loss	Fair value
Accounts receivable	Loans and receivables	Amortized cost
Accounts payable and accrued liabilities	Other financial liabilities	Amortized cost
Demand loans	Other financial liabilities	Amortized cost
Term loans	Other financial liabilities	Amortized cost
Convertible Loans	Other financial liabilities	Amortized cost

Foreign currency

a. Functional and presentation currency

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

b. Foreign currency transactions

Foreign currency monetary assets and liabilities are translated into the entity's functional currency using the closing rate at the end of each reporting period. Non-monetary assets and liabilities are translated at the rates on the date the fair value was determined or at historical cost using the rate at the date of the transaction. Translation gains and losses are included in the consolidated statement of comprehensive loss.

Revenue recognition

The Company recognizes revenue when it is realized or earned. The Company considers revenue realized or earned on the sale of goods and performance of a service when persuasive evidence of an arrangement exists, title and risk of product ownership is transferred to the customer, typically when the product is shipped or when the service is performed, collection of the revenue is reasonably assured and the price is reasonably determinable.

The term 'bill and hold' sale is used to describe a transaction where the customer purchases, accepts billings for and takes title to inventory, and delivery is delayed at the customer's request. Revenue is recognized when the customer takes title, provided it is probable that delivery will be made, the item is on hand, identified and ready for delivery to the customer at the time the sale is recognized, the customer specifically acknowledges the deferred delivery instructions, and the usual payment terms apply.

Provisions are established for estimated warranty costs on applicable product sales at the time revenue is recognized. Cash received in advance of meeting these revenue recognition criteria is recorded as deferred revenue.

Revenue from licensing the Company's technology is recognized over the period covered by the license or contract. Amounts received and not yet recognized are included in deferred revenue.

Cash and cash equivalents

Cash and cash equivalents includes cash on hand and short-term, highly liquid investments with maturities when acquired of less than three months, held for purposes of meeting short-term cash requirements.

Inventories

Raw materials, work-in-process and finished goods inventories are stated at the lower of cost and net realizable value, with cost determined on a weighted average basis. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale. Finished goods and work-in-process inventory costs include raw materials, direct labour and allocation of overheads. A provision for shrinkage and obsolescence is calculated based on historical experience. Management reviews the entire provision to assess whether, based on economic conditions, it is adequate.

Property and equipment

Property and equipment are recorded at cost net of accumulated depreciation and write-downs for impairment, if any. Depreciation is calculated using the declining balance method over their estimated useful lives at the following annual rates:

Furniture	-	20%
Computers	-	30%
Manufacturing equipment	-	20% - 30%

Intangible assets

Patents and other intangibles are recorded at cost, net of accumulated amortization and write-downs for impairment. On the basis they have a finite useful life, they are amortized on a straight line basis over their estimated useful life which management estimates at 7 years.

Impairment of non-financial assets

At each reporting date, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is an indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the assets belong.

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the consolidated statement of comprehensive loss, unless the relevant asset is carried at a re-valued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years.

Presented in Canadian dollars

3. ACCOUNTS RECEIVABLE

The amount of accounts receivable is net of an allowance for doubtful accounts, which was $2,115 at December 31, 2016 (2015 - $nil).

4. INVENTORY

		2016		2015
Raw materials	**$**	**62,863**	$	36,865
Work-in-process		**65,758**		23,165
Finished goods		**50,583**		18,484
	$	**179,204**	$	78,514

For the year ended December 31, 2016, $379,226 (2015 - $509,792) of inventory was included in Cost of sales in the consolidated statements of loss.

5. PROPERTY AND EQUIPMENT

		Furniture and Office Equipment		**Manufacturing Equipment**		**Total**
Cost						
Balance, January 1, 2015	$	111,160	$	52,563	$	163,723
Additions		3,701		995		4,696
Balance, December 31, 2015	$	114,861	$	53,558	$	168,419
Additions		**2,084**		**1,554**		**3,638**
Balance, December 31, 2016	**$**	**116,945**	**$**	**55,112**	**$**	**172,057**
Accumulated Amortization						
Balance, January 1, 2015	$	85,210	$	6,803	$	92,013
Amortization		6,324		11,899		18,223
Balance, December 31, 2015	$	91,534	$	18,702	$	110,236
Amortization		**5,633**		**9,045**		**14,678**
Balance, December 31, 2016	**$**	**97,167**	**$**	**27,747**	**$**	**124,914**
Carrying Value						
Balance, December 31, 2015	$	23,327	$	34,856	$	58,183
Balance, December 31, 2016	**$**	**19,778**	**$**	**27,365**	**$**	**47,143**

Presented in Canadian dollars

6. INTANGIBLE ASSETS

The Company purchased the worldwide assets (including intellectual property), related to SIAscopy™ in 2011. The technology is used to help gather information about suspicious moles and lesions, and the consideration included cash and an ongoing royalty obligation, based on future sales. On December 23, 2015, the Company paid $277,010 to the original seller to release the Company from all future obligations with respect to royalties from sales of the products utilizing the technology, and from any other obligations or warranties provided for in the agreement. The amount paid has been included in intangibles and is being amortized over the same period as the SIAscopy intangible asset.

Cost		
Balance, January 1, 2015	$	241,699
Addition		277,010
Balance, December 31, 2015 and 2016	**$**	**518,709**
Accumulated Amortization		
Balance, January 1, 2015	$	103,482
Amortization		26,000
Balance, December 31, 2015		129,482
Amortization		**90,182**
Balance, December 31, 2016	**$**	**219,664**
Carrying Value		
Balance, December 31, 2015	$	389,227
Balance, December 31, 2016	**$**	**299,045**

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities are principally comprised of amounts outstanding for trade purchases relating to inventory and administrative expenses, accrued salaries and Board fees, unpaid payroll and sales taxes, and interest.

		2016		2015
Accounts payable	**$**	**174,128**	$	274,474
Amounts owing to staff, officers and board of directors		**980,505**		1,058,825
Taxes, including unpaid payroll withholdings and related interest, accrued sales and other taxes		**416,543**		402,441
Other accrued liabilities		**246,156**		322,357
	$	**1,817,332**	$	2,058,097

8. DEMAND LOANS AND LONG-TERM DEBT

a) Demand loans

Demand loans all of which are unsecured include the following:

- A $100,000 demand loan issued in 2015 to a corporation controlled by a director, with no fixed terms for repayment, and without interest.
- A $50,000 demand loan issued in 2014 to a corporation controlled by a director, which is non-interest bearing.
- A demand loan of $29,000 with a party related to a director of the Company, with interest of prime plus 6% per annum. As at December 31, 2016, $29,431 of interest was accrued.

b) Long-term debt

Long-term debt consists of a $268,540 (US$200,000) term loan (2015 - $277,010) entered into during 2015 with a company related to a customer, with interest at 8.0% per annum, paid quarterly, and no principal payments until the due date on June 26, 2018. The Company has the option to repay the loan at any time without penalty. The lender has the option of requiring the principal portion to be repaid in monthly installments to maturity, if certain financial targets are not being met. These targets were not met during the current year and, as a result, $179,027 may be due in 2017 and has been classified as current on the balance sheet. The debt is secured by a general security agreement covering all of the Company's assets, on a pari passu basis with the Convertible Debt.

c) Convertible debt

The Company entered into a $500,000 term loan in 2015 with a party that is related to a director of the Company, which had a term of three years, bearing interest at 8% per annum, paid quarterly, with an option for the lender to require the Company to repay the loan in monthly installments if certain financial conditions were not met. The terms of the loan were amended on December 28, 2016. Under the amended terms, the loan bears interest at 8% per annum, paid quarterly, with no principal payments until the due date on December 31, 2019. The loan is convertible, in whole or part, at any time into common shares of the Company at $0.20 per share. The debt is secured by a general security agreement covering all of the Company's assets, on a pari passu basis with the Long-term debt.

The amendment of the terms of the loan is considered an exchange of the original debt for a new convertible loan, and as such, a value of the debt and equity components of the new loan are determined as the amount required to extinguish the original term loan, and the difference resulting in a loss on the exchange of the debt. The value of the debt component was determined to be $327,000, based on a discounted cash flow of the cash interest and principal obligations of the loan. The value of the equity component, $227,000, was based on a Black-Scholes valuation of the shares into which the loan may be converted, assuming a share price volatility of 75% based on historical volatility, a risk free rate of 1.15%, and with no expected dividend yield over the life of the loan. As a result, a loss of $54,000 has been recorded on the exchange of the term loan for the convertible loan.

Presented in Canadian dollars

9. SHARE CAPITAL

Common Shares

Authorized - Unlimited number of common shares

Issued and outstanding

	Number of shares	Stated Capital
Outstanding at January 1, 2015	70,637,072	$ 15,309,259
Issued in exchange for debt (a)	3,253,437	227,741
Outstanding at December 31, 2015	73,890,509	15,537,000
Issued for cash (b)	23,075,652	783,183
Issued on exercise of share options (c)	300,000	30,000
Reclass from contributed surplus on option exercise (c)		17,188
Issued on exercise of warrants (d)	325,000	45,500
Reclass from warrants on warrant excerise (d)		8,649
Issued on settlement of fees	100,000	23,500
Outstanding at December 31, 2016	97,691,161	$ 16,445,020

a) Shares issued in exchange for debt

On December 23, 2015, the Company issued 3,253,437 common shares to settle $454,023 of amounts owing by the Company. The market value of the Company's shares as of the date of issue was $0.07, resulting in an addition to share capital of $227,741, and a gain on the settlements of $226,282. Of the debt settled, 2,550,000 shares issued to non-arms length parties to settle $328,956 of amounts owing, resulting in a gain of $150,456, and 703,437 shares were issued to other parties to settle $125,067 of amount owing, resulting in a gain of $75,826.

b) Shares issued for cash

During 2016, the Company completed a non-brokered private placement in four tranches, raising gross proceeds of $1,499,918 ($1,409,778 net of expenses). In total, the Company sold 23,075,652 units (the "Units"), for $0.065 per Unit, with each Unit consisting of one common share and one common share warrant of the Company. Each warrant entitles the holder to purchase one common share of the Company for $0.14 per share for three years from the closing date.

In accounting for the transactions, at the time of each closing, the Company allocated the proceeds between the shares and the warrants issued, based on the relative value of the components. The value of the shares was based on the closing trading value of the Company's shares on each closing date. The value for the warrants was estimated using the Black-Scholes pricing model at each date using the following assumptions:

- No expected dividends over the life of the warrants;
- A 1.15% risk-free interest rate;
- Based on historic volatility, 149%, 146%, 148% and 150% share price volatility for each closing, respectively.

Cash related issue costs were allocated in the same manner as the proceeds, reducing the amounts recorded as share capital and warrants. For transactions involving Finder's warrants, the value of the warrants was determined in the same manner as the common share warrants, and were treated similar to cash issue costs as a reduction of the amounts recorded as share capital and warrants.

Presented in Canadian dollars

Amounts raised from the private placement are summarized below:

Tranche	Date	# of Units	Gross Procceds	Issue Costs	Finder's Warrants	Allocation to Shares	Allocation to Warrants
1	June 6	8,621,540	$ 560,400	$ 31,694	$ -	$ 299,271	$ 229,435
2	August 2	2,542,692	$ 165,275	$ 21,568	$ 5,871	$ 79,417	$ 64,290
3	September 2	6,761,422	$ 439,493	$ 16,600	$ 3,539	$ 237,958	$ 184,935
4	September 15	5,149,998	$ 334,750	$ 25,716	$ -	$ 166,537	$ 144,890
		23,075,652	$ 1,499,918	$ 95,578	$ 9,410	$ 783,183	$ 623,550

The share price on the closing date of each of the tranches was $0.095, $0.08, $0.095 and $0.235, respectively. The warrant value for each tranche was determined to be $0.073, $0.059, $0.072 and $0.201, respectively.

Tranche 2 costs included 99,762 Finder's warrants with each warrant entitling the holder to purchase one common share of the Company at $0.14 during the period expiring August 2, 2019. The finder's warrants were valued at $0.059 for a total of $5,871, with $3,383 allocated as a reduction in share capital and a $2,488 reduction of the warrants.

Tranche 3 costs included 48,870 Finder's warrants, with each warrant entitling the holder to purchase one common share of the Company at $0.14 during the period expiring September 2, 2019. The finder's warrants were valued at $0.072, and the $3,539, allocated as a $2,008 reduction in share capital and a $1.531 reduction of the warrants.

c) Shares issued on exercise of share options

The Company issued 300,000 common shares in 2016 as a result of the exercise of share options. The options were exercised at $0.10 per share, resulting in proceeds of $30,000. In addition, the original stock-based compensation expense recorded related to these options of $17,188 was reclassed from contributed surplus to common shares.

d) Shares issued on exercise of warrants

The Company issued 325,000 common shares during 2016 as a result of the exercise of warrants. The warrants had an exercise price of $0.14, resulting in proceeds of $45,500. In addition, the warrant value allocated to the warrants in (b) above of $8,649 was reclassed between warrants and common shares.

e) Shares issued on settlement of fees

The Company agreed in 2015 to issue 100,000 common shares as payment for a $10,000 fee owing to a lender, which shares were issued in November 2016. The difference between the value of shares when they were issued and the amount owing was expensed during the current year.

f) Warrants

The Company has issued warrants in connection with debt and share offerings and debt settlements. The value of warrants have been estimated in each case using the Black-Scholes pricing model as of the date of the transaction.

Presented in Canadian dollars

	Number of Warrants	Weighted-Average Exercise Price $
Outstanding at January 1, 2015	17,587,112	0.20
Expired	(7,837,112)	0.30
Outstanding at December 31, 2015	9,750,000	0.19
Warrants issued	**23,224,284**	**0.14**
Warrants exercised	**(325,000)**	**0.14**
Expired	**(9,750,000)**	**0.20**
Outstanding at December 31, 2016	**22,899,284**	**0.14**

In connection with the non-brokered private placements completed in 2016, 23,224,284 warrants were granted to subscribers of Units and included 148,632 Finder's warrants (Note 9 b).

The warrants outstanding and their expiry dates as of December 31, 2016:

		Exercise Price	Warrants	$
Private Placement	– June 6, 2019	$0.14	**8,296,540**	**220,786**
Private Placement	– August 2, 2019	$0.14	**2,642,454**	**64,290**
Private Placement	– September 2, 2019	$0.14	**6,810,292**	**184,935**
Private Placement	– September 15, 2019	$0.14	**5,149,998**	**144,890**
			22,899,284	**614,901**

g) Stock options

On August 25, 2016, at the Annual and Special Meeting of Shareholders, shareholders approved an amendment to the Company's 2014 Incentive Stock Option Plan to increase the number of options available under the plan from 12,000,000 to 16,400,000.

Under the terms of the plan, directors, officers, employees and consultants, subject to certain conditions, may be granted options to purchase common shares of the Company. As at December 31, 2016 there were 11,575,000 options that have been granted and are outstanding, with 4,825,000 options available to be granted under the plan. Options generally expire after five years, with vesting provisions stated in the plan.

Presented in Canadian dollars

Activity in the Company's stock option plan for the years ended December 31, 2016 and 2015 are summarized as follows:

	Year ended December 31, 2016		Year ended December 31, 2015	
	Number of Options	**Weighted-Average Exercise Price $**	Number of Options	Weighted-Average Exercise Price $
Outstanding, beginning of year	**10,125,000**	**0.10**	10,025,000	0.10
Expired	**(100,000)**	**0.10**	-	
Exercised	**(300,000)**	**0.10**	-	
Granted	**1,850,000**	**0.13**	100,000	0.12
Outstanding, end of year	**11,575,000**	**0.10**	10,125,000	0.10

At December 31, 2016, 11,525,000 of the outstanding options may be exercised. The outstanding options have a weighted average exercise price of $0.10, and an average remaining life of 2.8 years.

On August 25, 2016, 1,750,000 options were granted to consultants of the Company. The options are fully vested. Of the options, 875,000 are exercisable at $0.10 and 875,000 are exercisable at $0.14 for a period of five years from the date of grant. The options were valued at $143,137, which was included in expenses and contributed surplus.

On November 25, 2016, 100,000 options were granted to an employee of the Company. Half the options vest immediately with the remaining vesting in 2017. The options are exercisable at $0.24 for a period of five years from the date of grant. The options were valued at $22,600. The value was determined using the Black-Scholes option pricing model based on a risk-free interest rate of 1.38%, volatility of 167% based on historical stock price volatility, expected life of five years, and no expected dividend yield. In the current year, $12,500 was included in expenses and contributed surplus.

On December 30, 2015, 100,000 options were granted to an insider. The options, which are fully vested, are exercisable at $0.12 for a period of two years from the date of grant. The options were valued at $5,187, which was included in expenses and contributed surplus, determined using the Black-Scholes option pricing model based on a risk-free interest rate of 0.94%, volatility of 148% based on historical stock price volatility, expected life of two years, and expected dividend yield of 0%.

During the year ended December 31, 2016, 300,000 share options were exercised.

Presented in Canadian dollars

10. INCOME TAXES

a) Income taxes

	2016	2015
Non-capital losses	1,271,659	1,266,520
Capital loss	314,441	314,441
Deferred compensation	268,722	-
Share issuance costs	29,605	-
PPE and CEC	28,595	11,883
	1,913,022	1,592,844
Deferred tax assets not recognized	(1,913,022)	(1,592,844)
Net expected deferred income tax recovery	-	-

b) Deferred tax assets and liabilities

The tax effects of temporary differences that give rise to the deferred income tax assets at December 31, 2016 and 2015 are as follows:

	2016	2015
Non-capital losses	1,271,659	1,266,520
Capital loss	314,441	314,441
Deferred compensation	268,722	-
Share issuance costs	39,605	-
PPE and CEC	28,595	11,883
	1,923,022	1,592,844
Deferred tax assets not recognized	(1,923,022)	(1,592,844)
Net expected deferred income tax recovery	-	-

As of December 31, 2016, the Company had non-capital losses, carried forward of approximately $4,798,712 (2015 – $4,779,320) available to reduce future years' taxable income. These losses will expire as follows:

Expiry	
2026	$ 553,339
2027	101,131
2028	320,518
2029	1,418,650
2030	481,214
2031	324,117
2032	392,684
2033	638,392
2,034	224,198
2035	325,077
2036	19,392
	$ 4,798,712

11. LOSS PER COMMON SHARE

The calculation of basic and diluted loss per share for the year ended December 31, 2016 was based on the loss attributable to common shareholders of $1,335,293 (2015 - $499,249) and the weighted average number of common shares outstanding of 83,630,570 (2015 - 70,708,380**).** Diluted loss per share for year ended December 31, 2016 and 2015 did not include the effect of stock options or warrants, as they were anti-dilutive.

12. GEOGRAPHICAL AND CUSTOMER INFORMATION

The Company's products are sold on a worldwide basis. Sales for the year ended December 31, 2016 were made to customers in the following geographic regions: Canada 34%; United States 28%, Europe 28%, Rest of World 10% (Year ended December 31, 2015: Canada 26%; United States 21%, Europe 42%, Rest of World 11%).

Approximately 16% of the Company's revenue for the year ended December 31, 2016 was from one customer and 86% of accounts receivable is from four customers (Year ended December 31, 2015 - one customers represented 37% of revenue and 55% of accounts receivable was from three customers).

13. FINANCIAL INSTRUMENTS

The Company has classified its consolidated financial instruments in accordance with IFRS into various categories as described in its accounting policies. A disclosure of exposures to risk with respect to financial instruments and the potential impact is described below.

Fair Value

The carrying value of accounts receivable, accounts payable and accrued liabilities, and demand and term loans approximates fair value due to the relatively short-term maturity of these financial instruments. Given the respective designations cash is the only financial instrument carried at fair values and has been categorized as level 1 on the fair value hierarchy.

The main risks the Company's financial instruments are exposed to are credit risk, interest rate risk, foreign currency risk and liquidity risk, each of which is discussed below.

Credit Risk -

Credit risk is low with respect to its trade and other receivables. Individual sales are relatively small, are normally to established customers, and often include a deposit for a large portion of the sale or payment in full prior to delivery.

The Company maintains cash balances with Canadian commercial banks. As such, the Company believes its credit risk is minimal on cash balances.

Interest Rate Risk -

The Company has a low exposure to risk with respect to interest rate fluctuations, as a large proportion of its debt is at a fixed rate of interest. A 1% change in interest rates would have a negligible impact on income. The Company may increase debt levels depending on the nature of the financing in the future. If cash balances are higher than required for immediate requirements, the Company invests with a low risk strategy in secure short-term deposits through major banks to earn interest income.

Foreign Currency Risk -

The Company has low exposure to foreign exchange fluctuations with respect to cash, given the low cash balances. There is an impact on net loss from the translation of the accounts receivable and accounts payable balances, and debt denominated in US Dollars as of the end of the period. The company sells its products internationally, and incurs costs from international suppliers. As of December 31, 2016, a portion of the Company's accounts receivable, accounts payable and long-term debt were denominated in US Dollars, Euros and British Pounds. A 5% change in the exchange rate of those currencies relative to the Canadian Dollar would impact the net loss by approximately $23,400.

The objective in managing foreign exchange risk is to monitor expenditure requirements in the short and medium term by currency, and convert available cash to the appropriate currency to match the requirements. The Company has not entered into any foreign exchange hedging contracts in 2015 or 2016.

Liquidity risk -

Liquidity risk results from an excess of financial liabilities over available financial assets at any point in time. The Company's objective in managing risk is to ensure that it raises the amount of cash required to fund operating losses and to maintain cash to meet its other obligations. In this regard, the Company has had difficulty raising the level of cash required to meet its financial obligations as they have come due, and has entered into a number of transactions to settle debts through the issuance of shares. Cash has been raised in 2016 and in prior years, and the Company will be required to raise additional cash to fund its ongoing operating requirements. A portion of the cash raised was in the form of debt, due on a demand basis. The Company is in a position where its liabilities are greater than its assets.

Refer to Note 8 for additional discussions regarding the contractual maturities of financial liabilities in excess of one year.

14. CAPITAL MANAGEMENT

The Company defines its managed capital as the total of demand loans, long-term debt, convertible debt and shareholders' deficiency including share capital, warrants, equity portion of convertible debt, contributed surplus and deficit. As at December 31, 2016, total managed capital was ($1,050,812) (2015 - ($1,435,595)).

The Company's objectives when managing capital are:

i. To maintain balance sheet strength, ensuring the Company's strategic objectives are met, while retaining an appropriate amount of leverage; and
ii. To provide an appropriate return to shareholders relative to the risk of the Company's underlying assets.

The Company manages its capital structure within guidelines approved by the Board of Directors. The Company makes adjustments to its capital structure based on changes in economic conditions and Company's planned requirements. The Company has the ability to adjust its capital structure by issuing new equity or debt, selling assets to reduce debt, controlling the amount it distributes to shareholders, and making adjustments to its capital expenditure program.

There were no changes in the Company's approach to capital management during 2016 or 2015. The Company is not subject to externally imposed capital restrictions.

15. COMMITMENTS AND CONTINGENCIES

The Company leases space for its office and manufacturing facility, entering into a five year lease in 2015, with annual minimum lease obligations of $38,400 in 2017, $38,688 in 2018, $38,828 in 2019 and $26,072 in 2020.

A claim has been made against the Company, based on a notification received in November 2010 from a former employee, disputing amounts due relating to his position as Chief Technology Officer, claiming approximately $418,000 in damages. The Company has filed a counterclaim for breach of contract.

Although the outcome of the claim cannot be determined with certainty, management estimates that any potential payments resulting from its outcome is not likely to have a substantial negative impact on the Company's results and financial position.

16. RELATED PARTY TRANSACTIONS

During the year ended December 31, 2016 the Company incurred costs for management and Board compensation, of $469,750 (2015 - $513,650, before the items noted below) under the terms of their compensation arrangements. In addition, $13,187 of the expense recorded in 2016 (2015 - $114,729) for share-based compensation relates to management.

During 2015, members of the Board of Directors agreed to a reduction of $134,000 of certain amounts owing to them, and the settlement for the remaining $51,200 of such remaining amounts by the issuance of 512,500 shares of the Company. In Addition, settlements of a total of $277,706 owing to an employee and companies connected with insiders have been settled with the issuance of 2,037,500 shares.

See notes 8 and 9 for related party transaction disclosure relating to demand loans, long-term debt, debt settlements, and stock options issuances.

Included in accounts payable and accrued liabilities as of December 31, 2016 is $890,912 (2015 - $965,448) due to officers and directors of the Company.

17. SUBSEQUENT EVENTS

In February 2017, the Company granted 1,825,000 share options under the Company's Stock Option Plan. The options expire five years from the date of issue, with options having an exercise price of $0.18. All the options are to vest in 2017.

On March 2, 2017, a company controlled by a director advanced the Company $100,000, on a demand basis, with interest at 10% per annum. The balance was repaid on April 27, 2017.

On April 21, 2017, the Company completed a private placement with gross proceeds of $833,800 and net proceeds of $784,946. The private placement consisted of the sale of 6,948,333 units (the "Units") at a price of $0.12 per Unit. Each Unit consisted of one Common share and one Common share purchase warrant ("Warrant"). Each Warrant will be exercisable to acquire one Common share at any time for a period of three years, at an exercise price of $0.20 per Common Share. In addition, 400,365 Compensation Options were issued to brokers; each Compensation Option comprises a non-transferable Broker's Warrant, exercisable for a period of three years, to acquire a Unit at $0.12, comprising a Share and a Warrant exercisable until April 21, 2020, at $0.20.

18. COMPARATIVE AMOUNTS

Certain comparative figures have been reclassified to conform to the current year's presentation.