

Covalon Technologies Ltd.
CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(UNAUDITED)

For the three months ended December 31, 2013

Contents

Condensed Consolidated Interim Statement of Financial Position	3
Condensed Consolidated Interim Statement of Comprehensive Earnings	4
Condensed Consolidated Interim Statement of Changes in Equity	5
Condensed Consolidated Interim Statement of Cash Flows	6
Notes to Condensed Consolidated Interim Financial Statements	7-23

MANAGEMENT'S COMMENTS ON
UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

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

The accompanying unaudited condensed consolidated interim financial statements of Covalon Technologies Ltd. (the "Company") have been prepared by and are the responsibility of the Company's management. The unaudited condensed consolidated interim financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") and reflect management's best estimates and judgment based on information currently available. The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

Covalon Technologies Ltd.

CONDENSED CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION (UNAUDITED)

Expressed in Canadian Dollars

	December 31, 2013	September 30, 2013
Assets		
Current assets		
Cash and cash equivalents	\$ 4,718,049	\$ 633,103
Short-term investments	500,000	500,000
Accounts receivable, net (Note 5)	577,511	1,184,229
Prepaid expenses	79,772	84,743
Inventories (Note 7)	703,427	605,892
Total current assets	6,578,759	3,007,967
Non-current assets		
Restricted cash (Note 8)	63,000	63,000
Other receivable (Note 16)	40,000	40,000
Property, plant and equipment (Note 9)	540,511	558,249
Intangible assets (Note 10)	1,974,403	2,001,030
Total non-current assets	2,617,914	2,662,279
Total Assets	\$ 9,196,673	\$ 5,670,246
Liabilities and Shareholders' Equity		
Current liabilities		
Accounts payable and accrued liabilities	\$ 967,134	\$ 982,774
Deferred revenue (Note 11)	1,292,011	955,335
Total current liabilities	2,259,145	1,938,109
Non-current liabilities		
Convertible Debenture (Note 12)	549,323	516,017
Deferred revenue (Note 11)	289,747	269,772
Total non-current liabilities	839,070	785,789
Total Liabilities	3,098,215	2,723,898
Shareholders' Equity		
Share capital (Note 13 a))	32,393,095	32,393,095
Contributed surplus (Note 13 b) and c))	2,224,645	2,224,645
Stock Options (Note 14)	1,557,901	1,526,210
Equity component of convertible debentures	225,352	225,352
Accumulated deficit (Note 13 d))	(30,302,535)	(33,422,954)
Total shareholders' equity	6,098,458	2,946,348
Total Liabilities and Shareholders' Equity	\$ 9,196,673	\$ 5,670,246

On behalf of the Board

(signed) "Abe Schwartz" _____ **Director**

(signed) "Brian Pedlar" _____ **Director**

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

Covalon Technologies Ltd.

CONDENSED CONSOLIDATED INTERIM STATEMENT OF COMPREHENSIVE LOSS (UNAUDITED)

Expressed in Canadian Dollars

	Three months ended December 31,	
	2013	2012
Revenue		
Product and Services		
Advanced wound care	\$ 733,590	\$ 520,523
Specialized medical device coatings	-	-
Licensing fees (Note 11)	3,788,611	51,482
Total revenue	4,522,201	572,005
Cost of sales	384,989	353,997
Gross Profit	4,137,212	218,008
Operating Expenses		
Operations	126,362	166,188
Research and development activities	115,972	130,909
Sales and marketing	190,942	355,924
General and administrative	560,136	365,730
	993,412	1,018,751
Earnings (loss) before undernoted	3,143,800	(800,743)
Interest income (expense)	(23,381)	6,262
Net earnings (loss) and comprehensive gain (loss) for the period	\$ 3,120,419	\$ (794,481)
Basic earnings (loss) per share (Note 21)	\$ 0.34	\$ (0.10)
Diluted earnings (loss) per share (Note 21)	\$ 0.17	\$ (0.10)

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

Covalon Technologies Ltd.

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (UNAUDITED)

Expressed in Canadian Dollars

For the three months ended December 31, 2013

	Share Capital	Contributed Surplus	Stock Options	Equity Component of Convertible Debentures	Accumulated Deficit	Total
Balance at October 1, 2012	\$ 31,911,359	\$ 1,805,586	\$ 1,807,055	\$ -	\$ (29,238,459)	\$ 6,285,541
Share based payments	-	-	13,840	-	-	13,840
Issue common shares, net	481,736	-	-	-	-	481,736
Comprehensive loss for the period	-	-	-	-	(794,481)	(794,481)
Balance at December 31, 2012	\$ 32,393,095	\$ 1,805,586	\$ 1,820,895	\$ -	\$ (30,032,940)	\$ 5,986,636
Balance at October 1, 2013	\$ 32,393,095	\$ 2,224,645	\$ 1,526,210	\$ 225,352	\$ (33,422,954)	\$ 2,946,348
Share based payments	-	-	31,691	-	-	31,691
Comprehensive gain for the period	-	-	-	-	3,120,419	3,120,419
Balance at December 31, 2013	\$ 32,393,095	\$ 2,224,645	\$ 1,557,901	\$ 225,352	\$ (30,302,535)	\$ 6,098,458

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

Covalon Technologies Ltd.

CONDENSED CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS (UNAUDITED)

Expressed in Canadian Dollars

	Three months ended December 31,	
	2013	2012
Cash flows from operating activities		
Net earnings (loss) and comprehensive gain (loss) for the period	\$ 3,120,419	\$ (794,481)
Adjustments to reconcile net earnings and comprehensive gain to net cash used in operating activities:		
Depreciation - property, plant and equipment	28,174	37,173
Amortization - intangible assets	52,324	44,717
Non-cash interest (Note 12)	33,307	-
Share based payments	31,691	13,840
Foreign exchange loss (gain) on cash held	(23,803)	8,000
Cash used by operating activities before change in non-cash working capital balances	3,242,112	(690,751)
Change in non-cash working capital (Note 20)	855,165	(122,924)
Total cash inflows (outflows) from operating activities	4,097,277	(813,675)
Cash flows from investing activities		
Purchase of property, plant and equipment	(10,437)	(17,035)
Purchase of intangible assets	(25,697)	(58,669)
Total cash outflows from investing activities	(36,134)	(75,704)
Cash flows from financing activities		
Net proceeds on issuance of share capital (Note 13)	-	481,736
Total cash inflows from financing activities	\$ -	481,736
Foreign exchange loss on cash held	23,803	(8,000)
Total net increase (decrease) in cash and cash equivalents during the period	4,084,946	(415,643)
Cash and cash equivalents, beginning of the period	633,103	1,142,667
Cash and cash equivalents, end of period	\$ 4,718,049	\$ 727,024
Represented by		
Cash	\$ 1,352,115	\$ 311,986
Cash equivalents	3,365,934	415,038
	\$ 4,718,049	\$ 727,024

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

Covalon Technologies Ltd.

NOTES TO THE CONSENSUED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

Expressed in Canadian Dollars

For the three months ended December 31, 2013

1. CORPORATE INFORMATION

Covalon Technologies Ltd. (“the Company”) is incorporated under the laws of Ontario and is engaged in the business of developing, licensing and selling medical technologies. The unaudited consolidated financial statements of Covalon Technologies Ltd. for the three months ended December 31, 2013 comprise the results of the Company and its subsidiaries. The Company has now received regulatory approval on numerous products and is currently generating revenue. The Company has adopted a business model that contracts the manufacturing and distribution of its commercialized products through partners. The Company generates its revenues through development contracts, licensing agreements and distribution contracts and sales. The Company is listed on the TSX Venture Exchange, having the symbol COV.

The address of the Company’s corporate office and principal place of business is 405 Britannia Road East, Suite 106, Mississauga, Ontario, Canada.

2. BASIS OF PRESENTATION

a) Statement of Compliance

These condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) in general and in accordance with International Accounting Standard 34, Interim Financial Reporting (“IAS 34”) as issued by the International Accounting Standards Board (“IASB”) which sets out standards for interim financial statements. These interim condensed financial statements do not include all the information and disclosures required in the annual financial statements. These interim condensed financial statements should be read in conjunction with the Company’s 2013 annual financial statements, which were prepared in accordance with International Financial Reporting Standards.

These interim financial statements were authorized for issue by the Corporation’s Board of Directors on February 28, 2014.

b) Basis of Measurement

The consolidated financial statements have been prepared on a historical cost basis.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

There have been no changes in accounting policies since the Company’s 2013 annual financial statements.

Covalon Technologies Ltd.

NOTES TO THE CONSENSSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

Expressed in Canadian Dollars

For the three months ended December 31, 2013

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of financial statements requires that management makes estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from estimates and such differences would be material.

ESTIMATES

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

i) Share-based Payment Transactions

The Company measures the cost of equity-settled transactions with directors, officers and employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 13.

ii) Intangible Assets

The values calculated for intangible assets involve significant estimates and assumptions, including those with respect to future cash flows, discount rates and asset lives. These significant estimates and judgments could impact the Company's future results if the current estimates of future performance and fair value change and could affect the amount of amortization expense on intangible assets in future periods.

iii) Impairment of non-financial assets

The Company reviews the carrying value of non-financial assets for potential impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable. The impairment test is carried out by comparing the carrying amount of the asset against the value computed using the discounted cash flow method values which requires numerous assumptions to estimate future cash flows. The recoverable amount is impacted significantly by the discount rate selected to be used in the discounted cash flow model, as well as the quantum and timing of expected future cash flows and the growth rate used for the extrapolation.

Covalon Technologies Ltd.

NOTES TO THE CONSENSUED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

Expressed in Canadian Dollars

For the three months ended December 31, 2013

iv) Income taxes

The Company recognizes deferred tax assets, related tax-loss carryforwards and other deductible temporary differences where it is probable that sufficient future taxable income can be generated in order to fully utilize such losses and deductions. This requires significant estimates and assumptions regarding future earnings, and the ability to implement certain tax planning opportunities in order to assess the likelihood of utilizing such losses and deductions.

Uncertainties exist with respect to the interpretation of complex tax regulations and the amount and timing of future taxable income. Given the cross border business relationships, differences arising between the actual results and the assumptions made, or future changes in such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company established provisions, based on reasonable estimates, for possible consequences of audits by the tax authorities of the restive countries in which it operates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective Company domicile.

JUDGMENTS

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the consolidated financial statements within the next financial year are discussed below:

i) Foreign Currency translation:

The determination of functional currency for each of the Company's entities requires considerable judgment. The functional currency is determined based on the currency of the primary economic environment in which that entity operates. As the Company generates and expends cash in both the US and Canadian currencies, management considers several factors, including: the currency in which it receives its various revenue streams and the magnitude of each; the currency in which it purchases materials and pays its employees and the geographic environment influencing each of its consolidated entities and products.

ii) Provisions

A provision is a liability of uncertain timing or amount. Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. A legal obligation can arise through a contract, legislation or other operation of law. A constructive obligation arises from an entity's actions; whereby, through an established pattern of past practice, published policies or a sufficiently specific current statement, the entity has indicated it will accept certain responsibilities and has thus created a valid expectation that it will discharge those responsibilities. The amount recognized as a provision is the best estimate, at each period end, of the expenditures required to settle the present obligation considering the risks and uncertainties associated with the obligation. Judgment is necessary to determine the likelihood that pending litigation or other claims will succeed or a liability will arise and then to estimate the amount.

Covalon Technologies Ltd.

NOTES TO THE CONSENSUED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

Expressed in Canadian Dollars

For the three months ended December 31, 2013

5. FINANCIAL RISK MANAGEMENT

Risk factors

The following is a discussion of market, credit and liquidity risks and related mitigation strategies that have been identified. This is not an exhaustive list of all risks, nor will the mitigation strategies eliminate all risks listed.

Credit risk

The Company's cash and cash equivalents and short-term investments do not subject the Company to significant credit risk. The Company has guaranteed investment certificates and provincial bonds, as per its practice of protecting its capital rather than maximizing investment yield, of \$3,928,934 invested with two issuers; however, this risk is mitigated as the issuers are two major Canadian banks and the Province of Ontario.

The Company, in the normal course of business, is exposed to credit risk from its global customers in the medical device industry. The accounts and other receivable are subject to normal industry risks in each geographic region in which the Company operates. The Company attempts to manage these risks by dealing with creditworthy customers; however, due to the limited number of potential customers in each market this is not always possible. As at December 31, 2013, ten customers accounted for 98% (2012 – ten customers for 92%) of the accounts receivable balance. These customers, who are distributors and strategic partners of the Company, represent substantially all of the Company's sales. Credit risk exposure is mitigated by strong credit granting policies and due diligence procedures for new customers. The Company has recorded an allowance for bad debts in the amount of \$1,121 (2012 – \$812,794) resulting in a provision for doubtful accounts expense of \$nil (2012 - \$nil). Management reviews the outstanding amounts on a regular basis and determines the collectability of the outstanding balances on a case by case basis.

Pursuant to their collective terms, accounts receivable, net, are aged as follows:

	December 31,	September 30,
	2013	2013
Current	\$ 418,795	\$ 785,928
30-60 days past due	103,682	368,170
Over 60 days past due, (net of allowance for doubtful accounts of \$1,121 , Sep 2013 - \$1,121)	55,034	30,131
	\$ 577,511	\$ 1,184,229

Liquidity risk

The Company continually monitors working capital to ensure sufficient cash is available to meet operational and capital expenditure requirements.

The Company has contractual obligations related to accounts payable and accrued liabilities that are due within a year. The Company has contractual obligations related to its signed offer to lease for its premises at 405 Britannia Rd. Mississauga and for its operating leases which are payable from 2014 to 2015 in the amounts of \$62,620 and \$15,271 respectively.

Interest rate risk

The Company is subject to interest rate risk on its cash and cash equivalents. The Company believes that interest rate risk is low as its cash and cash equivalents consists of low risks money market and fixed income securities with maturity dates of less than one year. This risk has not changed from the prior year.

Covalon Technologies Ltd.

NOTES TO THE CONSENSSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

Expressed in Canadian Dollars

For the three months ended December 31, 2013

Currency risk

The Company has suppliers and customers that are not based in Canada which gives rise to a risk that earnings and cash flows may be adversely affected by fluctuations in foreign currency exchange rates. The Company is primarily exposed to the US dollar. Part of the currency risk is mitigated by the fact that the company has both purchases and sales in US dollars, creating a natural hedge. The Company believes the remaining risk is acceptable and does not use financial instruments to hedge these risks. This risk has not changed from the prior year.

Foreign currency balances expressed in Canadian dollars consist of the following:

	December 31,	September 30,
	2013	2013
Accounts receivable, net	\$ 515,724	\$ 1,093,765
Accounts payable	354,678	319,154
Deferred Revenue	326,291	313,500
Cash	855,758	221,812
Exchange rate (\$USD / \$CAD)	1.0638	1.0303

An increase of 5% and 10% in the US dollar exchange rate would result in an increase of the net gain by approximately \$34,526 (2013– \$34,146) and \$69,052 (2013 - \$68,292) respectively.

Commodity risk

The Company is exposed to commodity risk related to purchases of key raw materials necessary for the manufacture of its bulk product from a limited number of suppliers around the world. The Company attempts to mitigate this risk by entering into long-term supply contracts at fixed pricing with capped annual increases. There is commodity risk for all ingredients in each of the Company's products. The company attempts to mitigate these risks through the use of multiple suppliers and fixed price contracts but due to the nature of some of the chemicals required and the regulatory paths to approving new suppliers, this is not always possible. This risk has not changed from the prior year.

6. MANAGEMENT OF CAPITAL

The Company defines capital that it manages as its shareholders' equity comprising of share capital, options, contributed surplus, equity component of convertible debentures and accumulated deficit. Its objectives when managing capital are to ensure that the Company will continue as a going concern, so that it can provide services to its customers and returns to its shareholders. The capital at December 31, 2013 is \$6,098,458 (September 30, 2013 - \$2,946,348).

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will make changes to its capital structure as deemed appropriate under the specific circumstances. The Company's investment policy is to invest only in investment grade, highly liquid money market instruments.

There were no changes to the definition or the management of capital during the year.

The Company is not subject to any externally imposed capital requirements and the Company's overall strategy with respect to management of capital remains unchanged.

Covalon Technologies Ltd.

NOTES TO THE CONSENSSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

Expressed in Canadian Dollars

For the three months ended December 31, 2013

7. INVENTORIES

Inventories consist of the following:

	December 31, 2013	September 30, 2013
Raw materials	\$ 449,030	\$ 364,850
Finished Goods	254,397	241,042
	<u>\$ 703,427</u>	<u>\$ 605,892</u>

Product expenses include \$291,092 (2012 - \$318,580) in inventoried materials.

8. RESTRICTED CASH

The Company assigned \$63,000 of its cash equivalents as collateral to secure its credit card and automated clearing house (ACH) facilities with a major financial institution. These funds are expected to be restricted for more than one year.

Covalon Technologies Ltd.

NOTES TO THE CONSENSUED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

Expressed in Canadian Dollars

For the three months ended December 31, 2013

9. PROPERTY PLANT AND EQUIPMENT

	Furniture and Fixtures \$	Lab Equipment \$	Leasehold Improvements \$	Total \$
Cost				
Balance at October 1, 2012	319,116	1,394,068	71,416	1,784,600
Additions	-	84,432	-	84,432
Balance at September 30, 2012	319,116	1,478,500	71,416	1,869,032
Additions	-	10,437	-	10,437
Balance at December 31, 2013	319,116	1,488,937	71,416	1,879,469
Accumulated depreciation				
Balance at October 1, 2012	202,392	908,657	71,416	1,182,465
Depreciation	23,345	104,973	-	128,318
Balance at September 30, 2013	225,737	1,013,630	71,416	1,310,783
Depreciation	4,669	23,504	-	28,174
Balance at December 31, 2013	230,406	1,037,134	71,416	1,338,958
Carrying amounts				
At September 30, 2013	93,379	464,870	-	558,249
At December 31, 2013	88,710	451,803	-	540,511

Covalon Technologies Ltd.

NOTES TO THE CONSENSUED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

Expressed in Canadian Dollars

For the three months ended December 31, 2013

10. INTANGIBLE ASSETS

	Deferred Development Costs \$	Patents \$	Trademarks \$	Computer Software \$	Total \$
Cost					
Balance at October 1, 2012	4,134,415	523,919	67,397	149,163	4,874,894
Additions	-	97,885	5,385	-	103,270
Balance at September 30, 2013	4,134,415	621,804	72,782	149,163	4,978,164
Additions		24,035	1,662		25,697
Balance at December 31, 2013	4,134,415	645,839	74,444	149,163	5,003,861
Accumulated amortization and impairment losses					
Balance at October 1, 2012	2,606,188	102,408	-	81,332	2,789,928
Amortization	121,703	30,958	-	34,545	187,206
Balance at September 30, 2013	2,727,891	133,366	-	115,877	2,977,134
Amortization	30,426	8,503	-	13,395	52,324
Balance at December 31, 2013	2,758,317	141,869	-	129,272	3,029,458
Carrying amounts					
At September 30, 2013	1,406,524	488,438	72,782	33,286	2,001,030
At December 31, 2013	1,376,098	503,970	74,444	19,891	1,974,403

Covalon Technologies Ltd.

NOTES TO THE CONSENSSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

Expressed in Canadian Dollars

For the three months ended December 31, 2013

11. DEFERRED REVENUE

Licensing fees are generally deferred and recognized over the term of the related agreement and deferred product and service revenue are recognized once the revenue recognition criteria are satisfied.

	December 31,	September 30,
	2013	2013
Balance, beginning of period	<u>\$ 1,225,107</u>	<u>\$ 1,118,057</u>
Add:		
Deferred licensing fees	-	192,744
Deferred product and services revenue	639,473	1,044,093
Less:		
Recognition of deferred product and services revenue	(224,536)	(910,252)
Recognition of deferred licensing fees	(58,286)	(219,535)
Balance, end of period	1,581,758	1,225,107
Amount to be recognized within one year	(1,292,011)	(955,335)
Long term balance	<u>\$ 289,747</u>	<u>\$ 269,772</u>

12. CONVERTIBLE DEBENTURE UNITS

On August 30, 2013 the Company issued a private placement consisting of 750 units for gross proceeds of \$750,000. Units were priced at \$1,000 each. Each unit consists of a \$1,000 secured convertible debenture and 6,451 warrants. Each convertible debenture unit bears interest at 12% payable on maturity and is convertible into 6,451 common shares of the Company at a conversion price of \$0.155 at any time prior to August 31, 2016. Each warrant entitles the holder to acquire one common share at a price of \$0.155 at any time prior to August 31, 2016. A portion of the units were issued to related parties.

The debenture is secured, ranking senior to all indebtedness of the Company.

Covalon Technologies Ltd.

NOTES TO THE CONSENSSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

Expressed in Canadian Dollars

For the three months ended December 31, 2013

The convertible debenture units are reflected in the financial statements as follows:

	December 31, 2013	September 30, 2013
Face value of convertible debenture at maturity August 31, 2016	\$ 750,000	\$ 750,000
Fair value of the convertible debenture at date of issue, net	524,648	524,648
Less transaction costs	(19,733)	(19,733)
Interest at 12% accrued and compounded annually	30,000	7,500
Accretion	14,408	3,602
	<u>549,323</u>	<u>516,017</u>
Fair value of Equity component	<u>225,352</u>	<u>225,352</u>

13. SHARE CAPITAL AND RESERVES

a) Common Shares

The Company is authorized to issue an unlimited number of common shares with no par value. All shares are fully paid.

On August 30, 2013 the Company issued a private placement consisting of 750 units for gross proceeds of \$750,000. Units were priced at \$1,000 each. Each unit consists of a \$1,000 secured convertible debenture and 6,451 warrants. Each convertible debenture unit bears interest at 12% payable on maturity and is convertible into 6,451 common shares of the Company at a conversion price of \$0.155 at any time prior to August 31, 2016. Each warrant entitles the holder to acquire one common share at a price of \$0.155 at any time prior to August 31, 2016. See Note 12.

On July 16, 2013 the Company consolidated its issued and outstanding common shares on the basis of one post-consolidation common share for each 10 pre-consolidation common shares. These Consolidated Financial Statements are prepared based on the number of post-consolidation shares, options and warrants outstanding.

On October 26, 2012 the Company issued 955,000 units at a price of \$0.52 per unit for gross proceeds of \$496,600. Each unit is comprised of one common share and one share purchase warrant. Each purchase warrant entitles the holder to acquire an additional common share at a price of \$1.00 for a period of five years expiring October 26, 2017.

In fiscal 2006, Covalon acquired technology from Perfusion Therapeutics Inc. for 110,000 fully paid non-assessable common shares of Covalon Technologies Ltd., issued in escrow to be released on various success milestones. At December 31, 2013, 15,000 (2012 – 15,000) shares valued at \$213,875 (2012 - \$213,875) have been released from trust. The remaining balance of 95,000 shares are still being held in trust.

Covalon Technologies Ltd.

NOTES TO THE CONSENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

Expressed in Canadian Dollars

For the three months ended December 31, 2013

The following is a summary of changes in common share capital from September 30, 2012 to December 31, 2013:

	Number of Shares	Issue Price	Amount
Balance at September 30, 2012	8,321,171		\$31,911,359
Shares issued via private placement	955,000	\$0.52	496,600
Less issue costs			(14,864)
Balance at September 30, 2013 and December 31, 2013	9,276,171		\$ 32,393,095

b) Contributed Surplus

The following is a summary of changes in contributed surplus from September 30, 2012 to December 31, 2013:

Balance September 30, 2012	<u>\$ 1,805,586</u>
Options naturally expired	<u>419,059</u>
Balance September 30, 2013 and December 31, 2013	<u>\$ 2,224,645</u>

c) Share Purchase Warrants

The following is a summary of changes in warrants from September 30, 2012 to December 31, 2013:

	Number of Warrants	Exercise Price	Expiry Date
Balance at September 30, 2012	-		
Warrants issued October 26, 2012	955,000	\$ 1.00	October 26, 2017
Warrants issued August 30, 2013	4,838,250	\$ 0.155	August 31, 2016
Balance at September 30, 2013 and December 2013	<u>5,793,250</u>		

d) Nature and Purpose of Equity and Reserves

The reserves recorded in equity on the Company's balance sheet include 'Contributed Surplus', and 'Accumulated Deficit'.

'Contributed Surplus' is used to recognize the value of vested stock option grants that have naturally expired.

'Accumulated Deficit' is used to record the Company's change in deficit from earnings (loss) from period to period.

Covalon Technologies Ltd.

NOTES TO THE CONSENSUED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

Expressed in Canadian Dollars

For the three months ended December 31, 2013

15. SHARE-BASED PAYMENTS

a) Option Plan Details

The Company has an incentive Stock Option Plan (“the Plan”) under which non-transferable options to purchase common shares of the Company may be granted to directors, officers, employees or service providers of the Company. The terms of the Plan provide that the Directors have the right to grant options to acquire common shares of the Company at not less than the closing market price of the shares on the day preceding the grant at terms of up to five years. No amounts are paid or payable by the recipient on receipt of the option, and the options granted are not dependent on any performance-based criteria. Unless the board of directors decides otherwise, options granted under the plan will vest as follows: 33% of the options vest in one year, with a further 33% vesting in each of the subsequent two years on the anniversary of the initial grant date.

The following is a summary of changes in options from October 1, 2012 to September 30, 2013:

Grant Date	Expiry Date	Exercise Price	Opening Balance	During the Period				Closing Balance	Vested and						
				Granted	Exercised	Expired	Forfeited		Exercisable	Unvested					
31-Mar-08	31-Mar-13	\$ 27.90	30,000	-	-	-	-	30,000	30,000	-					
15-Oct-08	15-Oct-13	\$ 7.50	9,000	-	-	-	(1,000)	8,000	8,000	-					
22-May-09	22-May-14	\$ 4.00	120,000	-	-	-	-	120,000	120,000	-					
11-Dec-09	11-Dec-14	\$ 2.90	9,000	-	-	-	(1,000)	8,000	8,000	-					
27-Jan-10	27-Jan-15	\$ 3.10	85,500	-	-	-	-	85,500	85,500	-					
01-Sep-10	01-Sep-15	\$ 2.00	140,000	-	-	-	-	140,000	93,333	46,667					
02-Sep-10	02-Sep-15	\$ 2.00	60,000	-	-	-	(10,167)	49,833	33,332	16,501					
10-Jun-11	10-Jun-16	\$ 2.00	98,500	-	-	-	-	98,500	32,833	65,667					
13-Jun-11	13-Jun-16	\$ 2.00	71,000	-	-	-	-	71,000	71,000	-					
27-Sep-11	27-Sep-16	\$ 1.40	100,000	-	-	-	-	100,000	100,000	-					
			723,000	-	-	-	(12,167)	710,833	581,998	128,835					
Weighted Average Exercise Price		\$	3.50	\$	-	\$	-	\$	2.50	\$	3.60	\$	3.90	\$	2.00

Covalon Technologies Ltd.

NOTES TO THE CONSENSUED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

Expressed in Canadian Dollars

For the three months ended December 31, 2013

The following is a summary of changes in options from October 1, 2013 to December 31, 2013:

Grant Date	Expiry Date	Exercise Price	Opening Balance	During the Period				Closing Balance	Vested and Exercisable	Unvested
				Granted	Exercised	Expired	Forfeited			
31-Mar-08	31-Mar-13	\$ 27.90	30,000	-	-	(22,500)	(7,500)	-	-	-
15-Oct-08	15-Oct-13	\$ 7.50	8,000	-	-	-	(2,000)	6,000	6,000	-
22-May-09	22-May-14	\$ 4.00	120,000	-	-	-	-	120,000	120,000	-
11-Dec-09	11-Dec-14	\$ 2.90	8,000	-	-	-	(6,993)	1,007	1,007	-
27-Jan-10	27-Jan-15	\$ 3.10	85,500	-	-	-	-	85,500	85,500	-
01-Sep-10	01-Sep-15	\$ 2.00	140,000	-	-	-	(20,000)	120,000	120,000	-
02-Sep-10	02-Sep-15	\$ 2.00	49,833	-	-	-	(21,337)	28,496	28,496	-
10-Jun-11	10-Jun-16	\$ 2.00	98,500	-	-	-	(71,505)	26,995	17,997	8,998
13-Jun-11	13-Jun-16	\$ 2.00	71,000	-	-	-	-	71,000	71,000	-
27-Sep-11	27-Sep-16	\$ 1.40	100,000	-	-	-	-	100,000	100,000	-
16-Aug-13	16-Aug-18	\$ 0.16	-	74,500	-	-	-	74,500	-	74,500
26-Sep-13	26-Sep-18	\$ 0.85	-	235,000	-	-	-	235,000	-	235,000
			710,833	309,500	-	(22,500)	(129,335)	868,498	550,000	318,498
Weighted Average Exercise Price			\$ 3.60	\$ 0.68	\$ -	\$ 27.90	\$ 3.64	\$ 1.89	\$ 2.56	\$ 0.72

b) Fair Value of Options Issued During the Period

During the year ended September 30, 2013, the Company issued two tranches of options:

- 1) 74,500 options with a weighted average fair value of \$0.1466 were granted. Trading price of the stock at the time of the grant was \$0.155. The fair market value of options granted was determined using the Black-Scholes valuation model with the following implicit assumptions: average risk-free rate of interest – 1.57%, dividend rate NIL, average volatility – 179.9% and an average term of 5 years. The estimated annualized forfeiture rate is 8.01%.
- 2) 235,000 options with a weighted average fair value of \$0.8035 were granted. Trading price of the stock at the time of the grant was \$0.85. The fair market value of options granted was determined using the Black-Scholes valuation model with the following implicit assumptions: average risk-free rate of interest – 1.72%, dividend rate NIL, average volatility – 179.5% and an average term of 5 years. The estimated annualized forfeiture rate is 8.01%.

No options were granted during the period ended December 31, 2013.

c) Expenses Arising from Share-based Payment Transactions

Total expenses arising from share-based payment transactions recognized during the period as part of employee benefit expense were \$ 31,691 (2012 - \$13,840).

Covalon Technologies Ltd.

NOTES TO THE CONSENSSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

Expressed in Canadian Dollars

For the three months ended December 31, 2013

16. INCOME TAXES

The Company had non-capital losses carry forward available for income tax purposes as at September 30, 2013 of approximately \$19,113,000 which are available to reduce taxable incomes of future years. These losses expire as follows:

<u>Year</u>	<u>Canada</u> <u>Amount</u>	<u>US</u> <u>Amount</u>
2014	\$ 805,000	\$
2015	1,997,000	
2026	1,499,000	
2028	2,132,000	
2029	3,309,000	
2030	601,000	
2031	3,874,000	68,000
2032	3,653,000	140,000
2033	908,000	127,000
	<u>\$ 18,778,000</u>	<u>\$ 335,000</u>

The Company had capital losses carry forward for income tax purposes as at September 30, 2013 of approximately \$962,883 (2012 - \$962,883) which are available to reduce taxable capital gains in future years. These losses do not expire.

The Company is eligible for the Ontario Innovation Tax Credit ("OITC") at the rate of 10% on its research and development expenditures and refundable in cash to the Company. The Company is also eligible for a 20% federal research and development investment tax credit and a 4.5% Ontario Research and Development Tax Credit ("ORDTC") which are available to offset federal income taxes payable and Ontario income taxes payable, respectively, in the future. The tax credits ultimately received by the Company are subject to review by Canada Revenue Agency and the Ontario Ministry of Finance.

At September 30, 2013, the Company had \$1,414,446 (2012 - \$1,414,446) of unclaimed investment tax credits available to reduce federal income taxes payable in future years. If not utilized, these investment tax credits will start expiring in 2023. These unclaimed investment tax credits have not been recognized as receivables.

At September 30, 2013, the Company had \$90,115 (2012 - \$90,115) of unclaimed ORDTC available to reduce Ontario income taxes payable in future years. If not utilized, these ORDTC will start expiring in 2029. These unclaimed ORDTC have not been recognized as receivables.

Covalon Technologies Ltd.

NOTES TO THE CONSENSUED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

Expressed in Canadian Dollars

For the three months ended December 31, 2013

17. RELATED PARTY TRANSACTIONS

Key management personnel are persons responsible for planning, directing and controlling the activities of an entity, and include directors.

Key management personnel compensation comprised:

	Period ended December 31,	
	2013	2012
Short term employee benefits	\$ 276,681	\$ 177,589
Share-based payments	27,379	4,671
	<u>\$ 304,060</u>	<u>\$ 182,260</u>

During the year end September 30, 2013 a non interest bearing loan of \$50,000 was made to a key employee. The principal is repayable in annual instalments of \$10,000 commencing August 16, 2014 with the final payment due August 16, 2018.

A portion of the Convertible Debenture Units (Note 12) were issued to related parties.

18. COMMITMENTS

The Company signed an offer to lease for its premises at 405 Britannia Rd, Mississauga which commenced December 1, 2009 and expires November 30, 2014. The remaining rental payment for fiscal 2014 through expiry is \$58,903.

The Company has also entered into three operating leases for its equipment. The equipment is leased at a total cost of \$4,956 per year and expires in 2018.

The minimum annual lease payments for the next three years are as follows:

2014	\$	62,620
2015		20,227
2016		4,956
2017		4,956
thereafter		<u>3,717</u>
	\$	96,476

19. CONTINGENCIES

From time to time, the Company is party to legal proceedings arising out of the normal course of business. The results of these litigations cannot be predicted with certainty, and management is of the opinion that the outcome of these types of proceedings is generally not determinable. Any loss resulting from these proceedings will be charged to operations in the period the loss is determined.

Covalon Technologies Ltd.

NOTES TO THE CONSENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

Expressed in Canadian Dollars

For the three months ended December 31, 2013

20. CHANGE IN NON-CASH WORKING CAPITAL ITEMS

Net changes in non-cash working capital balances are as follows:

	For the three months ended December 31,	
	2013	2012
Accounts receivable, net	\$ 606,718	\$ 246,702
Prepaid expenses	4,971	13,889
Inventories	(97,535)	(23,622)
Accounts payable and accrued liabilities	(15,640)	(535,072)
Deferred revenue	356,651	175,179
	<u>\$ 855,165</u>	<u>\$ (122,924)</u>

21. OPERATING SEGMENTS

The Company disclosed two product segments, Advanced Wound Care and Specialized Medical Device Coatings. Product segments have been identified based on the underlying technology of the product. Assets and other operating expenses are not allocated by segment for internal reporting purposes and therefore have not been allocated to operating segments.

For the Period ended December 31,

	2013			2012		
	Advanced Wound Care \$	Specialized Medical Device Coatings \$	Total \$	Advanced Wound Care \$	Specialized Medical Device Coatings \$	Total \$
Product and Services	733,590	-	733,590	520,523	-	520,523
Licensing Fee	3,699,466	89,145	3,788,611	-	51,482	51,482
	<u>4,433,056</u>	<u>89,145</u>	<u>4,522,203</u>	<u>520,523</u>	<u>51,482</u>	<u>572,005</u>
Segment earnings before the following:	<u>4,048,069</u>	<u>89,145</u>	<u>4,137,214</u>	195,235	22,773	218,008
Operations			126,362			166,188
Research and development activities			115,972			130,909
Sales and marketing			190,942			355,924
General and administrative			560,136			365,730
Interest income			(23,383)			(6,262)
			<u>3,120,419</u>			<u>(794,481)</u>

During the period ended December 31, 2013, there was one customer who individually accounted for more than 10% of revenue (2013 - 4 customers); \$3,964,463 (2013 - \$424,692) relates to advanced wound care.

The Company generated product and services sales and licensing fees of \$4,458,250 (2012 - \$565,749) in the US, \$8,160 (2012 - \$3,535) in Canada and \$55,791 (2012 - \$2,721) internationally.

Covalon Technologies Ltd.

NOTES TO THE CONSENSSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

Expressed in Canadian Dollars

For the three months ended December 31, 2013

22. EARNINGS PER SHARE

Share data used in calculating earnings (loss) per share is shown below:

For the three months ended	December 31, 2013	December 31, 2012
Number of shares used for		
Basic Earnings (loss) per share	9,276,171	8,384,838
Diluted Earnings (loss) per share	18,425,835	8,384,838

As the Company experienced a loss for the three month period December 31, 2012 all potentially dilutive securities were considered anti-dilutive and were excluded from the calculation of loss per share.

Details of potentially dilutive securities outstanding are as follows:

	December 31, 2013	September 30, 2013
Anti-dilutive potential securities		
Common shares potentially assumable		
- under stock options	868,498	868,498
- under warrants	5,793,250	5,793,250
- under terms of convertible debenture	4,838,710	4,838,710
	<u>11,500,458</u>	<u>11,500,458</u>