Financial Statements of

POCML 4 INC.

(a Capital Pool Corporation)

Condensed Interim Financial Statements
(Unaudited – prepared in Canadian Dollars)
For the Three Months and Six Months Ended March 31, 2018

Notice of No Auditor Review of Condensed 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 condensed interim financial statements, they must be accompanied by a notice indicating that the interim financial statements have not been reviewed by an auditor. The accompanying unaudited condensed interim financial statements of the Company have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these condensed interim 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.

POCML 4 INC.

Condensed Interim Balance Sheet
(Unaudited - in Canadian Dollars)
As at March 31, 2018

		Mar 31, 2018		Sept 30, 2017 (Audited)
Assets				
Current				
Cash and cash equivalents	**$**	**520,484**	$	400,000
Taxes receivable	**$**	**5,003**	$	--
	$	**525,487**	$	400,000
Liabilities				
Current				
Accounts payable and accruals	**$**	**13,116**	$	--
Shareholders' Equity				
Share capital (note 3)	**$**	**538,538**	$	400,000
Deficit	**$**	**(230,208)**	**$**	--
	$	**512,371**	$	400,000
	$	**525,487**	$	400,000

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

Approved on Behalf of the Board:

"David D'Onofrio" (signed)
David D'Onofrio
Director

"Adam Parsons" (signed)
Adam Parsons
Director

POCML 4 INC.

Condensed Interim Statement of Loss and Comprehensive Loss and Deficit
(Unaudited - in Canadian Dollars)
For the Three Months and Six Months Ended March 31, 2018

Expenses:

	Three Months Ended March 31, 2018	Six Months Ended March 31, 2018
Operating, general & administrative	$ 11,679	$ 28,265
Professional fees	$ 17,179	$ 22,529
Stock based compensation	$ 179,414	$ 179,414
Loss for the period & total comprehensive loss	$ 208,272	$ 230,208

Net loss per common share		
Basic and diluted	0.18	0.40

Weighted average number of common shares outstanding		
Basic and diluted	1,152,174	582,418

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

POCML 4 INC.

Condensed Interim Statement of Changes in Equity
(Unaudited - in Canadian Dollars)
For the Six Months Ended March 31, 2018

	Share Capital	Contributed Surplus	Deficit	Total Equity
Balance, September 30, 2017	400,000		--	400,000
Private placements	200,000			200,000
Fair value of agent options		24,627		24,627
Stock based compensation		179,414		179,414
Share Issuance cost	(61,462)			(61,462)
Loss for the period	--		(230,208)	(230,208)
Balance, March 31, 2018	$ 538,538	$ 204,041	$ (230,208)	$ 512,371

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

POCML 4 INC.

Condensed Interim Statement of Cash Flows
(Unaudited - in Canadian Dollars)
For the Six months ended March 31, 2017

Cash flows used in operating activities:	
Loss for the period	(230,208)
Items not involving cash	
Stock based compensation	179,414
Changes in non-cash working capital items:	
Accounts receivable	(5,003)
Accounts payable and accrued liabilities	13,115
Financing activities	
Net proceeds from private placement	163,166
Increase in cash during the period	120,484
Cash, beginning of period	400,000
Cash, end of period	520,484

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

1. Incorporation and nature of business:

The Corporation was incorporated under the Ontario Business Corporation Act on January 23, 2017 and is classified as a Capital Pool Corporation as defined in the Policy 2.4 of the TSX Venture Exchange (the "Exchange"). The Corporation's continuing operations, as intended, are dependent on its ability to secure equity financing with which it intends to identify and evaluate potential acquisitions of businesses, and once identified and evaluated, to negotiate an acquisition thereof or participation therein subject to receipt of regulatory and, if required, shareholders' approval.

The Corporation's continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition or business, or an interest therein. Such an acquisition will be subject to the approval of the regulatory authorities concerned and, in the case of a non-arm's-length transaction, of the majority of the minority shareholders. The condensed interim statements of income and retained earnings have not been prepared since the Corporation has not started its business operations as of the date of the balance sheet.

The head office and the registered head office of the Corporation is located at 130 King Street West, Suite 2210, Toronto, Ontario M5X 1E4.

On May 31, 2018 the Board of Directors approved the condensed interim financial statements for the three months ended March 30, 2018.

2. Significant accounting policies:

(a) Statement of Compliance:

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting, as issued by the International Accounting Standards Board. Accordingly, these unaudited condensed interim financial statements do not include all of the information and footnotes required by International Financial Reporting Standards ("IFRS") for complete financial statements for year-end reporting purposes. Results for the period ended December 31, are not necessarily indicative of future results. The accounting policies applied by the Corporation in these unaudited condensed interim financial statements are the same as those applied by the Corporation in its September 30, 2017 audited financial statements

(b) Basis of presentation:

The financial statements are presented in Canadian dollars ("CAD"), which is the Corporation's functional and presentation currency. The financial statements are prepared on a historical cost basis except for certain financial instruments classified as fair value through profit or loss ("FVPTL"), which are stated at their fair value. The accounting policies have been applied consistently throughout the entire period presented in these financial statements.

2. Significant accounting policies (continued):

In the opinion of management, all adjustments (including normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the interim period are not necessarily indicative of the results that may be expected for the full fiscal year ending September 30, 2018.

(c) Loss per share

Basic earnings (loss) per common share is determined by dividing loss attributable to common shareholders by the weighted average number of common shares outstanding during the period, excluding shares in escrow. Diluted loss per common share is calculated in accordance with the treasury stock method and is based on the weighted average number of common shares and dilutive common share equivalents outstanding. 10,000,000 common shares were excluded from the calculation as they were contingently issuable and all conditions necessary for their issuance have not been satisfied (note 3).

(d) Financial Instruments:

All financial instruments are recorded initially at fair value. In subsequent periods, all financial instruments are measured based on the classification adopted for the financial instrument: held to maturity, loans and receivables, fair value through profit or loss (“FVTPL”), available for sale, FVTPL liabilities or other liabilities.

FVTPL assets and liabilities are subsequently measured at fair value with the change in the fair value recognized in net income (loss) during the period.

Held to maturity assets, loans and receivables, and other liabilities are subsequently measured at amortized cost using the effective interest rate method.

Available for sale assets are subsequently measured at fair value with the changes in fair value recorded in other comprehensive income (loss), except for equity instruments without a quoted market price in an active market and whose fair value cannot be reliably measured, which are measured at cost.

The Corporation has classified its financial instruments as follows:

Financial Instrument	Classification
Cash	FVTPL
Taxes Receivable	Loans and Receivables
Accounts Payable and Accrued Liabilities	Other Financial Liabilities

The Corporation's financial instruments measured at fair value on the statements of financial position consist of cash, amounts receivable and accrued liabilities. Cash is measured at level 1 of the fair value hierarchy. There are three levels of the fair value hierarchy as follows:

Level 1: Values based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities.

2. Significant accounting policies (continued):

Level 2: Values based on quoted prices in markets that are not active or model inputs that are observable either directly of indirectly for substantially the full term of the asset or liability.

Level 3: Values based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement.

(e) Stock-based compensation:

The Corporation accounts for all stock-based compensation awarded to directors and officers and non-employees using the fair value method. Under this method, cost is measured at the grant date at fair value using the Black-Scholes option pricing model that takes into account the exercise price, the expected life of the option, the current price of the underlying stock, the expected volatility, the expected dividends and the risk-free interest rate for the expected term of the option. The compensation cost will be expensed in the statement of operations over the service period, that is the vesting period for directors and officers and over the performance period for awards provided to non-employees in exchange for goods and services. On the exercise of the stock options, the proceeds received by the Company, together with the respective amount from reserves, are credited to share capital.

(f) Deferred financing costs:

Deferred financing costs relate to expenditures incurred in connection with the Corporation's initial public share offering (note 6) and will be charged against share capital upon issuance of the shares or expensed if the offering is not completed.

(g) Income taxes:

Income tax expense consists of current and deferred tax expense. Current and deferred tax are recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income.

Current tax is recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the income tax rates enacted or substantively enacted at the end of the reporting period and includes any adjustment to taxes payable in respect of previous years.

Deferred tax is recognized on any temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable earnings. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized and the liability is settled. The effect of a change in the enacted or substantively enacted tax rates is recognized in net earnings and comprehensive income or in equity depending on the item to which the adjustment relates.

Deferred tax assets are recognized to the extent future recovery is probable. At each reporting period end, deferred tax assets are reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

2. Significant accounting policies (continued):

(a) Measurement uncertainty:

The preparation of financial statements in conformity with IFRS accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates used in the financial statements.

(b) Functional currency:

The financial statement is presented in Canadian dollars, which is the Corporation's functional and presentation currency.

(c) Financial Instruments

IFRS 9 – Financial Instruments: classification and measurement

The IASB issued IFRS 9, Financial Instruments, which will replace IAS 39, Financial Instrument: Recognition and Measurements, on November 12, 2009. The new standard provides guidance on the classification and measurement of financial asset and financial liabilities. In November 2013, the IASB amended IFRS 9, IAS 39 and IFRS 7, Financial Instruments: Disclosures, to include the new hedge accounting requirements. The new amendments came into effect January 1, 2018.

3. Share capital:

(a) Authorized
Unlimited number of common shares
Unlimited number of special shares

(b) Issued

(i) On September 15, 2017 the Corporation issued 8,000,000 common shares at $0.05 per share for total proceeds of $400,000.

The issued and outstanding common shares will be held in escrow pursuant to the requirements of the Exchange to be released as to 10% thereof on the completion of the Corporation's Qualifying Transaction, as defined in the policies of the Exchange, and as to 15% thereof on each of the 6th, 12th, 18th, 24th, 30th and 36th months following the initial release.

All common shares acquired on exercise of stock options granted to directors and officers prior to the completion of a Qualifying Transaction, must also be deposited in escrow until the final exchange bulletin is issued.

All common shares of the Corporation acquired in the secondary market prior to the completion of a Qualifying Transaction by a Control Person, as defined in the policies of the Exchange, are required to be deposited in escrow. Subject to certain permitted exemptions,

all securities of the Corporation held by principals of the resulting issuer will also be escrowed.
(ii) On February 6, 2018, the Corporation completed an initial public offering of 2,000,000 common shares at $0.10 per share for gross proceeds of $200,000 pursuant to a prospectus dated November 14, 2017. The Corporation paid to the agent; cash commission of $14,000, representing 7% of the aggregate gross proceeds of the offering as compensation for acting as agent, a corporate finance fee of $10,000, and other expenses of $12,335. The Corporation also issued 140,000 agent options to the agent valued at $24,626 using the Black-Scholes pricing model. Each agent option entitles the holders to purchase the common shares at a price of $0.10 per common share until February 9, 2020.

(iii) The Corporation granted an aggregate of 1,000,000 options to purchase common shares, exercisable at a price of $0.10 per shares for five years from the date of grant valued at $ 179,414 using the Black-Scholes pricing model.

4. Contingency:

There is no assurance that the Corporation will identify a business or asset that warrants acquisition or participation within the time limitations permissible under the policies of the Exchange, at which time the Exchange may suspend or de-list the Corporation’s shares from trading.

5. Financial Risk Management Objectives and Policies:

(a) Capital Management:

The Corporation's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Corporation includes equity, comprised of issued common shares, in the definition of capital.

The Corporation's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Corporation may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or $210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Corporation. These restrictions apply until completion of a Qualifying Transaction by the Corporation as defined under the Exchange policy 2.4.

(b) Risk Disclosures and Fair Values:

The Corporation's financial instruments, consisting of share subscription receivable approximates fair value due to the relatively short term maturities of the instrument. It is management’s opinion that the Corporation is not exposed to significant interest, currency or credit risks arising from these financial instruments.

6. Subsequent events:

Qualifying Transaction & Concurrent Financing:

The Company has entered into a binding letter agreement ("LOI") with MediPharm Labs Inc. ("MediPharm") which outlines the general terms and conditions of a proposed transaction (the "Transaction") pursuant to which POCML 4 will enter into a business combination with MediPharm. The LOI was negotiated at arm's length and is effective as of May 15, 2018.

Prior to completion of the Transaction, POCML 4 proposes to effect a consolidation (the "Consolidation") of the issued and outstanding common shares on the basis of one new common share for every two old common shares issued and outstanding.

Prior to the completion of the Transaction, MediPharm will complete a brokered private placement co-led by Canaccord Genuity Corp. and PowerOne Capital Markets Ltd. of up to approximately 1,391,955 units ("Units") (or up to 1,600,749 Units if an over-allotment option is exercised) at a price of $10.778 per Unit for aggregate gross proceeds of up to approximately $15,002,500 (assuming no exercise of the over-allotment option).

The net proceeds from the offering will be used to expand MediPharm's business and for general corporate purposes.

The Transaction is subject to various conditions.

Further details about the proposed Transaction can be found in the POCML 4 press release dated May 15, 2018 available on SEDAR at www.sedar.com.