

Condensed Interim Consolidated Financial Statements

For the three months ended July 31, 2023 and 2022



Notice of No Auditor Review of Unaudited Condensed Interim Consolidated Financial Statements

The accompanying unaudited condensed interim consolidated financial statements of Zenith Capital Corp. (the "Company") as at July 31, 2023 and for the period then ended have been prepared by and are the responsibility of the Company's management. The Company's Audit Committee and Board of Directors have reviewed and approved these unaudited condensed interim consolidated financial statements. In accordance with National Instrument 51 – 102, the Company discloses that its auditors have not reviewed the accompanying unaudited condensed interim consolidated financial statements for the periods ended July 31, 2023 and 2022.



Condensed Interim Consolidated Statements of Financial Position

Ac at:

(unaudited)

Assets Current assets Superint assets Su	In thousands of US dollars	Notes	July 31, 2023	April 30, 2023
Current assets: \$ 102 \$ 29 Prepaid expenses and deposits 36 22 Investment tax credit receivable 99 236 Other assets 76 59 Clinical supplies 81 107 Due from Resverlogix Corp. 1,654 923 Total current assets 2,048 1,376 Non-current assets Froperty and equipment 64 95 Licensing costs 699 699 Intangible assets 912 1,001 Total assets 3,723 3,171 Total assets 2,453 2,067 Total assets 2,453 2,067 Total assets 2,453 2,067 Total assets 2,453 2,067 Total liabilities Current liabilities Current liabilities Total liabilities Unearmed licensing revenue 11,352 11,352 Total liabilities 11,352 <		110100	2020	
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Due from Resverlogix Corp. 1,654 923 Total current assets 2,048 1,376 Non-current assets: Property and equipment 64 95 Licensing costs 699 699 Interpretation on current assets 912 1,001 Total non-current assets 1,675 1,795 Total assets 3,723 3,171 Liabilities Current liabilities: Trade and other payables 5 4,390 3,966 Accrued interest 22 10 Debt 476 465 Financing rights 6 360 170 Total current liabilities: 7,701 6,678 Non-current liabilities: Unearmed licensing revenue 11,352 11,352 Total liabilities 19,053 18,030 Share holders' deficiency: Share capital 7 (a) 91,938 89,622 Contributed surplus 11,780 11,785 <	Clinical supplies		81	107
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Accrued interest 22 10 Debt 476 465 Financing rights 6 360 170 Total current liabilities 7,701 6,678 Non-current liabilities: Unearned licensing revenue 11,352 11,352 Total liabilities 19,053 18,030 Shareholders' deficiency: Share capital 7 (a) 91,938 89,622 Contributed surplus 11,780 11,735 Conversion option 14 14 Warrants 7 (e) 2,782 2,130 Deficit (121,844) (118,360)		5	•	
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Financing rights 6 360 170 Total current liabilities Unearned licensing revenue 11,352 11,352 11,352 Total liabilities 19,053 18,030 Share holders' deficiency: Share capital 7 (a) 91,938 89,622 Contributed surplus 11,780 11,735 Conversion option 14 14 Warrants 7 (e) 2,782 2,130 Deficit (121,844) (118,360)				
Total current liabilities 7,701 6,678 Non-current liabilities: Unearned licensing revenue Total liabilities 11,352 11,352 Total liabilities 19,053 18,030 Share holders' deficiency: Share capital 7 (a) 91,938 89,622 Contributed surplus 11,780 11,735 Conversion option 14 14 Warrants 7 (e) 2,782 2,130 Deficit (121,844) (118,360)		6		
Non-current liabilities: Unearned licensing revenue 11,352 11,352 Total liabilities 19,053 18,030 Shareholders' deficiency: Share capital 7 (a) 91,938 89,622 Contributed surplus 11,780 11,735 Conversion option 14 14 Warrants 7 (e) 2,782 2,130 Deficit (121,844) (118,360)				
Unearned licensing revenue 11,352 11,352 Total liabilities 19,053 18,030 Shareholders' deficiency: Share capital 7 (a) 91,938 89,622 Contributed surplus 11,780 11,735 Conversion option 14 14 Warrants 7 (e) 2,782 2,130 Deficit (121,844) (118,360)	Non-current liabilities:		•	<u> </u>
Total liabilities 19,053 18,030 Share holders' deficiency: Share capital 7 (a) 91,938 89,622 Contributed surplus 11,780 11,735 Conversion option 14 14 Warrants 7 (e) 2,782 2,130 Deficit (121,844) (118,360)			11.352	11.352
Shareholders' deficiency: Share capital 7 (a) 91,938 89,622 Contributed surplus 11,780 11,735 Conversion option 14 14 Warrants 7 (e) 2,782 2,130 Deficit (121,844) (118,360)				
Share capital 7 (a) 91,938 89,622 Contributed surplus 11,780 11,735 Conversion option 14 14 Warrants 7 (e) 2,782 2,130 Deficit (121,844) (118,360)				
Contributed surplus 11,780 11,735 Conversion option 14 14 Warrants 7 (e) 2,782 2,130 Deficit (121,844) (118,360)	Shareholders' deficiency:			
Conversion option 14 14 Warrants 7 (e) 2,782 2,130 Deficit (121,844) (118,360)	Share capital	7 (a)	91,938	89,622
Warrants 7 (e) 2,782 2,130 Deficit (121,844) (118,360)	Contributed surplus		11,780	11,735
Deficit (121,844) (118,360)	Conversion option		14	14
	Warrants	7 (e)	2,782	2,130
Total shareholders' deficiency (15.330) (14.859)				
	Total shareholders' deficiency		(15,330)	(14,859)
Total liabilities and shareholders' deficiency \$ 3,723 \$ 3,171	Total liabilities and shareholders' deficiency		\$ 3,723	\$ 3,171

Going concern (note 3)

Commitments (note 9)

Signed on behalf of the Board:

Signed: "Donald McCaffrey" Director

Signed: "Kenneth Zuerblis"

Director

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



Condensed Interim Consolidated Statements of Comprehensive Loss For the three months ended July 31

(unaudited)

In thousands of US dollars	Notes	2023	2022
Expenses:			
Research and development, net of recoveries	8	\$ 2,777	\$ 764
Investment tax credits		(16)	(22)
Net research and development		2,761	742
General and administrative	8	368	470
		3,129	1,212
Finance costs (income):			
Gain on change in fair value of financing rights		(3)	-
Gain on extinguishment of trade payables		(8)	-
Interest and accretion expense		118	43
Financing costs		146	-
Foreign exchange loss		96	6
Net finance costs		349	49
Loss before income taxes		3,478	1,261
Income taxes		6	5
Net loss and total comprehensive loss		\$ 3,484	\$ 1,266
Net loss per share (note 7 (e))			
Basic and diluted		\$ 0.02	\$ 0.01



Condensed Interim Consolidated Statements of Changes in Shareholders' Deficiency For the three months ended July 31 (unaudited)

In thousands of US dollars		Share Capital		ntributed Surplus		nversion Option	W	arrants		Deficit		Total ireholders' eficiency
Balance, April 30, 2022	\$	80,938	\$	9,652	\$	_	\$	811	\$	(105,240)	\$	(13,839)
Баганос, дртн 50, 2022	Ψ	00,000	Ψ	3,002	Ψ		Ψ	011	Ψ	(100,240)	Ψ	(10,000)
Common shares issued in connection with warrant exercises		421		-		-		(84)		-		337
Common shares issued in connection with anti-dilution rights		44		-		-		-		-		44
Warrants expiries		-		195		-		(195)		-		-
Share-based payment transactions		-		193		-		-		-		193
Net loss and total comprehensive loss		-		-		-		-		(1,266)		(1,266)
Balance, July 31, 2022	\$	81,403	\$	10,040	\$	-	\$	532	\$	(106,506)	\$	(14,531)
Balance, April 30, 2023	\$	89,622	\$	11,735	\$	14	\$	2,130	\$	(118,360)	\$	(14,859)
Common shares and warrants issued in connection with private placements		2,145		-		-		545		-		2,690
Common shares issued in connection with settlement of fees		105		-		-		-		-		105
Common shares issued in connection with warrant exercises		127		-		-		(27)		-		100
Warrants expiries		-		13		-		(13)		-		-
Warrants issued in connection with promissory notes		-		-		-		147		-		147
Common shares issued in connection with long term incentive plan		46		(42)		-		-		-		4
Share issue costs		(107)		-		-		-		-		(107)
Share-based payment transactions		-		74		-		-		-		74
Net loss and total comprehensive loss		-		-		-		-		(3,484)		(3,484)
Balance, July 31, 2023	\$	91,938	\$	11,780	\$	14	\$	2,782	\$	(121,844)	\$	(15,330)



Condensed Interim Consolidated Statements of Cash Flows For the three months ended July 31

(unaudited)

In thousands of US dollars	Notes	2023	2022
Cash provided by (used in):			
Cash flows used in operating activities:			
Net loss		\$ (3,484)	\$ (1,266)
Items not involving cash:	_		
Equity-settled share-based payment transactions	8	74	193
Depreciation and amortization	8	52	49
Impairment of intangible assets	8	115	-
Change in fair value of financing rights	6	(3)	-
Gain on extinguishment of payables		(8)	-
Interest and accretion expense		118	43
Income taxes		6	5
Financing costs	5	146	-
Changes in non-cash working capital:			
Prepaid expenses and deposits		(14)	(7)
Investment tax credit receivable		137	(23)
Other assets		(17)	2
Clinical supplies		26	69
Trade and other payables		523	61
Change in due to/from Resverlogix Corp.		(731)	150
		(3,060)	(724)
Interest received		1	-
Net cash used in operating activities		(3,059)	(724)
Cash flows provided by financing activities:			
Proceeds from private placements	7 (a)	2,883	_
Share issuance costs	r (a)	(2)	
Financing costs		(2)	(5)
Proceeds from exercise of warrants		100	337
Proceeds from promissory notes	5	530	457
Repayment of promissory notes	5	(191)	437
Interest paid on promissory notes	3		-
Changes in non-cash financing working capital		(25)	(20)
Net cash provided by financing activities		(82) 3,213	(38)
Net cash provided by financing activities		3,213	751
Cash flows used in investing activities:			
Intangible asset expenditures		(47)	(28)
Changes in non-cash investing working capital		(34)	12
Net cash used in investing activities		(81)	(16)
Increase in cash		73	11
Cash, beginning of period		 29	 8
Cash, end of period		\$ 102	\$ 19



For the three months ended July 31, 2023 and 2022

(unaudited)

(Tabular amounts in thousands of US dollars, except for number of shares)

1. General information

Zenith Capital Corp. is a company domiciled in Canada and was incorporated under the *Business Corporations Act* (Alberta) on April 10, 2013. On May 24, 2013, 1741273 Alberta Ltd. changed its name to Zenith Epigenetics Corp. On August 1, 2016, Zenith Epigenetics Corp. changed its name to Zenith Capital Corp. concurrent with an internal corporate reorganization. The reorganization resulted in the transfer of Zenith Capital Corp.'s principal operating assets to Zenith Epigenetics Ltd., a wholly-owned subsidiary, in exchange for additional common shares of Zenith Epigenetics Ltd. Zenith Capital Corp. retained its investment in the royalty preferred shares of Resverlogix Corp. ("Resverlogix"). Resverlogix and Zenith have several directors in common, and thus are considered related parties. As Zenith Capital Corp. owns all of the securities of Zenith Epigenetics Ltd., the reorganization did not result in a change in the ultimate beneficial ownership of the operating assets.

The consolidated financial statements comprise Zenith Capital Corp. and its wholly-owned subsidiaries, Zenith Epigenetics Ltd. and Zenith Epigenetics Inc. (together referred to as the "Company", "Zenith" or the "Group"). Zenith Capital Corp. and Zenith Epigenetics Ltd. are incorporated under the laws of Alberta. Zenith Epigenetics Inc. is incorporated under the laws of Delaware. The Company has offices located at Suite 300, 4820 Richard Road S.W., Calgary, Alberta, T3E 6L1, and at 535 Mission St, 14th Floor, San Francisco, 94105. The registered and records office is located at Suite 600, 815 - 8th Avenue S.W., Calgary, Alberta, T2P 3P2.

Zenith Capital Corp. is a biotechnology investment company. Zenith Epigenetics Ltd. is a clinical stage biotechnology company developing best in class bromodomain (BET) inhibitors for the treatment of cancer and other disorders with significant unmet medical need. Zenith's epigenetic platform of innovative biology and chemistry has generated differentiated, potent and selective BET inhibitors. Zenith's goal is to be a leading epigenetic company translating bromodomain biology into impactful therapies.

2. Background and basis of preparation

(a) Statement of compliance

These condensed interim consolidated financial statements have been prepared in accordance with IAS 34 – *Interim Financial Reporting*. These condensed interim consolidated financial statements were approved and authorized for issue by the Board of Directors on September 27, 2023.

(b) Basis of measurement

The condensed interim consolidated financial statements have been prepared on the historical cost basis except for financing rights which are measured at fair value each reporting period.

(c) Functional and presentation currency

The functional currency of all entities within the Group is the US dollar, which is also the presentation currency. All financial information presented in dollars has been rounded to the nearest thousand except for per share amounts.

(d) Use of estimates and judgment

The preparation of the condensed interim consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the amounts reported in these condensed interim consolidated financial statements and notes. Accordingly, actual results may differ from estimated amounts as future confirming events occur. Significant estimates and judgment used in the preparation of the condensed interim consolidated financial statements remain unchanged from those described in the Group's consolidated financial statements for the year ended April 30, 2023.

3. Going concern

The success of the Company is dependent on the continuation of its research and development activities, progressing its core technologies through clinical trials to commercialization and its ability to finance its cash requirements. It is not possible to predict the outcome of future research and development programs, the Company's ability to fund these programs in the future, or the commercialization of products by the Company.

The consolidated financial statements have been prepared pursuant to IFRS applicable to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they come due. The Company has incurred significant losses to date, and with no assumption of revenues (other than the unearned licensing revenue), is dependent on its ability to raise additional financial capital by continuing to demonstrate the successful progression of its research and development activities if it is to remain as a going concern.



For the three months ended July 31, 2023 and 2022

(unaudited)

(Tabular amounts in thousands of US dollars, except for number of shares)

3. Going concern (continued)

As at July 31, 2023, the Company had \$0.1 million of cash and was committed to pay \$2.5 million of trade and other payables, \$4.4 million of promissory notes, and \$0.5 million of debt. The Company is also committed to pay \$0.7 million for research and development commitments and an estimated \$1.0 million for National Cancer Institute funding (for studies to develop ZEN-3694) over the next twelve months as described further in Note 9. In addition, estimated expenditures over the next twelve months under cancellable agreements with contract research organizations conducting work related to the Company's clinical trials total approximately \$0.1 million.

The Company's cash as at July 31, 2023, in combination with the remainder of the \$10 million of expenditures to be made by Newsoara BioPharma Co., Ltd. ("Newsoara") (as described further under "Investment from Newsoara" in Note 7 (a)), is not sufficient to fund the Company's contractual commitments or the Company's planned business operations for the next year. The Company will therefore continue to pursue alternatives to raise additional capital including issuing additional equity and/or debt and/or from other sources such as partnering and/or licensing; however, there is no assurance that these initiatives will be successful. These conditions result in a material uncertainty which may cast significant doubt on the Company's ability to continue as a going concern. The Company will also require additional capital to fund its planned research, development and corporate activities beyond the next year.

These condensed interim consolidated financial statements do not include any adjustments to the amounts and classifications of assets and liabilities, and the reported expenses that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

4. Significant accounting policies

The condensed interim consolidated financial statements should be read in conjunction with the Company's annual consolidated financial statements for the year ended April 30, 2023 prepared in accordance with IFRS applicable to those annual consolidated financial statements. The same accounting policies, presentation and methods of computation have been followed in these condensed interim consolidated financial statements as were applied in the Company's consolidated financial statements for the year ended April 30, 2023.

Promissory notes

The following table summarizes the changes in promissory notes outstanding that are due to related parties.

	Liabilit	y amount
Outstanding, April 30, 2023	\$	3,966
Additions of promissory notes		530
Repayment of promissory notes		(191)
Revaluation of Canadian dollar denominated promissory notes		85
Outstanding, July 31, 2023	\$	4,390

As at July 31, 2023, promissory notes totaling \$4.4 million are due to three related party lenders. During the three months ended July 31, 2023, a relative of the Chief Executive Officer / Chairman of the Company lent an additional \$0.5 million (and was repaid \$0.1 million), and the Chief Executive Officer / Chairman of the Company was repaid CAD\$0.1 million. As at July 31, 2023:

- the Chief Executive Officer / Chairman of the Company the outstanding \$1.0 million (CAD\$1.4 million) promissory note bears interest at 5% per annum, is payable on demand and is secured by a security interest in all of the Company's assets;
- another director of the Company the outstanding \$0.3 million (CAD\$0.4 million) promissory note bears interest at 5% per annum, is payable on demand and is unsecured; and
- a relative of the Chief Executive Officer / Chairman of the Company the outstanding \$3.1 million (USD\$1.3 million and CAD\$2.3 million) promissory note bears interest at 11% per annum, is payable on demand and is secured by a security interest in all of the Company's assets.

In connection with the additional \$0.5 million advanced by a relative of the Chief Executive Officer / Chairman of the Company, the Company issued a total of 925,000 warrants during the three months ended July 31, 2023. Each warrant is exercisable at a price of \$0.75 per underlying common share for a period of five years from the respective grant dates. The combined fair value of the 925,000 warrants was determined to be \$0.1 million and was recognized as a financing cost during the three months ended July 31, 2023.



For the three months ended July 31, 2023 and 2022

(unaudited)

(Tabular amounts in thousands of US dollars, except for number of shares)

6. Financing rights

Anti-Dilution Rights and Additional Rights

The following table summarizes the changes in the Anti-Dilution Rights outstanding.

	Number of Rights	Liability	/ amount
Outstanding, April 30, 2023	3,354,305	\$	170
Granted Revaluation of financing rights liability	1,500,000		193 (3)
Outstanding, July 31, 2023	4,854,305	\$	360

Pursuant to the terms of certain private placements that the Company closed during the year ended April 30, 2023 and the period ended July 31, 2023 with anti-dilution rights attached, in the event that the Company completed an equity financing within the period of time prescribed by the applicable subscription agreement and the price per share was below \$0.75 or \$0.60, the price per share paid by the initial subscriber would be adjusted to the lower price per share and they would, accordingly, receive additional common shares for no additional consideration.

Furthermore, pursuant to the terms of certain private placements that the Company closed during the year ended April 30, 2023 and the period ended July 31, 2023 with additional rights attached, in the event that the Company completed an equity financing within a prescribed period of time of either one year or five years of the respective closing dates and the Company issues additional securities, contractual rights or other entitlements ("Additional Rights") to any of the subsequent subscribers, then the Company shall issue the Additional Rights to the initial subscribers that they would have been entitled to pursuant to the terms of the subsequent financing.

Valuation

The determination of the fair value of the anti-dilution rights required management to use judgement, including management's estimates of various probabilities of future equity offerings at various prices below \$0.60 per share within the respective prescribed timeframes. At the date the financing rights were granted, the Company recorded the anti-dilution rights as liabilities with off-setting reductions to the carrying amount of the common shares, with subsequent changes in fair value recognized in profit or loss. As at July 31, 2023, the fair value reflected management's estimate of various probabilities of future equity offerings at various prices at or below \$0.60 per share within the respective prescribed timeframes.



For the three months ended July 31, 2023 and 2022

(unaudited)

(Tabular amounts in thousands of US dollars, except for number of shares)

7. Shareholders' deficiency

(a) Common shares

(i) Authorized:

Unlimited number of common shares.

Unlimited number of preferred shares issuable in series with rights as determined by the Board of Directors at the time of issue.

(ii) Issued and Outstanding:

Common shares	Number of shares	Amount
Balance, April 30, 2023	148,499,462	\$ 89,622
Issued in connection with private placements	3,258,043	2,145
Issued in connection with settlement of fees	105,482	105
Issued in connection with warrant exercise	166,666	127
Issued in connection with long term incentive plan	189,716	46
Share issue costs	-	(107)
Balance, July 31, 2023	152,219,369	\$ 91,938

Investment from Newsoara

In November 2021, Zenith Epigenetics Ltd. entered into a licensing agreement with Newsoara for Zenith Epigenetics' lead compound, ZEN-3694, in Asia excluding Middle East and North Africa ("MENA"), India, and ten Eurasian countries (the "Asian Territories"). Under the terms of the agreement, Newsoara was granted the rights to develop, market, and distribute ZEN-3694 for all indications in the Asian Territories.

Concurrent with the execution of the licensing agreement, in November 2021, Newsoara entered into a subscription agreement to subscribe for 1.5 million units of Zenith at a price of \$1.00 per unit, and Newsoara also agreed to subscribe for an additional 10 million units of Zenith by way of completing ZEN-3694 development programs with a budget of \$10 million before December 31, 2023. Each unit shall be comprised of one common share and one-half of a common share purchase warrant. Each whole warrant shall be exercisable into one common share at \$1.00 on or before November 14, 2023 (a period of two years from the date of the subscription agreement). In July 2023, the Company issued 1,758,043 equity units to Newsoara for gross proceeds of \$1.8 million, which was recorded as research and development expenses in profit or loss. To date, the Company has issued a total of 7.7 million of the 10 million equity units to Newsoara for gross proceeds of \$7.7 million.

Settlement of Fees

During the three months ended July 31, 2023, in connection with the 1,758,043 equity units issued to Newsoara in connection with the November 2021 subscription agreement, the Company incurred commissions of \$0.1 million. These fees were settled with the issuance of 105,482 shares.

Private Placement

In June and July 2023, the Company issued 1,500,000 equity units pursuant to a private placement at a price of \$0.75 per unit for gross proceeds of \$1.1 million. Each equity unit consisted of one common share and two common share purchase warrants. Each warrant granted with the June and July 2023 private placement is exercisable at a price of \$0.75 per underlying common share for a period of five years from the closing of the private placement.

(b) Stock options

The Company's stock option plan has been approved as a rolling 10% plan that allows for reservation of a number of common shares under the plan equal to 10% of the Company's issued and outstanding common shares on an undiluted basis. Additionally, the plan is a reloading plan, which allows for the number of common shares reserved for issuance related to the options under the plan to automatically become eligible to be reallocated pursuant to stock option-based grants upon option expiry, cancellation or exercise. The Company may grant options to its directors, officers, employees and consultants. The majority of options vest over zero to three years and have a four to five year term. The stock options are settled by way of the issuance of equity instruments of the Company ("equity-settled").



For the three months ended July 31, 2023 and 2022

(unaudited)

(Tabular amounts in thousands of US dollars, except for number of shares)

7. Shareholders' deficiency (continued)

(b) Stock options (continued)

	Number of options	Weighted average exercise price (CAD)
Outstanding, April 30, 2023	3,875,900	\$ 0.94
Granted	300,000	0.36
Expired	(836,800)	0.64
Outstanding, July 31, 2023	3,339,100	\$ 0.96

The following table summarizes information about the stock options outstanding and exercisable at July 31, 2023.

Range of	Number	Weighted Average	Weighted Average		Number	
Exercise Prices (CAD)	Outstanding	Remaining Life (years)	Exercise Price (CAD)		Exercisable	
\$0.36 - \$0.58	866,100	3.81	\$	0.50	191,100	
\$0.97 - \$1.05	1,757,500	1.34		1.01	1,757,500	
\$1.38 - \$1.39	715,500	2.84		1.39	650,803	
	3,339,100	2.31	\$	0.96	2,599,403	

The number of stock options exercisable at July 31, 2023 was 2,599,403 (2022 – 3,892,708) with a weighted average exercise strike price of CAD\$1.08 (2022 – CAD\$0.88).

The fair value of each stock option granted is estimated as of the grant date using the Black-Scholes option pricing model. There were no stock options issued during the three months ended July 31, 2022. The following weighted average assumptions were used in arriving at the weighted average fair value of \$0.17 per stock option associated with stock options granted during the three months ended July 31, 2023:

	2023
Risk-free interest rate	3.2%
Expected life	4.3 years
Expected volatility	106%
Share value at grant date	CAD\$0.31
Expected dividends	Nil

(c) Restricted stock units

The Company's long-term incentive plan allows for the reservation of a number of common shares not to exceed 10% of the Company's issued and outstanding common shares on an undiluted basis less the number of common shares reserved under the Company's stock option plan. The Company may grant restricted stock units ("RSUs") to directors, officers, employees, and consultants. The majority of RSUs fully vest over zero to three years.

There were no RSUs granted in the three months ended July 31, 2022. During the three months ended July 31, 2023, the Company granted 60,000 RSUs. The weighted average fair value of the RSUs granted in the three months ended July 31, 2023 was \$0.26 per RSU. The Company estimates the fair value of RSUs based on the estimated fair value of the underlying stock on the date of grant. Director's fees are currently paid by way of the issuance of RSUs in lieu of payment in cash.

	Number of	Weighted average
	restricted stock units	grant date fair value (USD)
Outstanding, April 30, 2022	9,339,107	\$ 0.61
Granted	60,000	0.26
Exercised	(189,716)	0.24
Cancelled	(12,800)	1.02
Outstanding, July 31, 2023	9,196,591	\$ 0.62



For the three months ended July 31, 2023 and 2022

(unaudited)

(Tabular amounts in thousands of US dollars, except for number of shares)

7. Shareholders' deficiency (continued)

(d) Equity-classified warrants

In connection with the July 2023 closing of a further \$1.8 million of the November 2021 private placement with Newsoara, the Company issued 879,022 warrants. Each warrant is exercisable at a price of \$1.00 per underlying common share until November 2023 (two years from the date of the subscription agreement).

In connection with the June and July 2023 private placement, the Company issued 3,000,000 warrants. Each warrant granted with the June and July 2023 private placement is exercisable at a price of \$0.75 per underlying common share for a period of five years from the closing of the private placement. Due to the equity classification, the warrants issued in the current period will not be revalued each reporting period.

The following table summarizes the changes in equity classified warrants outstanding.

	Number of	Weighted avera	age	Equity	
	warrants	exercise price (US	3D)	amount	
Outstanding, April 30, 2023	13,726,725	\$ 0.	77	2,130	
Issued in connection with private placements	3,879,022	0.8	31	545	
Issued in connection with promissory notes	925,000	0.	75	146	
Exercise of warrants	(166,666)	0.0	60	(27)	
Expiry of warrants	(33,167)	2.0	00	(13)	
Outstanding, July 31, 2023	18,330,914	\$ 0.	77 \$	2,781	

There were no warrants issued during the three months ended July 31, 2022. The weighted average fair value of the warrants issued during the three months ended July 31, 2023 was \$0.14 per warrant, using the Black-Scholes option pricing model with the following weighted average assumptions:

	2023
Risk-free interest rate	3.9%
Expected life	4.1 years
Expected volatility	112%
Share value at grant date	USD\$0.25

The following table summarizes information about the equity-classified warrants outstanding and exercisable at July 31, 2023.

	Number	Weighted Average Remaining Life (years)	Weighted Average Exercise Price (USD)	
Exercise Price (USD)	Outstanding			
\$0.60	6,577,969	4.63	\$ 0.60	
\$0.75	6,575,000	4.68	0.75	
\$1.00	4,979,445	0.50	1.00	
\$1.50	171,500	2.58	1.50	
\$2.00	27,000	0.03	2.00	
	18,330,914	3.50	\$ 0.77	

(e) Per share amounts

The basic and diluted loss per share have been calculated based on the weighted average shares outstanding:

	2023	2022
Weighted average common shares outstanding - basic and diluted	149,223,555	136,940,889

The effect of any potential exercise of warrants, stock options and restricted stock units outstanding is excluded from the calculation of diluted loss per share in periods where the effect would be anti-dilutive.



For the three months ended July 31, 2023 and 2022

(unaudited)

(Tabular amounts in thousands of US dollars, except for number of shares)

8. Expenses by nature

Presentation of expenses is based on the function of each expense. The following details provides a breakdown of the components of the research and development and general and administrative expenses classified by nature.

	2023	2022
Research and development expenses:		
Operating expenses	\$ 2,319	\$ 313
Personnel costs (short-term employee benefits)	270	314
Share-based payment transaction costs	26	92
Amortization and depreciation	47	45
Impairment of intangible assets	115	-
Total research and development expenses	\$ 2,777	\$ 764
General and administrative expenses:		
General expenses	\$ 173	\$ 225
Personnel costs (short-term employee benefits)	142	140
Share-based payment transaction costs	48	101
Amortization and depreciation	5	4
Total general and administrative expenses	\$ 368	\$ 470

During the three months ended July 31, 2023, the Company made the determination that it no longer intended to perform further research or commercialize the technology relating to certain intangible assets, thus a \$0.1 million impairment of intangible assets was recognized.

9. Commitments

As at July 31, 2023, the Group is party to cancellable agreements with contract research organizations conducting work related to its clinical trials. Corresponding estimated aggregate expenditures over the next twelve months total approximately \$0.1 million (April 30, 2023 – \$0.1 million).

As at July 31, 2023, the Group is committed to expenditures over the next twelve months of \$0.7 million (April 30, 2023 – \$0.6 million), pursuant to various research and development contracts.

The Group is also party to a Cooperative Research and Development Agreement ("CRADA") with the National Cancer Institute (part of the U.S Department of Health and Human Services) to develop ZEN-3694, the Group's lead compound, for multiple oncology indications. As at July 31, 2023, the Group is committed to provide additional funding totaling up to an estimated \$1.8 million, anticipated over the next three years, including up to an estimated \$1.0 million over the next twelve months.

Zenith agreed to pay Resverlogix for its proportionate share of rental payments and operating costs (for a laboratory and offices that Resverlogix shares with Zenith) of an estimated \$0.1 million and \$0.1 million, respectively, for the next twelve months.