Burcon NutraScience Corporation

Condensed Consolidated Interim Financial Statements

Three months ended June 30, 2018 and 2017

(Unaudited)

(Prepared in Canadian dollars)

BURCON NUTRASCIENCE CORPORATION
Condensed Consolidated Interim Balance Sheets
(Unaudited)
As at June 30, 2018 and March 31, 2018

(Prepared in Canadian dollars)

	June 30, 2018 $	**March 31, 2018 $**
ASSETS		
Current assets		
Cash and cash equivalents	2,128,198	3,420,865
Amounts receivable (note 9)	145,751	154,289
Prepaid expenses	249,048	230,605
	2,522,997	3,805,759
Property and equipment	346,945	378,294
Goodwill	1,254,930	1,254,930
	4,124,872	5,438,983
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities (note 9)	430,049	804,001
Derivative liabilities (notes 4 and 5(a))	59,288	59,288
Convertible note (note 4)	1,927,259	-
Accrued interest (note 4)	371,548	-
	2,788,144	863,289
Convertible note (note 4)	-	1,905,807
Accrued interest (note 4)	-	324,871
	2,788,144	3,093,967
SHAREHOLDERS' EQUITY (note 5)		
Capital stock	73,361,133	73,361,133
Contributed surplus	7,599,389	7,599,389
Options	10,396,752	10,329,057
Warrants	4,723	4,723
Deficit	(90,025,269)	(88,949,286)
	1,336,728	2,345,016
	4,124,872	5,438,983

Going concern (note 1)

Approved by the Audit Committee of the Board of Directors

"Douglas Gilpin" (signed)	"Peter H. Kappel" (signed)
Director	Director

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

BURCON NUTRASCIENCE CORPORATION
Condensed Consolidated Interim Statements of Operations and Comprehensive Loss
(Unaudited)
For the three months ended June 30, 2018 and 2017

(Prepared in Canadian dollars)

	2018 $	2017 $
REVENUE		
Royalty income (note 2(a))	6,780	21,866
EXPENSES		
Research and development (note 6)	454,020	534,183
Intellectual property	202,199	414,599
General and administrative (note 7)	375,888	499,965
	1,032,107	1,448,747
LOSS FROM OPERATIONS	(1,025,327)	(1,426,881)
INTEREST AND OTHER INCOME (note 9)	11,946	11,910
INTEREST EXPENSE (note 4)	(68,129)	(65,024)
CHANGE IN FAIR VALUE OF DERIVATIVE LIABILITY (note 4)	-	72,644
FOREIGN EXCHANGE GAIN (LOSS)	5,527	(18,928)
LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD	(1,075,983)	(1,426,279)
BASIC AND DILUTED LOSS PER SHARE (note 8)	(0.02)	(0.04)

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

BURCON NUTRASCIENCE CORPORATION
Condensed Consolidated Interim Statements of Changes in Shareholders' Equity
(Unaudited)
For the three months ended June 30, 2018 and 2017

(Prepared in Canadian dollars)

	Number of fully paid common shares	**Capital stock $**	**Contributed surplus $**	**Options $**	**Warrants $**	**Deficit $**	**Total shareholders' equity $**
Balance - March 31, 2017	37,827,175	70,000,001	6,778,227	10,379,989	281,989	(83,326,501)	4,113,705
Loss and comprehensive loss for the period	-	-	-	-	-	(1,426,279)	(1,426,279)
Warrant expired	-	-	281,989	-	(281,989)	-	-
Stock-based compensation expense	-	-	-	126,292	-	-	126,292
Balance - June 30, 2017	37,827,175	70,000,001	7,060,216	10,506,281	-	(84,752,780)	2,813,718
Balance - March 31, 2018	43,941,536	73,361,133	7,599,389	10,329,057	4,723	(88,949,286)	2,345,016
Loss and comprehensive loss for the period	-	-	-	-	-	(1,075,983)	(1,075,983)
Stock-based compensation expense	-	-	-	67,695	-	-	67,695
Balance - June 30, 2018	43,941,536	73,361,133	7,599,389	10,396,752	4,723	(90,025,269)	1,336,728

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

BURCON NUTRASCIENCE CORPORATION
Condensed Consolidated Interim Statements of Cash Flows
(Unaudited)
For the three months ended June 30, 2018 and 2017

(Prepared in Canadian dollars)

	2018 $	2017 $
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the period	(1,075,983)	(1,426,279)
Items not affecting cash		
Amortization of property and equipment	31,349	37,066
Unrealized foreign exchange (gain) loss	(6,741)	19,325
Interest expense	68,129	65,024
Change in fair value of derivative liability	-	(72,644)
Stock-based compensation expense	67,695	126,292
	(915,551)	(1,251,216)
Changes in non-cash working capital items		
Amounts receivable	8,538	16,982
Prepaid expenses	(18,443)	42,137
Accounts payable and accrued liabilities	(343,631)	(14,469)
	(1,269,087)	(1,206,566)
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of property and equipment	(11,911)	(10,431)
CASH FLOWS FROM FINANCING ACTIVITIES		
Share issue costs	(18,410)	-
FOREIGN EXCHANGE GAIN (LOSS) ON CASH AND CASH EQUIVALENTS	6,741	(19,325)
DECREASE IN CASH AND CASH EQUIVALENTS	(1,292,667)	(1,236,322)
CASH AND CASH EQUIVALENTS – BEGINNING OF PERIOD	3,420,865	4,701,108
CASH AND CASH EQUIVALENTS – END OF PERIOD	2,128,198	3,464,786
INTEREST RECEIVED	8,827	8,547

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

1. Going concern

Burcon NutraScience Corporation ("Burcon" or the "Company") is an incorporated entity headquartered in Vancouver, British Columbia, Canada.

These condensed consolidated interim financial statements have been prepared on a going concern basis, which assumes that the Company will be able to continue its operations for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business.

As at June 30, 2018, the Company had minimal revenues from its technology and had an accumulated deficit of $90,025,269 (March 31, 2018 - $88,949,286). During the three months ended June 30, 2018, the Company incurred a loss of $1,075,983 (2017 - $1,426,279) and had negative cash flow from operations of $1,269,086 (2017 - $1,206,566). The Company has relied on equity financings, private placements, rights offerings, other equity transactions and issuance of convertible debt to provide the financing necessary to undertake its research and development activities. As at June 30, 2018, the Company had cash and cash equivalents of $2,128,198 (March 31, 2018 - $3,420,865). These conditions indicate existence of a material uncertainty that casts significant doubt about the ability of the Company to meet its obligations as they become due and, accordingly, its ability to continue as a going concern.

The Company's ability to continue as a going concern is dependent upon the Company raising additional capital. On February 13, 2018, the Company completed a rights offering for gross proceeds of $3.5 million and net proceeds of $3.4 million (note 5(a)).

Although the Company expects to receive royalty revenues from its license and production agreement (the "Soy Agreement") with Archer Daniels Midland Company ("ADM") from the sales of CLARISOY®, royalty revenues received to-date have not been significant and the timing and the amount of royalty revenues cannot be ascertained at this time.

These condensed consolidated interim financial statements do not reflect the adjustments to the carrying values of assets and liabilities, the reported revenues and expenses, and the balance sheet classifications that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

2. Nature of operations

Burcon and its subsidiary are research and development companies that are developing plant protein extraction and purification technology in the field of functional, renewable plant proteins. The Company and its subsidiary have developed CLARISOY®, a soy protein; and are developing Peazazz®, a pea protein, and Puratein®, Supertein® and Nutratein®, three canola protein isolates.

a) CLARISOY®

Burcon has a 20-year Soy Agreement with ADM to license its CLARISOY® technology to ADM on an exclusive basis to produce, market and sell CLARISOY® soy protein worldwide. The terms of the Soy Agreement include the license to ADM of all intellectual property, including know-how and trade secrets concerning the manufacture and use of CLARISOY®, the engineering and design by ADM of an initial commercial CLARISOY® production plant and a royalty structure that incorporates financial incentives for ADM to expand sales globally. ADM will make royalty payments to Burcon on the sales of CLARISOY® under the Soy Agreement. Maintaining the CLARISOY® soy protein patent portfolio during the term of the Soy Agreement is the responsibility of Burcon. Since signing the agreement, Burcon has filed additional patent applications to seek important commercial protection for the production and use of CLARISOY®. ADM has elected to include these applications to the license and, if granted, could lengthen the royalty term under the Soy Agreement to at least the year 2035. In November 2016, ADM confirmed that it has fully commissioned the first full-scale CLARISOY® production facility at its North American headquarters in Decatur, Illinois.

b) Peazazz®

Burcon has developed a novel pea protein isolate that it has branded Peazazz®. In June 2013, Burcon announced that it had completed the construction of a Peazazz® semi-works production facility located in Winnipeg, Manitoba. Burcon has been using the semi-works production facility to provide market development quantities (tonnage amounts) to customers for product and market development activities.

Burcon has executed a number of material transfer agreements with potential partners and customers, and has been in discussions with a select group of potential partners to discuss the commercialization of Peazazz® and is considering various options, including building full-scale production facilities through a variety of partnerships.

Burcon achieved US self-affirmed GRAS ("Generally Recognized As Safe") status in 2017 for its Peazazz® pea protein products, and has made its submission to the US Food and Drug Administration ("FDA") for GRAS notification in June 2018.

(Prepared in Canadian dollars)

c) Puratein®, Supertein® and Nutratein®

Burcon is developing three canola protein isolate products, Puratein®, Supertein® and Nutratein®. In 2008, Puratein® and Supertein® achieved US self-affirmed GRAS status, and the US FDA formally acknowledged receipt of Burcon's GRAS notification for Puratein® and Supertein® in 2010.

3. Significant accounting policies

Basis of presentation

These condensed consolidated interim financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including International Accounting Standards ("IAS") 34, *Interim Financial Reporting*, and interpretations issued by the IFRS Interpretations Committee ("IFRIC") on a basis consistent with those accounting policies followed in the most recent annual consolidated financial statements, except for the new accounting standards adopted in the current year, as discussed below. These condensed consolidated financial statements do not include all of the information required for full annual financial statements and were approved and authorized for issue by the Audit Committee of the board of Directors on August 8, 2018.

The condensed consolidated interim financial statements should be read in conjunction with the Company's consolidated annual financial statements for the year ended March 31, 2018.

Principles of consolidation

These condensed consolidated interim financial statements include the accounts of the Company and its subsidiary, Burcon NutraScience (MB) Corp. A subsidiary is an entity in which the Company has control, directly or indirectly. Under IFRS 10, an investor controls an investee if and only if the investor has power over the investee, exposure, or rights, to variable returns from its involvement with the investee, and the ability to use its power over the investee to affect the amount of the investor's returns. All material intercompany transactions and balances have been eliminated on consolidation.

Details of the Company's subsidiary at June 30, 2018 are as follows:

	Place of incorporation	**Interest %**	**Principal activity**
Burcon NutraScience (MB) Corp.	Manitoba, Canada	100	Research and development

Newly adopted accounting standards and amendments

IFRS 15 - Revenue from Contracts with Customers

Effective April 1, 2018, the Company has adopted IFRS 15 – Revenue from Contracts with Customers. The standard supersedes IAS 18 - Revenue, IAS 11 - Construction Contracts, and related interpretations. This standard addresses revenue recognition and establishes principles for reporting information about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers.

Once the ADM Agreement became an exclusive license it was considered to be a sale of the intellectual property, IFRS 15 requires that Burcon has to record the transaction price based on expected proceeds to be received. However, any variable consideration elements of the price should only be recognised to the extent that it is highly probable that a significant reversal in the amount of the cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved. As the amount of royalty revenues to be received from ADM cannot be ascertained at this time the Company continues to recognize revenue once notification from ADM regarding the quarterly royalties has been received.

The Company elected to apply IFRS 15 using a modified retrospective approach. However, for the reasons discussed above, the adoption of IFRS 15 resulted in no impact on the financial statements of the Company, as the timing of revenue recognition was unchanged.

IFRS 9 - Financial Instruments and IFRS 7 – Financial Instruments: Disclosures

Effective April 1, 2018, the Company has adopted IFRS 9 Financial Instruments. IFRS 9 supersedes IAS 39 Financial Instruments: Recognition and Measurement. The standard makes changes to the previous guidance on the classification and measurement of financial assets and liabilities and introduces an expected credit loss model for the impairment of financial assets.

The Company applied IFRS 9 retrospectively; however, the adoption of IFRS 9 did not require any adjustments to the classification or measurement of the Company's financial assets and financial liabilities. The adoption of the new expected credit loss model under IFRS 9 had only a negligible impact on the carrying amount of our financial assets on the transition date given the Company has no history of bad debt expenses.

Accounting standards issued and not yet effective

IFRS 16 - Leases

In January 2016, the IASB issued IFRS 16, Leases, which requires, among other things, leases to recognize leases traditionally recorded as operating leases in the same manner as a financing lease. The required adoption date is January 1, 2019, with early adoption permitted.

The Company is currently assessing the impact of IFRS 16 but does not expect the new standard will have a significant impact on the consolidated financial statements.

4. **Convertible note**

On May 12, 2016, the Company issued a convertible note (the "Note") to a wholly-owned subsidiary of PT International Development Corporation Limited ("PT International"), formerly ITC Corporation Limited, an entity that has significant influence over Burcon, for the principal amount of $2.0 million (the "Principal Amount") with net proceeds of $1.9 million. The Note bears interest at 8% per annum, compounded monthly. The Principal Amount and accrued interest will be payable on the earlier of May 12, 2019, the occurrence of an event of default as set out in the Note (the "Maturity Date"), or voluntary prepayment by the Company. PT International may convert the Principal Amount in whole or in part at $4.01 per share into common shares of the Company at any time commencing on or after July 1, 2016 and up to and including the Maturity Date.

Burcon has the right, before the Maturity Date, upon written notice to PT International of not less than thirty days, to prepay in cash all or any portion of the Principal Amount by paying to PT International an amount equal to the Principal Amount to be prepaid multiplied by 110%. The payment of the Principal Amount and all accrued and unpaid interest thereon will be subordinated in right of payment to any amount owing in respect of secured indebtedness of the Company. Subject to the consent of PT International, Burcon may pay any interest that is due and payable under the Note through the issuance of common shares at a conversion price equal to the volume weighted average trading price of the common shares on the Toronto Stock Exchange ("TSX") for the five trading days immediately prior to the date such interest is due and payable.

The conversion option was recorded as a derivative liability (note 11). Under the terms of the Note, there are certain conditions where the conversion price may be adjusted. Therefore, in accordance with IFRS, an obligation to issue shares for a price that is not fixed must be classified as a derivative liability and measured at fair value, with changes recognized in change in fair value of conversion option in the consolidated statement of operations and comprehensive loss.

Pursuant to the terms of the Note, the conversion price had to be adjusted upon the completion of a rights offering. Upon completion of the rights offering on November 30, 2016, the conversion price of the Note was adjusted effectively immediately as of the record date of November 3, 2016 from $4.01 per share to $3.99 per share. Similarly, the conversion price was adjusted upon the completion of the 2018 Rights Offering (note 5(a)) from the record date of the 2018 Rights Offering, being January 16, 2018 from $3.99 per share to $3.94 per share.

The conversion and prepayment options were recorded as a net derivative liability and measured at fair value, with changes in fair value recorded in the consolidated statement of operations and comprehensive loss. The fair value of the conversion and prepayment options was estimated based on a methodology for pricing convertible bonds using the Partial Differential Equation Method, with the following initial assumptions: expected volatility of 63%; expected dividend per share of nil; risk-free rate of 0.60%, entity-specific credit spread, and expected life of 3 years. The assumptions as at March 31, 2018 were as follows: expected volatility of 99%, expected dividend per share of nil; risk-free rate of 1.63%, initial entity-specific credit spread adjusted by the movement in the option adjusted spread of the Canada High Yield Index, and expected life of 1.1 years. The initial fair value of the net derivative liability was estimated as $189,705 as at the issue date of the Note. As at March 31, 2018, the fair value of the net derivative liability was estimated to be $5,384 and the change (decrease) in fair value of the derivative liability of $89,508 was recorded for the year ended March 31, 2018. As the valuation assumptions did not change significantly from March 31, 2018 to

June 30, 2018, no change in the fair value of the derivative liability was recorded for the three months ended June 30, 2018.

5. Shareholders' equity

a) Capital stock

Authorized
Unlimited number of common shares without par value

<u>2018 Rights Offering</u>

On February 13, 2018, the Company completed the 2018 Rights Offering for 6,114,361 common shares at $0.57 per common share for gross proceeds of $3,485,186, and net proceeds of $3.4 million. Burcon issued to each shareholder one right (the "2018 Right") for each common share held by such shareholder. Every four 2018 Rights entitled the holder thereof to purchase one common share in the Company at a price of $0.57 per common share.

Subject to certain conditions, Mr. Allan Yap ("Mr. Yap"), the Company's Chairman and Chief Executive Officer, agreed to provide a standby guarantee (the "2018 Standby Commitment") to purchase such common shares that were available to be purchased, but not otherwise subscribed for, that would have resulted in a minimum of 4,728,397 common shares being issued under the 2018 Rights Offering. As more than 50% of the 2018 Rights Offering was subscribed, Mr. Yap was not required to fulfill his obligations under the 2018 Standby Commitment. As consideration for the 2018 Standby Commitment, Mr. Yap is entitled to receive share purchase warrants ("2018 Standby Warrants") to acquire up to 1,182,099 common shares at an exercise price of $0.69 per common share that would be exercisable up to February 13, 2020. In accordance with the policies of the TSX, the issuance of the 2018 Standby Warrants to Mr. Yap is subject to shareholder approval, which will be sought at Burcon's next AGM, expected to be held in September 2018. If the Company fails to obtain the requisite shareholder approvals, the Company will pay to Mr. Yap a cash fee in the aggregate of $53,904 as compensation for the 2018 Standby Commitment. The 2018 Standby Commitment Agreement gave rise to a financial asset and liability, which were initially recorded at fair value as a derivative asset and liability of $53,904, respectively, with the change in fair value to be recorded through profit and loss. As noted above, Mr. Yap was not required to fulfill his obligations under the 2018 Standby Commitment, and therefore the change in the fair value of the derivative asset of $53,904 has been recognized as a financing expense during fiscal 2018.

b) Contributed surplus

Contributed surplus comprises the value ascribed to expired warrants and options and forfeited vested options, previously categorized in either warrants or options, as applicable, within shareholders' equity. As a result of the expiry of the warrants issued to guarantors of the rights offering that completed on April 30, 2015, $281,989 was reclassified from warrants to contributed surplus during the three months ended June 30, 2017.

(Prepared in Canadian dollars)

c) Options

The Company has a stock option plan in which all directors, officers, employees and consultants of the Company and its subsidiary are eligible to participate.

At June 30, 2018, 3,595,549 (March 31, 2018 - 3,595,549) options to purchase common stock are outstanding from the stock option plan. These options, when vested under the terms of the plan, are exercisable at prices ranging between $0.69 and $9.60 per common share. An additional 798,604 (March 31, 2018 - 798,604) options may be granted in future years under this plan. Unless otherwise determined by the board of directors, the options have a term of 10 years from the date of grant. The vesting terms are determined at the discretion of the board of directors at the time of grant. All grants are recognized using graded vesting, with each vesting tranche being valued separately, and the fair value of each tranche recognized over its respective vesting period.

	Three months ended June 30, 2018		Year ended March 31, 2018	
	Number of options	**Weighted average exercise price $**	**Number of options**	**Weighted average exercise price $**
Outstanding - Beginning of period	3,595,549	4.32	3,341,359	4.81
Granted	-	-	452,000	0.69
Cancelled	-	-	(197,810)	4.30
Outstanding - End of period	3,595,549	4.32	3,595,549	4.32

The following table summarizes information about stock options outstanding and exercisable at June 30, 2018:

	Options outstanding			Options exercisable	
Range of exercise prices $	**Number outstanding at June 30, 2018**	**Weighted average remaining contractual life (years)**	**Weighted average exercise price $**	**Number exercisable at June 30, 2018**	**Weighted average exercise price $**
0.69	452,000	9.51	0.69	150,000	0.69
2.33 - 4.16	2,158,549	6.63	2.79	1,824,406	2.83
6.78 - 9.60	985,000	1.67	9.33	985,000	9.33
	3,595,549	5.63	4.32	2,959,406	4.89

(Prepared in Canadian dollars)

The fair value of each option is estimated as at the date of grant or other measurement date using the Black-Scholes option pricing model and the following weighted average assumptions:

	Three months ended June 30, 2018	**Year ended March 31, 2018**
Dividend yield	N/A	0%
Expected volatility	N/A	60.5%
Risk-free interest rate	N/A	2.0%
Expected forfeitures	N/A	8.4%
Expected average option term (years)	N/A	7.8

The expected volatility and expected forfeitures are based on historical volatility and forfeitures. The risk-free rate of return is the yield on a zero-coupon Canadian treasury bill of a term consistent with the expected average option term. The expected average option term is the average expected period to exercise, based on the historical activity patterns for each individually vesting tranche.

There were no options granted during the three months ended June 30, 2018. The weighted average fair value of the options granted during the year ended March 31, 2018 was $0.44 per option.

Included in research and development expenses (salaries and benefits) is $35,161 (2017 - $66,537) (note 6) of stock-based compensation and included in general and administrative expenses (salaries and benefits) is $32,534 (2017 - $59,755) (note 7) of stock-based compensation.

6. Research and development

	2018 **$**	**2017** **$**
Salaries and benefits	287,446	357,078
Laboratory operation	88,169	92,389
Amortization of property and equipment	30,871	36,683
Analyses and testing	21,845	14,196
Rent	21,734	22,197
Travel and meals	3,955	11,640
	454,020	534,183

(Prepared in Canadian dollars)

7. General and administrative

	2018 $	2017 $
Salaries and benefits	252,183	294,906
Office supplies and services	42,371	49,221
Transfer agent and filing fees	20,596	27,905
Investor relations	19,852	46,744
Other	19,764	20,028
Professional fees	19,107	43,983
Travel and meals	2,015	17,178
	375,888	499,965

8. Basic and diluted loss per share

The following table sets forth the computation of basic and diluted loss per share:

	2018 $	2017 $
Loss for the period, being loss attributable to common shareholders – basic and diluted	(1,075,983)	(1,426,279)
Weighted average common shares - basic and diluted	43,941,536	37,827,175
Basic and diluted loss per share	(0.02)	(0.04)

For the three months ended June 30, 2018 and 2017, the Company excluded all potential common share equivalents from the diluted loss per share calculation as they were anti-dilutive.

9. Related party transactions

The Company engaged a company that is controlled by PT International for the following related party transactions:

Included in general and administrative expenses (office supplies and services) for the three months ended June 30, 2018 is $18,752 (2017 - $20,044) for office space rental, services, and equipment rental.

(Prepared in Canadian dollars)

For the three months ended June 30, 2018, included in general and administrative expenses (management fees) is $120 (2017 - $454) for services provided to the Company. At June 30, 2018, $nil (March 31, 2018 - $20) of this amount is included in accounts payable and accrued liabilities. For the three months ended June 30, 2018, included in interest and other income is $3,119 (2017 - $3,363) for management services provided by the Company. At June 30, 2018, $517 (March 31, 2018 - $413), of this amount is included in amounts receivable.

Of the 388,011 2015 Standby Warrants that expired on April 30, 2017 (note 5(a)), 198,429 were issued to PT International.

10. Key management compensation

Key management includes the Company's CEO and COO. Remuneration of directors and key management personnel comprises:

	2018 $	2017 $
Short-term benefits	97,803	102,574
Option-based awards	10,154	18,921
	107,957	121,495

Short-term benefits comprise salaries, director fees and employment benefits.

Option-based awards represent the cost to the group of senior management and directors' participation in the incentive stock option plan, as measured by the fair value of instruments granted accounted for in accordance with IFRS 2, *Share-based Payment*. For details of these plans refer to note 5 to these condensed consolidated interim financial statements.

11. Financial instruments

Credit risk

The financial instruments that expose the Company to a concentration of credit risk are cash and cash equivalents and amounts receivable. The Company's cash and cash equivalents may comprise interest-bearing savings instruments with Canadian chartered banks. The Company limits its exposure to credit loss by placing its cash and cash equivalents with two Canadian chartered banks.

Interest rate risk

All of the Company's financial instruments are non-interest bearing except for cash and cash equivalents that earn interest at variable market rates, and the Note that bears interest at a fixed interest rate. Burcon's cash and cash equivalents are held at two Canadian chartered banks to maximize interest and to diversify risk. For the three months ended June 30, 2018, the weighted average interest rate earned on the Company's cash and cash equivalents was 1.60% per annum (2017 – 0.85% per annum). The impact of a 1% strengthening or weakening of interest rates on the Company's cash and cash equivalents at June 30, 2018 is estimated to be a $21,000 increase or decrease in interest income per year.

Liquidity risk

The Company manages liquidity risk through the management of its capital structure (note 12). It also manages liquidity risk by monitoring actual and forecasted cash flows taking into account current and planned operations. Refer also to Note 1. The Company's estimated minimum contractual undiscounted cash flow requirement for its financial liabilities at June 30, 2018 is $2,801,597, all of which is within the next 12 months. In addition, the Company may be required to pay $53,904 to Mr. Yap if shareholder approval is not received at the AGM that is expected to be held in September 2018 (note 5(a)).

Fair value

The fair value of the Company's short-term financial assets and financial liabilities, including cash and cash equivalents, amounts receivable and accounts payable and accrued liabilities approximates their carrying values due to the short-term maturities of these financial instruments.

The fair value of the conversion option and prepayment option related to the Note, as well as the fair value of the derivative liability related to the Standby Commitment, are level 3 fair values. The methods and assumptions used to determine the fair value are described in note 4 and 5(a).

The fair value of the Note approximates the carrying value as at June 30, 2018 given the risk-free rate and the credit spread of the Company have not changed substantially since the issue date of the Note.

(Prepared in Canadian dollars)

The carrying values and fair values of financial instruments, by class, are as follows as at June 30, 2018 and March 31, 2018:

As at June 30, 2018

	At fair value through profit or loss	Loans and receivables	Financial liabilities at amortized cost	Fair value
	$	$	$	$
Financial assets				
Cash and cash equivalents	-	2,128,198	-	2,128,198
Amounts receivable	-	145,751	-	145,751
Total	**-**	**2,273,949**	**-**	**2,273,949**
Financial liabilities				
Accounts payable and accrued liabilities	-	-	430,049	430,049
Convertible note	-	-	1,927,259	1,927,259
Accrued interest	-	-	371,548	371,548
Derivative liabilities	59,288	-	-	59,288
Total	**59,288**	**-**	**2,728,856**	**2,788,144**

As at March 31, 2018

	At fair value through profit or loss	Loans and receivables	Financial liabilities at amortized cost	Fair value
	$	$	$	$
Financial assets				
Cash and cash equivalents	-	3,420,865	-	3,420,865
Amounts receivable	-	154,289	-	154,289
Total	**-**	**3,575,154**	**-**	**3,575,154**
Financial liabilities				
Accounts payable and accrued liabilities	-	-	804,001	804,001
Convertible note	-	-	1,905,807	1,905,807
Accrued interest	-	-	324,871	324,871
Derivative liabilities	59,288	-	-	59,288
Total	**59,288**	**-**	**3,034,679**	**3,093,967**

Currency risk

The Company has not hedged its exposure to currency fluctuations. As at June 30, 2018 and March 31, 2018, the Company is exposed to currency risk through the following assets and liabilities denominated in U.S. dollars:

		June 30, 2018		March 31, 2018
U.S. Dollars				
Cash and cash equivalents	$	246,009	$	389,449
Amounts receivable		5,251		5,785
Accounts payable and accrued liabilities		(19,522)		(99,697)
Net exposure	$	231,738	$	295,537
Canadian dollar equivalent	$	305,152	$	381,065

Based on the above net exposure at June 30, 2018, a 10% appreciation or depreciation of the U.S. dollar against the Canadian dollar would have resulted in an increase/decrease of approximately $31,000 (March 31, 2018 - $38,000) in the Company's loss from operations.

12. Capital disclosures

The Company considers its capital to be its shareholders' equity.

The Company manages its capital structure to have sufficient resources available to meet day-to-day operating requirements, continue as a going concern and fund its research and development program. The Company is dependent on non-operating sources of cash, primarily from issuing equity, to fund its operations and research development programs. The Company monitors its capital and the expected cash flows required to achieve its business objectives to determine its future financing needs. It seeks additional capital when deemed appropriate, but there is no assurance that it will be able to secure the necessary capital when required. Refer also to note 1.

The Company is not subject to externally imposed capital requirements and there has been no change with respect to the overall capital risk management strategy during the three months ended June 30, 2018.