

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) Securities Exchange Act of 1934 for the Quarterly Period Ended June 30, 2016

-OR-

Transition Report Pursuant to Section 13 or 15(d) of the Securities And Exchange Act of 1934 for the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: **000-54717**

**BIONIK LABORATORIES CORP.**  
(Exact name of Registrant in its charter)

**Delaware**

(State or Other Jurisdiction of  
Incorporation or Organization)

**27-1340346**

(I.R.S. Employer Identification Number)

**483 Bay Street, N105  
Toronto, Ontario**

(Address of Principal Executive Offices)

**M5G 2C9**

(Zip Code)

Registrant's Telephone Number, Including Area Code: **(416) 640-7887**

Indicate by check mark whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerate filer, or a small reporting company as defined by Rule 12b-2 of the Exchange Act):

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. As of August 10, 2016, 35,052,384 shares of Common Stock, par value \$0.001 per share.

**BIONIK LABORATORIES CORP.**  
**FORM 10-Q**  
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**BIONIK LABORATORIES CORP.**

**UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

**June 30, 2016 and 2015**

**(Amounts expressed in US Dollars)  
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**Bionik Laboratories Corp.**  
**Condensed Consolidated Interim Balance Sheets**  
(Amounts expressed in US Dollars)

|   | As at<br>June 30, 2016<br>(Unaudited)<br>\$ | As at<br>March 31, 2016<br>(Audited)<br>\$ |
|---|---|--|
| <b>Assets</b>   |   |  |
| <b>Current</b>  |   |  |
| Cash and cash equivalents   | 2,749,953                                   | 5,381,757                                  |
| Accounts receivable   | 120,360                                     | -  |
| Prepaid expenses and other receivables (Note 4)   | 188,430                                     | 231,733                                    |
| Inventories (Note 5)  | 260,259                                     | -  |
| Due from related parties (Note 8)(a)  | 41,623                                      | 41,445                                     |
| Short term advances   | -   | 125,153                                    |
| Loan receivable   | -   | 379,908                                    |
| <b>Total Current Assets</b>   | <b>3,360,625</b>                            | <b>6,159,996</b>                           |
| Equipment (Note 6)  | 126,336                                     | 76,750                                     |
| Intangible Assets and Goodwill (Note 3)   | 27,888,979                                  | -  |
| <b>Total Assets</b>   | <b>31,375,940</b>                           | <b>6,236,746</b>                           |
| <b>Liabilities and Shareholders' Deficiency</b>   |   |  |
| <b>Current</b>  |   |  |
| Current portion of Lease Payable (Note 6)   | 4,603                                       | -  |
| Accounts Payable (Notes 8(b) and 13)  | 377,045                                     | 320,871                                    |
| Accrued liabilities   | 848,281                                     | 515,979                                    |
| Promissory Notes payable (Note 7)   | 221,699                                     | -  |
| Customer Deposits   | 86,487                                      | -  |
| Warrant Derivative Liability (Note 11)  | 5,527,049                                   | 5,135,990                                  |
|   | 7,065,164                                   | 5,972,840                                  |
| Demand Notes payable (Note 7)   | 328,840                                     | -  |
| Lease Payable (Note 6)  | 18,032                                      | -  |
| <b>Total Liabilities</b>  | <b>7,412,036</b>                            | <b>5,972,840</b>                           |
| <b>Shareholders' Equity</b>   |   |  |
| Preferred Stock, par value \$0.001; Authorized 10,000,000 Special Voting Preferred Stock, par value \$0.001; Authorized - 1; Issued and outstanding - 1 (March 31, 2016 - 1)  | -   | -  |
| Common Shares, par value \$0.001; Authorized - 150,000,000 (March 31, 2016 - 150,000,000); Issued and outstanding - 35,052,384 and 50,000,000 Exchangeable Shares (March 31, 2016 - 22,591,292 and 50,000,000 Exchangeable Shares) (Note 9) | 85,052                                      | 72,591                                     |
| Shares to be issued   | 11,083,954                                  | -  |
| Additional paid in capital  | 26,727,501                                  | 11,801,146                                 |
| Deficit   | (13,974,752)                                | (11,651,980)                               |
| Accumulated other comprehensive income  | 42,149                                      | 42,149                                     |
| <b>Total Shareholders' Equity</b>   | <b>23,963,904</b>                           | <b>263,906</b>                             |
| <b>Total Liabilities and Shareholders' Equity</b>   | <b>31,375,940</b>                           | <b>6,236,746</b>                           |
| Commitments and Contingencies (Note 14)   |   |  |
| Subsequent Events (Note 16)   |   |  |

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

**Bionik Laboratories Corp.****Condensed Consolidated Interim Statements of Operations and Comprehensive Loss****For the three month periods ended June 30, 2016 and 2015 (unaudited)**

(Amounts expressed in U.S. Dollars)

|   | <b>Three months<br/>ended<br/>June 30, 2016</b> | <b>Three months<br/>ended<br/>June 30, 2015</b> |
|---|---|---|
|   | \$  | \$  |
| Sales   | 164,191   | -   |
| Cost of Sales   | 58,875  | -   |
| Gross Margin  | 105,316   | -   |
| <b>Operating expenses</b>   |   |   |
| Sales and marketing   | 82,198  | -   |
| Research and development  | 417,790   | 609,823   |
| General and administrative  | 1,303,614                                       | 510,229   |
| Share-based compensation expense (Notes 9(v) and 10)              | 219,248   | 1,297,558                                       |
| Depreciation (Note 6)   | 10,163  | 17,002  |
| Total operating expenses  | 2,033,013                                       | 2,434,612                                       |
| <b>Other expenses (income)</b>                                    |   |   |
| Interest expense (Note 7)   | 15,234  | 9,963   |
| Other income  | (11,218)  | (25,208)  |
| Change in fair value of warrant derivative liability (Note 11)    | 391,059   | (917,749)                                       |
| Total other expenses (income)                                     | 395,075   | (932,994)                                       |
| <b>Net loss and comprehensive loss for the period</b>             | <b>(2,322,772)</b>                              | <b>(1,501,618)</b>                              |
| Loss per share - basic and diluted                                | \$ (0.03)                                       | (0.02)  |
| Weighted average number of shares outstanding – basic and diluted | 82,050,549                                      | 68,765,736                                      |

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

**Bionik Laboratories Corp.**  
**Condensed Consolidated Interim Statements of Changes in Shareholders' Equity (Deficiency)**  
**For the three month periods ended June 30, 2016 and 2015 (unaudited)**  
(Amounts expressed in US Dollars)

|   | Special voting preferred shares |          | Common shares     |               | Additional Paid In Capital | Shares to be Issued |                   | Deficit             | Accumulated Other Comprehensive Income | Total              |
|---|---------------------------------|----------|-------------------|---------------|----------------------------|---------------------|-------------------|---------------------|--|--------------------|
|   | Shares                          | Amount   | Shares            | Amount        |                            | Shares              | Amount            |                     |  |                    |
|   |                                 | \$       |                   | \$            | \$                         |                     | \$                | \$                  | \$                                     | \$                 |
| <b>Balance, March 31, 2015</b>                                      | <b>1</b>                        | <b>-</b> | <b>65,839,563</b> | <b>65,840</b> | <b>10,081,394</b>          | <b>-</b>            | <b>-</b>          | <b>(12,688,128)</b> | <b>42,149</b>                          | <b>(2,498,745)</b> |
| Shares issued on private placement (Notes 9(i) to (iii))            | -                               | -        | 6,568,750         | 6,568         | (6,568)                    | -                   | -                 | -                   | -                                      | -                  |
| Share compensation expense  | -                               | -        | -                 | -             | 1,297,558                  | -                   | -                 | -                   | -                                      | 1,297,558          |
| Net loss for the period   | -                               | -        | -                 | -             | -                          | -                   | -                 | (1,501,618)         | -                                      | (1,501,618)        |
| <b>Balance, June 30, 2015</b>                                       | <b>1</b>                        | <b>-</b> | <b>72,408,313</b> | <b>72,408</b> | <b>11,372,384</b>          | <b>-</b>            | <b>-</b>          | <b>(14,189,746)</b> | <b>42,149</b>                          | <b>(2,702,805)</b> |
| Shares issued for services  | -                               | -        | 117,471           | 117           | 169,583                    | -                   | -                 | -                   | -                                      | 169,700            |
| Cashless exercise of warrants                                       | -                               | -        | 45,508            | 46            | 60,920                     | -                   | -                 | -                   | -                                      | 60,966             |
| Share compensation expense  | -                               | -        | 20,000            | 20            | 198,259                    | -                   | -                 | -                   | -                                      | 198,279            |
| Net income for the period   | -                               | -        | -                 | -             | -                          | -                   | -                 | 2,537,766           | -                                      | 2,537,766          |
| <b>Balance, March 31, 2016</b>                                      | <b>1</b>                        | <b>-</b> | <b>72,591,292</b> | <b>72,591</b> | <b>11,801,146</b>          | <b>-</b>            | <b>-</b>          | <b>(11,651,980)</b> | <b>42,149</b>                          | <b>263,906</b>     |
| Shares issued on Acquisition (Note 3)                               | -                               | -        | 12,339,843        | 12,340        | 12,080,706                 | 11,310,157          | 11,083,954        | -                   | -                                      | 23,177,000         |
| Stock compensation expense – vested options on Acquisition (Note 3) | -                               | -        | -                 | -             | 2,582,890                  | -                   | -                 | -                   | -                                      | 2,582,890          |
| Cashless exercise of warrants                                       | -                               | -        | 51,249            | 51            | 43,511                     | -                   | -                 | -                   | -                                      | 43,562             |
| Shares issued for services (Note 9(v))                              | -                               | -        | 70,000            | 70            | 59,430                     | -                   | -                 | -                   | -                                      | 59,500             |
| Share compensation expense (Note 10)                                | -                               | -        | -                 | -             | 159,818                    | -                   | -                 | -                   | -                                      | 159,818            |
| Net loss for the period   | -                               | -        | -                 | -             | -                          | -                   | -                 | (2,322,772)         | -                                      | (2,322,772)        |
| <b>Balance, June 30, 2016</b>                                       | <b>1</b>                        | <b>-</b> | <b>85,052,384</b> | <b>85,052</b> | <b>26,727,501</b>          | <b>11,310,157</b>   | <b>11,083,954</b> | <b>(13,974,752)</b> | <b>42,149</b>                          | <b>22,963,904</b>  |

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

**Bionik Laboratories Corp.**  
**Condensed Consolidated Interim Statements of Cash Flows**  
**for the three month periods ended June 30, 2016 and 2015 (unaudited)**  
(Amounts expressed in U.S. Dollars)

|   | <b>Three months ended<br/>June 30, 2016</b> | <b>Three months ended<br/>June 30, 2015</b> |
|---|---|---|
|   | \$  | \$  |
| <b>Operating activities</b>   |   |   |
| Net loss for the period   | (2,322,772)                                 | (1,501,618)                                 |
| Adjustment for items not affecting cash                             |   |   |
| Depreciation  | 10,163                                      | 17,002                                      |
| Interest expense  | 15,234                                      | -   |
| Share based compensation expense                                    | 159,818                                     | 1,297,558                                   |
| Shares issued for services  | 59,500                                      | -   |
| Change in fair value of warrant derivative liability                | 391,059                                     | (917,749)                                   |
|   | <u>(1,686,998)</u>                          | <u>(1,104,807)</u>                          |
| Changes in non-cash working capital items                           |   |   |
| Accounts receivable   | (113,870)                                   | -   |
| Prepaid expenses and other receivables                              | 60,142                                      | (5,934)                                     |
| Due from related parties  | (178)                                       | (671)                                       |
| Inventories   | (71,380)                                    | -   |
| Accounts payable  | (703,526)                                   | (11,705)                                    |
| Accrued liabilities   | (382,629)                                   | (299,676)                                   |
| <b>Net cash used in operating activities</b>                        | <u>(2,898,439)</u>                          | <u>(1,422,793)</u>                          |
| <b>Investing activities</b>   |   |   |
| Acquisition of equipment  | -   | (30,917)                                    |
| Provision of a loan receivable                                      | -   | (150,000)                                   |
| <b>Net cash used in investing activities</b>                        | <u>-</u>                                    | <u>(180,917)</u>                            |
| <b>Financing activities</b>   |   |   |
| Proceeds from issuance of shares, net of issue costs                | -   | 4,552,409                                   |
| <b>Cash acquired on acquisition</b>                                 | <u>266,635</u>                              | <u>-</u>                                    |
| <b>Net cash provided by financing activities</b>                    | <u>266,635</u>                              | <u>4,552,409</u>                            |
| Effects of foreign currency exchange rate changes                   | -   | 4,409                                       |
| Net (decrease) increase in cash and cash equivalents for the period | (2,631,804)                                 | 2,953,108                                   |
| Cash and cash equivalents, beginning of period                      | 5,381,757                                   | 6,125,108                                   |
| <b>Cash and cash equivalents, end of period</b>                     | <u>2,749,953</u>                            | <u>9,078,216</u>                            |

Supplemental information:

|  |                      |
|--|----------------------|
| Assets acquired and liabilities assumed:             |                      |
| Current assets, including cash acquired of \$266,635 | \$ 478,843           |
| Equipment  | 59,749               |
| Intangible assets and goodwill                       | 27,888,979           |
| Accounts payable                                     | (241,299)            |
| Accrued liabilities                                  | (361,029)            |
| Customer deposits                                    | (86,487)             |
| Demand notes payable                                 | (324,894)            |
| Promissory notes payable                             | (217,808)            |
| Bionik advance                                       | <u>(1,436,164)</u>   |
| Non-cash consideration                               | <u>\$ 25,759,890</u> |

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

**BIONIK LABORATORIES CORP.**  
**NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**For the three month periods ended June 30, 2016 and 2015 (unaudited)**

**(Amounts expressed in U.S. Dollars)**

**1. NATURE OF OPERATIONS**

**The Company and its Operations**

Bionik Laboratories Corp. (formerly Drywave Technologies Inc., the “Company” or “Bionik”) was incorporated on January 8, 2010 in the State of Colorado as Strategic Dental Management Corp. On July 16, 2013, the Company changed its name to Drywave Technologies Inc. (“Drywave”) and its state of incorporation from Colorado to Delaware. Effective February 13, 2015, the Company changed its name to Bionik Laboratories Corp. and reduced the authorized number of shares of common stock from 200,000,000 to 150,000,000. Concurrently, the Company implemented a 1-for-0.831105 reverse stock split of the common stock, which had previously been approved on September 24, 2014.

On February 26, 2015, the Company entered into a Share Exchange Agreement and related transactions whereby it acquired Bionik Laboratories Inc., a Canadian Corporation (Bionik Canada and Bionik Canada issued 50,000,000 Exchangeable Shares, representing a 3.14 exchange ratio, for 100% of the then outstanding common shares of Bionik Canada (the “Merger”). The Exchangeable Shares are exchangeable at the option of the holder, each into one share of the common stock of the Company. In addition the Company issued one Special Preferred Voting Share (the “Special Preferred Share”) (Note 9).

As a result of the shareholders of Bionik Canada having a controlling interest in the Company subsequent to the Merger, for accounting purposes the Merger does not constitute a business combination. The transaction has been accounted for as a recapitalization of the Company with Bionik Canada being the accounting acquirer even though the legal acquirer is Bionik, accordingly, the historic financial statements of Bionik Canada are presented as the comparative balances for the period prior to the Merger.

References to the Company refer to the Company and its wholly-owned subsidiaries, Bionik Acquisition Inc. and Bionik Canada. References to Drywave relate to the Company prior to the Merger.

On April 21, 2016, the Company acquired all of the outstanding shares and, accordingly, all assets and liabilities of Interactive Motion Technologies, Inc. (IMT), a Boston, Massachusetts-based global pioneer and leader in providing effective robotic products for neurorehabilitation, pursuant to an Agreement and Plan of Merger (the “Merger Agreement”) dated March 1, 2016, with IMT, Hermano Igo Krebs, and Bionik Mergerco Inc., a Massachusetts corporation and our wholly owned subsidiary (Bionik Mergerco). The merger agreement provided for the merger of Bionik Mergerco with and into IMT, with IMT surviving the merger as the Company’s wholly-owned subsidiary. In return for acquiring IMT, IMT shareholders received or will receive up to an aggregate of 23,650,000 shares of the Company’s common stock.

The Company is a global pioneering robotics company focused on providing rehabilitation solutions to individuals with neurological disorders, specializing in designing, developing and commercializing cost-effective physical rehabilitation technologies, prosthetics, and assisted robotic products. The Company strives to innovate and build devices that can rehabilitate and improve an individual’s health, comfort, accessibility and quality of life through the use of advanced algorithms and sensing technologies that anticipate a user’s every move.

The unaudited condensed consolidated interim financial statements consolidate the Company and its wholly-owned subsidiaries Bionik Canada, Bionik Acquisition Inc. and Bionik, Inc. (the former IMT) since its acquisition on April 21, 2016.

These unaudited condensed consolidated interim financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”), which contemplates continuation of the Company as a going concern, which assumes the realization of assets and satisfaction of liabilities and commitments in the normal course of business.

As at June 30, 2016, the Company had a working capital deficit of \$3,704,539 and working capital as at March 31, 2016, of \$187,156 and shareholders’ equity of \$23,963,904 (March 31, 2016 - \$263,906) and incurred a net loss and comprehensive loss of \$2,322,772 for the three-month period ended June 30, 2016 (June 30 2015 - \$1,501,618).

The Company’s principal offices are located at 483 Bay Street, N105, Toronto, Ontario, Canada M5G 2C9 and Bionik, Inc.’s address is 80 Coolidge Hill Road, Watertown, MA. USA 02472.

**Liquidity**

Largely as a result of significant research and development activities related to the development of the Company’s advanced technology and commercialization of this technology into its medical device business, the Company has incurred significant operating losses and negative cash flows from operations since inception. As of June 30, 2016, the Company had an accumulated deficit of \$13,974,752.

Cash on hand at June 30, 2016 was \$2,749,953 and at March 31, 2016 it was \$5,381,757. For the three months ended June 30, 2016, the Company had increased legal, accounting and other one time costs associated with the acquisition of IMT including the investment of \$931,103 to close the transaction this quarter, as well as other one time legal, accounting and other costs associated with filing S-1’s to register shareholder’s shares and legal, accounting and other one time costs related to changing the Company’s year end from December to March to facilitate a possible future NASDAQ listing.

The Company's actual capital requirements may vary significantly and will depend on many factors. Consequently, the Company will require significant additional financing in the immediate future, which the Company intends to raise before December 31, 2016 through corporate collaborations, public or private equity offerings, debt financings or warrant solicitations.

Sales of additional equity securities by the Company could result in the dilution of the interests of existing stockholders. There can be no assurance that financing will be available when required in sufficient amounts, on acceptable terms or at all. In the event that the necessary additional financing is not obtained, the Company would reduce its discretionary overhead costs substantially, including research and development, general and administrative, and sales and marketing expenses or otherwise curtail operations. However, the Company expects the foregoing, or a combination thereof, to meet the Company's anticipated cash requirements for the next 12 months.

**BIONIK LABORATORIES CORP.**  
**NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**For the three month periods ended June 30, 2016 and 2015 (unaudited)**

**(Amounts expressed in U.S. Dollars)**

**2. SIGNIFICANT ACCOUNTING POLICIES**

**Unaudited Condensed Consolidated Interim Financial Statements**

These unaudited condensed consolidated interim financial statements have been prepared on the same basis as the annual audited financial statements and should be read in conjunction with those annual audited financial statements filed on Form 10-KT for the period ended March 31, 2016. In the opinion of management, these unaudited condensed consolidated interim financial statements reflect adjustments, necessary to present fairly the Company's financial position, results of operations and cash flows for the periods shown. The results of operations for such periods are not necessarily indicative of the results expected for a full year or for any future period.

**Newly Adopted and Recently Issued Accounting Pronouncements**

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers (Topic 606)". The standard outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance. The accounting standard is effective for annual reporting periods (including interim reporting periods within those periods) beginning after December 15, 2017. Early adoption is not permitted. The impact on the consolidated financial statements of adopting ASU 2014-09 will be assessed by management.

In August 2014, the FASB issued a new financial accounting standard on going concern, ASU No. 2014-15, "Presentation of Financial Statements – Going Concern (Sub-Topic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern." The standard provides guidance about management's responsibility to evaluate whether there is a substantial doubt about the organization's ability to continue as a going concern. The amendments in this Update apply to all companies. They become effective in the annual period ending after December 15, 2016, with early application permitted. The impact on the consolidated financial statements of adopting ASU 2014-15 will be assessed by management.

In September 2015, the FASB issued ASU No. 2015-16, "Simplifying the Accounting for Measurement-Period Adjustments," which illustrates certain guidance governing adjustments to the provisional amounts recognized at the acquisition date with a corresponding adjustment to goodwill. Such adjustments are required when new information is obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the measurement amounts initially recognized or would have resulted in the recognition of additional assets and liabilities. ASU No. 2015-16 eliminates the requirement to retrospectively account for such adjustments. ASU No. 2015-16 is effective for the fiscal year commencing after December 15, 2016. The Company has adopted this ASU No. 2015-16 as at and for the three and twelve month periods ended March 31, 2016. There was no material effect on the consolidated financial position or the consolidated results of operations and comprehensive loss.

In November 2015, the FASB issued ASU No. 2015-17, "Balance Sheet Classification of Deferred Taxes," which requires that deferred tax liabilities and assets be classified on our Consolidated Balance Sheets as noncurrent based on an analysis of each taxpaying component within a jurisdiction. ASU No. 2015-17 is effective for the fiscal year commencing after December 15, 2017. The Company does not anticipate that the adoption of ASU No. 2015-17 will have a material effect on the consolidated financial position or the consolidated results of operations.

In February 2016, the FASB issued ASU 2016-02, Leases. This update requires organizations that lease assets to recognize on the balance sheet the assets and liabilities for the rights and obligations created by those leases. The new guidance will also require additional disclosure about the amount, timing and uncertainty of cash flows arising from leases. The provisions of this update are effective for annual and interim periods beginning after December 15, 2018. The Company is still assessing the impact that the adoption of ASI 2016-02 will have on the consolidated financial position and the consolidated results of operations.

In March 2016, the FASB issued ASU 2016-09, "Compensation - Stock Compensation: Improvements to Employee Share-Based Payment Accounting". Several aspects of the accounting for share-based payment award transaction are simplified, including (a) income tax consequences; (b) classification of awards as either equity or liabilities; and (c) classification on the statement of cash flows. The amendments are effective for annual periods beginning after December 15, 2016, and interim periods within those annual periods. The Company is still assessing the impact that the adoption of ASI 2016-09 will have on the consolidated financial position and the consolidated results of operations.

**BIONIK LABORATORIES CORP.**  
**NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**For the three month periods ended June 30, 2016 and 2015 (unaudited)**

**(Amounts expressed in U.S. Dollars)**

**2. SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Revenue Recognition**

The Company recognizes revenue upon completion of its products when they are shipped from its place of manufacture.

**Significant Judgments - Warrant Derivative Liability**

The Company's derivative warrant instruments are measured at fair value using a simulation model which takes into account, as of the valuation date, factors including the current exercise price, the expected life of the warrant, the current price of the underlying stock, its expected volatility, holding cost and the risk-free interest rate for the term of the warrant (Note 11). The warrant derivative liability is revalued at each reporting period and changes in fair value are recognized in the condensed consolidated interim statements of operations and comprehensive loss under the caption "Change in fair value of warrant derivative liability".

The selection of the appropriate valuation model and the inputs and assumptions that are required to determine the valuation requires significant judgment and requires management to make estimates and assumptions that affect the reported amount of the related liability and reported amounts of the change in fair value. Actual results could differ from those estimates, and changes in these estimates are recorded when known. As the derivative warrant liability is required to be measured at fair value at each reporting date it is reasonably possible that these estimates and assumptions could change in the near term.

**Warranty Reserve and Deferred Warranty Revenue**

The Company provides a one-year warranty as part of its normal sales offering. When products are sold, the Company provides warranty reserves, which, based on the historical experience of the Company are sufficient to cover warranty claims. Accrued warranty reserves are included in accrued liabilities on the balance sheet and amount to \$61,380 at June 30, 2016. The Company also sells extended warranties for additional periods beyond the standard warranty. Extended warranty revenue is deferred and recognized as revenue over the extended warranty period. The Company recognized \$15,190 of expense related to the change in warranty reserves and warranty costs incurred and recorded as an expense in cost of good sold during the three-month period ended June 30, 2016.

**Foreign Currency Translation**

On April 1, 2015, Bionik Canada and Bionik Acquisition Inc. changed its functional currency from the Canadian Dollar to the U.S. Dollar. This reflects the fact that the majority of the Company's business is influenced by an economic environment denominated in U.S. currency as well the Company anticipates revenues to be earned in U.S. dollars. The change in accounting treatment is applied prospectively. The functional currency is separately determined for the Company and each of its subsidiaries, and is used to measure the financial position and operating results. The functional currency of the Company and its wholly-owned subsidiaries is the U.S. dollar. Transactions denominated in a currency other than the functional currency are recorded on initial recognition at the exchange rate at the date of the transaction. After initial recognition, monetary assets and liabilities denominated in foreign currency are translated at the end of each reporting period into the functional currency at the exchange rate at that date. Exchange differences are recognized in profit or loss. Non-monetary assets and liabilities measured at cost are translated at the exchange rate at the date of the transaction.

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**2. SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Fair Value of Financial Instruments**

ASC Topic 820 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. Included in the ASC Topic 820 framework is a three level valuation inputs hierarchy with Level 1 being inputs and transactions that can be effectively fully observed by market participants spanning to Level 3 where estimates are unobservable by market participants outside of the Company and must be estimated using assumptions developed by the Company. The Company discloses the lowest level input significant to each category of asset or liability valued within the scope of ASC Topic 820 and the valuation method as exchange, income or use. The Company uses inputs which are as observable as possible and the methods most applicable to the specific situation of each company or valued item.

The carrying amounts reported in the balance sheets for cash and cash equivalents, accounts receivable, other receivables, accounts payable and accrued liabilities, due from related parties approximate fair value because of the short period of time between the origination of such instruments and their expected realization and their current market rates of interest. Per ASC Topic 820 framework these are considered Level 2 inputs where inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

As at June 30, 2016, the Company's warrant derivative liability was measured at fair value at each reporting period using a simulation model based on Level 3 inputs.

The Company's policy is to recognize transfers into and out of Level 3 as of the date of the event or change in the circumstances that caused the transfer. There were no such transfers during the period.

**3. ACQUISITION**

On April 21, 2016, the Company acquired 100% of the common and preferred shares of IMT, through a transaction where Bionik Mergerco merged with and into IMT, with IMT surviving the Merger as a wholly-owned subsidiary of Bionik.

Subject to the indemnification and escrow arrangements described in the Merger Agreement, Bionik has issued (or has reserved for issuance) an aggregate of 23,650,000 shares of Company Common Stock in exchange for all shares of IMT Common Stock and IMT Preferred Stock outstanding immediately prior to April 21, 2016. 12,339,843 common shares of the 23,650,000 were issued at June 30, 2016, and the remaining 11,310,157 common shares were issued subsequent to June 30, 2016.

Bionik also assumed each of the 3,895,000 options to acquire IMT Common Stock granted under IMT's equity incentive plan or otherwise issued by IMT. These options were exchanged for purchase an aggregate of 3,000,000 shares of Company Common Stock, of which 1,000,000 have an exercise price of \$0.25, 1,000,000 have an exercise price of \$0.95 and 1,000,000 have an exercise price of \$1.05. Stock compensation expense on vested options of \$2,582,890 was recorded on the options exchanged and this amount is included in the acquisition equation.

The Company acquired the assets of IMT, which also included five licensed patents, a MIT Licence Agreement, three FDA listed products, a FDA inspected manufacturing facility, extensive clinical and sales data, a sales group and international distributors. Due to the complexities in identifying and valuing the intangible assets acquired, the Company has not yet finalized the purchase price allocation. At this time the Company is not practicably able to estimate the fair value of each identifiable asset. The Company has retained an independent valuator to determine the purchase price allocation. At this time the Company anticipates the intangible assets to consist of clinical data, sales data, license and patents/technology acquired and any excess to result in goodwill.

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**3. ACQUISITION – continued**

The following sets forth the preliminary purchase price allocation based on management’s best estimates of fair value, including a summary of major classes of consideration transferred and the recognized amounts of assets acquired and liabilities assumed at the acquisition date.

|  | <b>As at</b><br><b>April 21, 2016</b> |
|--|---------------------------------------|
|  | <u>\$</u>                             |
| <b>Consideration Paid:</b>                 |                                       |
| Fair value of 23,650,000 common shares (a) | 23,177,000                            |
| Fair value of vested stock options (b)     | 2,582,890                             |
|  | <u>25,759,890</u>                     |
| <b>Allocation of purchase price:</b>       |                                       |
| <b>Assets Acquired:</b>                    |                                       |
| Cash and cash equivalents                  | 266,635                               |
| Accounts receivable                        | 6,490                                 |
| Inventories                                | 188,879                               |
| Prepaid expenses and other current assets  | 16,839                                |
| Equipment                                  | 59,749                                |
| <b>Liabilities assumed:</b>                |                                       |
| Accounts payable                           | (241,299)                             |
| Accrued liabilities                        | (361,029)                             |
| Customer deposits                          | (86,487)                              |
| Demand notes payable                       | (324,894)                             |
| Promissory notes payable                   | (217,808)                             |
| Bionik advance                             | (1,436,164)                           |
| Net assets acquired                        | (2,129,089)                           |
| Intangible assets and goodwill             | 27,888,979                            |
|  | <u>25,759,890</u>                     |

- (a) The fair value of common shares is based on \$0.98 the closing market price of the Company’s shares on April 21, 2016.
- (b) The fair value of the vested stock options was determined using the Black Scholes option pricing model with the following key assumptions: a risk free rate of 1.59%, dividend and forfeiture rates of 0% and expected volatility of 114% which is consistent with the Company’s assumptions (Note 10).

The amount of IMT’s revenue and net loss and comprehensive loss included in the Company’s condensed consolidated interim statements of operations and comprehensive loss for the three month period ended June 30, 2016 are as follows:

|  | <b>For the period</b><br><b>April 21 - June 30, 2016</b> |
|--|--|
|  | <u>(unaudited)</u>                                       |
| <b>Revenue</b>                         | \$ 162,588   |
| <b>Net loss and comprehensive loss</b> | <u>\$ (292,634)</u>                                      |

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**3. ACQUISITION – continued**

*Pro forma results of operations*

The following unaudited pro forma financial information presents combined results of operations for each of the periods presented as if the Merger had been completed April 1, 2016. The pro forma data is for informational purposes only and is not necessarily indicative of the consolidated results of operations of the combined business had the Merger actually occurred on April 1, 2016 or the results of future operations of the combined business. For instance, planned or expected operational synergies following the Merger are not reflected in the pro forma information. Consequently, actual result will differ from the unaudited pro forma information presented below.

|  | <b>Three Months Ended June 30,</b> |                     |
|--|------------------------------------|---------------------|
|  | <b>2016</b>                        | <b>2015</b>         |
|  | <b>(unaudited)</b>                 |                     |
| <b>Revenue</b>                         | \$ 166,028                         | \$ 438,414          |
| <b>Net loss and comprehensive loss</b> | <u>\$ (407,245)</u>                | <u>\$ (124,548)</u> |

*\*There were no material or nonrecurring adjustments in the supplemental pro forma revenue or results of operations as shown above.*

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**4. PREPAID EXPENSES AND OTHER RECEIVABLES**

|   | <b>June 30,<br/>2016</b> | <b>March 31,<br/>2016</b> |
|---|--------------------------|---------------------------|
|   | \$                       | \$                        |
| Prepaid expenses and sundry receivables | 75,831                   | 87,979                    |
| Prepaid insurance                       | 83,329                   | 107,259                   |
| Sales taxes receivable (i)              | 29,270                   | 36,495                    |
|   | 188,430                  | 231,733                   |

(i) Sales tax receivable represents net harmonized sales taxes (HST) input tax credits receivable from the Government of Canada.

**5. INVENTORIES**

|                  | <b>June 30,<br/>2016</b> | <b>March 31,<br/>2016</b> |
|------------------|--------------------------|---------------------------|
|                  | \$                       | \$                        |
| Raw Materials    | 218,047                  | -                         |
| Work in Progress | 42,212                   | -                         |
|                  | 260,259                  | -                         |

**6. EQUIPMENT**

Equipment consisted of the following as at June 30, 2016 and March 31, 2016:

|                           | <b>June 30, 2016</b> |                             |         | March 31, 2016 |                             |        |
|---------------------------|----------------------|-----------------------------|---------|----------------|-----------------------------|--------|
|                           | Cost                 | Accumulated<br>Depreciation | Net     | Cost           | Accumulated<br>Depreciation | Net    |
|                           | \$                   | \$                          | \$      | \$             | \$                          | \$     |
| Computers and electronics | 262,853              | 184,636                     | 78,217  | 152,246        | 96,379                      | 55,867 |
| Furniture and fixtures    | 36,795               | 24,361                      | 12,434  | 22,496         | 10,118                      | 12,378 |
| Demonstration equipment   | 28,800               | 1,200                       | 27,600  | -              | -                           | -      |
| Manufacturing equipment   | 84,442               | 84,442                      | -       | -              | -                           | -      |
| Tools and parts           | 11,422               | 3,337                       | 8,085   | 11,422         | 2,917                       | 8,505  |
|                           | 424,312              | 297,976                     | 126,336 | 186,164        | 109,414                     | 76,750 |

Included in Computers and Electronics are assets under capital lease of \$23,019 which are being amortized over the term of the lease. Current portion of the lease as at June 30, 2016, \$4,603 (March 31, 2016 - \$Nil) and the long term portion as at June 30, 2016, \$18,032 (March 31, 2016 - \$Nil). Equipment is recorded at cost less accumulated depreciation. Depreciation expense during the period ended June 30, 2016 was \$10,163 (June 30, 2015 - \$17,002).

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**7. NOTES PAYABLE**

**Demand Notes payable**

The Company has outstanding notes payable (“Notes”) of \$328,840, acquired from IMT, loan amounts represented by one such Note which is owed to a director of the Company for \$148,974 at June 30, 2016. On March 1, 2016, the Company executed amendments to the Notes to accrue interest at a rate of prime, as reported by the Wall Street Journal, of 3.50% at the date of amendment and to defer the demand feature until the earlier of December 31, 2017 or the date when the Company raises new capital in excess of \$15 million in cash.

Interest expense incurred on the Notes totalled \$3,325 for the period ended June 30, 2016.

**Promissory Notes payable**

In February 2014, the Company borrowed \$200,000 from an existing investor under the terms of the secured promissory note (“Promissory Note”). The Promissory Note bears interest at a simple interest rate equal to 10% per annum and interest is payable quarterly. The Promissory Note, which matured in March 2016, was extended and now matures in September 2016, may be prepaid at any time, and is secured by substantially all the assets of one of the Company’s subsidiaries. Interest expense incurred on the Note totalled \$3,890 for the period ended June 30, 2016.

Subsequent to June 30, 2016, the Promissory Note was extended to March 2017 under the same terms and conditions stated above.

**8. RELATED PARTY TRANSACTIONS AND BALANCES**

**Due from related parties**

- (a) As of June 30, 2016, the Company had advances receivable from the Chief Operating Officer (“COO”) and former Chief Technology Officer (“CTO”) for \$41,623 (March 31, 2016 – \$41,445). These advances are unsecured, bear interest at a rate of 1% based on the Canada Revenue Agency’s prescribed rate for such advances and are payable on demand in Canadian dollars. The Company accrued interest receivable in the amount of \$392 (March 31, 2016 - \$1,148); the remaining fluctuation in the balance from the prior year is due to foreign exchange.

The Company advanced funds to settle a tax assessment; the Company paid additional salary amounts that had not been made during the period; and, the Company reimbursed \$37,837 (\$44,000 CAD) related to various out-of-pocket costs they incurred on behalf of the Company.

**Accounts payable and accrued liabilities**

- (b) As at June 30, 2016, \$1,118 (March 31, 2016 - \$2,694) was owing to the CEO, \$Nil (March 31, 2016 - \$3,284) owing to the former CTO and \$16,941 owing to the COO (March 31, 2016 - \$8,812) and \$Nil owing to the CFO (March 31, 2016 - \$116), and \$102 owing to our VP US Operations related to business expenses, all of which are included in accounts payable.

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**9. SHARE CAPITAL**

|   | June 30, 2016       |               | March 31, 2016      |               |
|---|---------------------|---------------|---------------------|---------------|
|   | Number of<br>shares | \$            | Number of<br>shares | \$            |
| <b>Exchangeable Shares:</b>             |                     |               |                     |               |
| Balance beginning and end of the period | 50,000,000          | 50,000        | 50,000,000          | 50,000        |
| <b>Common Shares</b>                    |                     |               |                     |               |
| Balance at beginning of the period      | 22,591,292          | 22,591        | 22,428,313          | 22,428        |
| Shares issued on acquisition (Note 3)   | 12,339,843          | 12,339        |                     |               |
| Shares issued for services (v)          | 70,000              | 70            | 117,471             | 117           |
| Cashless exercise of warrants (iv)      | 51,249              | 51            | 45,508              | 46            |
| Balance at end of the period            | 35,052,384          | 35,051        | 22,591,292          | 22,591        |
| <b>TOTAL COMMON SHARES</b>              | <b>85,052,384</b>   | <b>85,052</b> | <b>72,591,292</b>   | <b>72,591</b> |

- (i) On April 21, 2015, the Company issued 3,115,000 Units for gross proceeds of \$2,492,000 to accredited investors in a fourth closing (the "Fourth Closing") of its 2015 private offering. Each Unit consisted of one common share of the Company, and a warrant to purchase one common share of the Company at an exercise price of \$1.40 per share exercisable for 4 years. The Company incurred share issue costs before legal and other related to the Fourth Closing of \$338,960 and issued 311,500 broker warrants exercisable at \$0.80 for a period of 4 years. The warrants were measured at fair value and recorded as a warrant liability on the consolidated balance sheet (Note 11). The fair value of the warrants exceeded the net proceeds received upon closing and as a result \$435,682 was recorded as a loss on initial recognition of the warrants and included in the change in fair value of warrant derivative liability on the consolidated statements of operations and comprehensive loss.
- (ii) On May 27, 2015, the Company issued 1,418,750 Units for gross proceeds of \$1,135,000 to accredited investors in a fifth closing (the "Fifth Closing") of its 2015 private offering. Each Unit consisted of one common share of the Company, and a warrant to purchase one common share of the Company at an exercise price of \$1.40 per share exercisable for 4 years. The Company incurred share issue costs before legal and other costs related to the Fifth Closing of \$147,566 and issued 141,875 broker warrants exercisable at \$0.80 for a period of 4 years. The warrants were measured at fair value and recorded as a warrant liability on the consolidated balance sheet (Note 11). The fair value of the warrants exceeded the net proceeds received upon closing and as a result \$37,739 was recorded as a loss on initial recognition of the warrants and included in the change in fair value of warrant derivative liability on the consolidated statements of operations and comprehensive loss.
- (iii) On June 30, 2015, the Company issued 2,035,000 Units for gross proceeds of \$1,628,000 to accredited investors in a sixth and final closing (the "Sixth Closing") of its private offering. Each Unit consisted of one common share of the Company, and a warrant to purchase one common share of the Company at an exercise price of \$1.40 per share exercisable for 4 years. The Company incurred share issue costs before legal and other costs related to the Sixth Closing of \$211,656 and issued 203,500 broker warrants exercisable at \$0.80 for a period of 4 years. The warrants were measured at fair value and recorded as a warrant liability on the consolidated balance sheet (Note 11). The fair value of the warrants exceeded the net proceeds received upon closing and as a result \$74,625 was recorded as a loss on initial recognition of the warrants and included in the change in fair value of warrant derivative liability on the consolidated statements of operations and comprehensive loss.

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**9. SHARE CAPITAL – Continued**

(iv) During the three month period ended June 30, 2016, 51,249 common shares were issued as a result of a cashless exercise of 262,045 warrants with an exercise price of \$0.80. Under the terms of the warrant agreement the value of the warrants on exercise is attributed to the shares on exercise and the Company has recognized a value of \$43,562.

(v) The Company issued 70,000 common shares during the three month period ended June 30, 2016 for consulting services and recognized \$59,500 of share compensation expense.

**Special Voting Preferred Share**

In connection with the Merger (Note 1), on February 26, 2015, the Company entered into a voting and exchange trust agreement (the “Trust Agreement”). Pursuant to the Trust Agreement, the Company issued one Special Voting Preferred Share to the Trustee, and the parties created a trust for the Trustee to hold the Special Voting Preferred Share for the benefit of the holders of the Exchangeable Shares (the “Beneficiaries”). Pursuant to the Trust Agreement, the Beneficiaries will have voting rights in the Company equivalent to what they would have had they received shares of common stock in the same amount as the Exchangeable Shares held by the Beneficiaries.

In connection with the Merger and the Trust Agreement, effective February 20, 2015, the Company filed a certificate of designation of the Special Voting Preferred Share (the “Special Voting Certificate of Designation”) with the Delaware Secretary of State. Pursuant to the Special Voting Certificate of Designation, one share of the Company’s blank check preferred stock was designated as Special Voting Preferred Share. The Special Voting Preferred Share entitles the Trustee to exercise the number of votes equal to the number of Exchangeable Shares outstanding on a one-for-one basis during the term of the Trust Agreement.

The Special Voting Preferred Share is not entitled to receive any dividends or to receive any assets of the Company upon liquidation, and is not convertible into common shares of the Company.

The voting rights of the Special Voting Preferred Share will terminate pursuant to and in accordance with the Trust Agreement. The Special Voting Preferred Share will be automatically cancelled at such time as no Exchangeable Shares are held by a Beneficiary.

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**10. STOCK OPTIONS**

The purpose of the Company's stock option plan, is to attract, retain and motivate persons of training, experience and leadership to the Company, including their directors, officers and employees, and to advance the interests of the Company by providing such persons with the opportunity, through share options, to acquire an increased proprietary interest in the Company.

Options may be granted in respect of authorized and unissued shares, provided that the aggregate number of shares reserved for issuance upon the exercise of all Options granted under the Plan, shall not exceed 10,800,000 or such greater number of shares as may be determined by the Board and approved, if required, by the shareholders of the Company and by any applicable stock exchange or other regulatory authority. Optioned shares in respect of which options are not exercised shall be available for subsequent options.

On April 11, 2014 and June 20, 2014 the Company issued 657,430 and 264,230 options to employees and a consultant at an exercise price of \$0.165 and \$0.23, respectively, with a term of seven years. The options vest one-third on grant date and two thirds equally over the subsequent two years on the anniversary date. During the nine month period ended December 31, 2014, 125,824 of the 657,430 options were cancelled. On February 26, 2015, as a result of the Merger, the options were re-valued. The fair value, as re-measured, of the 531,606 options issued in April 2014 and the 264,230 options issued in June 2014 was \$230,930 and \$118,957 respectively. An additional 62,912 options were cancelled during the quarter ended June 30, 2016 and stock compensation of \$3,658 and \$176 was recognized in the quarter.

On July 1, 2014, the Company issued 2,972,592 options to management of the Company, at an exercise price of \$0.23 with a term of 7 years, which vested May 27, 2015. On February 26, 2015, as a result of the Merger, the options were re-valued at a fair value of \$1,259,487, which vest immediately. During the quarter, the management executive left the Company and 990,864 of these options will be cancelled six months after his last day according to his employment agreement.

On February 17, 2015, the Company issued 314,560 options to a director, employees and a consultant with an exercise price of \$0.23, that vest one third immediately and two thirds over the next two anniversary dates with an expiry date of seven years. The grant date fair value of the options was \$136,613. Previously 110,100 options were cancelled and \$7,400 of stock compensation was recognized in the quarter

On November 24, 2015, the Company issued 650,000 options granted to employees that vest over three years at the anniversary date. The grant date fair value of the options was \$694,384. During the year ended March 31, 2016 250,000 options were cancelled and stock compensation expense of 62,317 was recognized. During the quarter ended June 30, 2016, \$35,609 of stock compensation expense was recognized.

On December 14, 2015, the Company issued 2,495,000 options granted to employees, directors and consultants that vest over three years at the anniversary date. The grant date fair value of the options was \$1,260,437. During the year ended March 31, 2016, 25,000 options were cancelled and for the quarter ended June 30, 2016 40,000 options were cancelled and stock compensation expenses of \$100,308 was recognized.

On April 21, 2016, the Company issued 3,000,000 stock options to employees of Bionik, Inc. in exchange for 3,895,000 options that existed before the Company purchased IMT, of which 1,000,000 have an exercise price of \$0.25, 1,000,000 has an exercise price of \$0.95 and 1,000,000 have an exercise price of \$1.05. The grant fair value of vested options was \$2,582,890 and has been recorded as part of the acquisition equation (Note 3).

On April 26, 2016, the Company issued 250,000 options to an employee with an exercise price of \$1.00 that will vest over three years at the anniversary date. The grant fair value was \$213,750. During the quarter ended June 30, 2016, \$4,667 stock compensation expense was recognized.

During the three month period ended June 30, 2016, the Company recorded \$159,818 in share-based compensation related to the vesting of stock options (June 30, 2015 - \$1,297,558).

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**10. STOCK OPTIONS – Continued**

These options at their respective grant dates were valued using the Black-Scholes option pricing model with the following key assumptions:

| Grant date        | Expected life<br>in years | Risk<br>free rate | Dividend<br>rate | Forfeiture<br>rate | Expected<br>volatility | Grant date<br>fair value |
|-------------------|---------------------------|-------------------|------------------|--------------------|------------------------|--------------------------|
| February 17, 2015 | 4.50                      | 1.59%             | 0%               | 0%                 | 114%                   | \$ 136,613               |
| July 1, 2014      | 3.90                      | 1.59%             | 0%               | 0%                 | 114%                   | \$ 1,259,487             |
| June 20, 2014     | 6.07                      | 1.59%             | 0%               | 0%                 | 114%                   | \$ 118,957               |
| April 11, 2014    | 4.14                      | 1.59%             | 0%               | 0%                 | 114%                   | \$ 230,930               |
| November 24, 2015 | 6.5                       | 1.59%             | 0%               | 0%                 | 114%                   | \$ 694,384               |
| December 14, 2015 | 6.5                       | 1.59%             | 0%               | 0%                 | 114%                   | \$ 1,260,437             |
| April 21, 2016    | 0.59 – 9.51               | 1.59%             | 0%               | 0%                 | 114%                   | \$ 2,582,890             |
| April 26, 2016    | 6.9                       | 1.59%             | 0%               | 0%                 | 114%                   | \$ 213,750               |

A summary of the Company's outstanding options is as follows:

|                                       | <u>Number of Options</u> | <u>Weighted-Average<br/>Exercise Price (\$)</u> |
|---------------------------------------|--------------------------|---|
| <b>Outstanding, December 31, 2015</b> | 6,960,609                | 0.59  |
| Cancelled                             | (355,729)                | 0.97  |
| <b>Outstanding, March 31, 2016</b>    | <b>6,604,880</b>         | <b>0.57</b>                                     |
| Issued                                | 3,250,000                | 0.77  |
| Cancelled                             | (123,895)                | 0.45  |
| <b>Outstanding, June 30, 2016</b>     | <b>9,730,985</b>         | <b>0.64</b>                                     |

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**10. STOCK OPTIONS – Continued**

The following is a summary of stock options outstanding and exercisable as of June 30, 2016:

| Exercise Price (\$) | Number of Options | Expiry Date        | Number of<br>Exercisable Options |
|---------------------|-------------------|--------------------|----------------------------------|
| 0.165               | 374,324           | April 1, 2021      | 374,324                          |
| 0.23                | 99,610            | June 20, 2021      | 99,610                           |
| 0.23                | 2,972,592         | July 1, 2021       | 2,972,592                        |
| 0.23                | 204,460           | February 17, 2022  | 136,314                          |
| 1.22                | 400,000           | November 24, 2022  | -                                |
| 1.00                | 2,430,000         | December 14, 2022  | -                                |
| 1.00                | 250,000           | April 26, 2023     | -                                |
| 0.25                | 906,077           | July 28, 2025      | 906,077                          |
| 0.25                | 93,923            | December 30, 2025  | 59,158                           |
| 0.95                | 9,486             | February 2, 2017   | 9,486                            |
| 0.95                | 111,937           | March 28, 2023     | 111,937                          |
| 0.95                | 31,620            | March 3, 2024      | 31,620                           |
| 0.95                | 15,810            | March 14, 2024     | 15,810                           |
| 0.95                | 82,213            | September 30, 2024 | 82,213                           |
| 0.95                | 7,431             | June 2, 2025       | 7,431                            |
| 0.95                | 671,859           | July 29, 2025      | 671,859                          |
| 0.95                | 69,643            | December 30, 2025  | 8,193                            |
| 1.05                | 36,697            | February 2, 2017   | 36,697                           |
| 1.05                | 423,642           | March 28, 2023     | 423,642                          |
| 1.05                | 122,324           | March 3, 2024      | 122,324                          |
| 1.05                | 70,548            | March 14, 2024     | 61,162                           |
| 1.05                | 318,042           | September 30, 2024 | 318,042                          |
| 1.05                | 28,747            | June 2, 2025       | 28,747                           |
|                     | <u>9,730,985</u>  |                    | <u>6,477,238</u>                 |

The weighted-average remaining contractual term of the outstanding options is 6.50 (June 30, 2015 – 6.02) and for the options that are exercisable 6.48 (June 30, 2015 – 6.00).

**11. WARRANTS**

The following is a continuity schedule of the Company's common share purchase warrants:

|  | Number of Warrants | Weighted-<br>Average<br>Exercise Price (\$) |
|--|--------------------|---|
| Outstanding and exercisable, March 31, 2015    | 10,823,450         | 1.35  |
| Issued   | 7,225,625          | 1.35  |
| Outstanding and exercisable, December 31, 2015 | 18,049,075         | 1.35  |
| Exercised                                      | (148,787)          | (0.80)                                      |
| Outstanding and exercisable, March 31, 2016    | 17,900,288         | 1.35  |
| Exercised                                      | (262,045)          | (0.80)                                      |
| Outstanding and exercisable, June 30, 2016     | <u>17,638,243</u>  | <u>1.36</u>                                 |

In February 2016, a warrant holder exercised 148,787 warrants on a cashless basis based on the terms of the warrant agreement and was issued 45,508 common shares. During the three month period ended June 30, 2016, 262,045 warrants were exercised on a cashless basis based on the terms of the warrant agreement and the Company issued 51,249 common shares (Note 9 (iv)).

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(Amounts expressed in U.S. Dollars)

**11. WARRANTS – Continued**

**Common share purchase warrants**

The following is a summary of common share purchase warrants outstanding as of June 30, 2016:

| Exercise<br>Price (\$) |                   | Number of<br>Warrants | Expiry Date       |
|------------------------|-------------------|-----------------------|-------------------|
| 1.40                   |                   | 7,735,750             | February 26, 2019 |
| 1.40                   |                   | 1,212,500             | March 27, 2019    |
| 1.40                   |                   | 891,250               | March 31, 2019    |
| 1.40                   | Note 9(i)         | 3,115,000             | April 21, 2019    |
| 1.40                   | Note 9 (ii)       | 1,418,750             | May 27, 2019      |
| 1.40                   | Note 9(iii)       | 2,035,000             | June 30, 2019     |
| 0.80                   | Note (9 i to iii) | 1,229,993             | February 26, 2019 |
|                        |                   | <u>17,638,243</u>     |                   |

The weighted-average remaining contractual term of the outstanding warrants is 2.52 (March 31, 2016 – 2.77).

**Exchangeable share purchase warrants**

In 2014, the Company repaid loans of \$180,940 plus accrued interest of \$12,138 owing to investors introduced by Pope and Co. As part of this transaction the Company was committed to issue these lenders warrants exercisable into 349,522 Exchangeable Shares at an exercise price of \$0.23 per share for a period ending March 21, 2017. During the year ended March 31, 2015, the Company issued these warrants.

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**11. WARRANTS – Continued**

**Warrant derivative liability**

The Company's outstanding common share purchase warrants include price protection provisions that allow for a reduction in the exercise price of the warrants in the event the Company subsequently issues common stock or options, rights, warrants or securities convertible or exchangeable for shares of common stock at a price lower than the exercise price of the warrants. Simultaneously with any reduction to the exercise price, the number of shares of common stock that may be purchased upon exercise of each of these warrants shall be increased based on a pre-defined formula.

In addition, prior to the effectiveness of certain resale registration statements or if any such registration statements are no longer effective, the holder of the Company's warrants, at their option, may exercise all or any part of the warrants in a "cashless" or "net-issue" exercise.

The Company has the option to redeem the warrants for \$0.001 per warrant if the daily volume weighted-average price of the common shares is 200% or more of the exercise price for twenty consecutive trading days provided there is an effective registration statement covering the common shares available throughout the thirty day period after the redemption date. The warrant holders then have thirty days to exercise the warrants or receive the redemption amount.

The Company's derivative instruments have been measured at fair value at inception and at each reporting period using a simulation model. The Company recognizes all of its warrants with price protection on its consolidated balance sheet as a derivative liability.

The following summarizes the changes in the value of the warrant derivative liability from inception until June 30, 2016:

|  | <b>Number<br/>of<br/>Warrants</b> | <b>Value (\$)</b> |
|--|-----------------------------------|-------------------|
| Balance at March 31, 2015                            | 10,823,450                        | 8,382,648         |
| Warrants issued in April 21, 2015 financing          | 3,426,500                         | 2,588,722         |
| Warrants issued in May 27, 2015 financing            | 1,560,625                         | 1,025,173         |
| Warrants issued in June 30, 2015 financing           | 2,238,500                         | 1,490,969         |
| Change in fair value of warrant derivative liability | -                                 | (7,419,643)       |
| Balance at December 31, 2015                         | 18,049,075                        | 6,067,869         |
| Fair value of warrants exercised                     | (148,787)                         | (60,966)          |
|  | -                                 | (870,913)         |
| Change in fair value of warrant derivative liability |                                   |                   |
| Balance at March 31, 2016                            | 17,900,288                        | 5,135,990         |
| Change in fair value of warrant derivative liability | -                                 | 434,621           |
| Fair value of warrants exercised                     | (262,045)                         | (43,562)          |
| Balance at June 30, 2016                             | <u>17,638,243</u>                 | <u>5,527,049</u>  |

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**11. WARRANTS – Continued**

During the three month period ended June 30, 2016, the Company recorded a loss of \$391,059 on re-measurement of the warrant liability to fair value. The change is recorded as a change in fair value of warrant derivative liability within the Company's consolidated statement of operations and comprehensive (loss) income.

The key inputs and assumptions used in the simulation model at inception and at June 30, 2016 and March 31, 2016 are as follows:

| Grant date                         | Number of Warrants | Expected life in years | Exercise Price (\$) | Risk free rate | Dividend rate | Expected volatility | Fair value (\$) |
|------------------------------------|--------------------|------------------------|---------------------|----------------|---------------|---------------------|-----------------|
| <u>At Inception:</u>               |                    |                        |                     |                |               |                     |                 |
| February 26, 2015                  | 7,735,750          | 4                      | 1.4                 | 0.44%          | 0%            | 51.83%              | 464,784         |
| February 26, 2015                  | 773,575            | 4                      | 0.8                 | 0.44%          | 0%            | 51.83%              | 85,590          |
| March 27, 2015                     | 1,212,500          | 3.92                   | 1.4                 | 0.43%          | 0%            | 52.37%              | 950,913         |
| March 27, 2015                     | 121,250            | 3.92                   | 0.8                 | 0.43%          | 0%            | 52.37%              | 85,412          |
| March 31, 2015                     | 891,250            | 3.91                   | 1.4                 | 0.41%          | 0%            | 52.45%              | 696,582         |
| March 31, 2015                     | 89,125             | 3.91                   | 0.8                 | 0.41%          | 0%            | 52.45%              | 62,708          |
| April 21, 2015                     | 3,115,000          | 3.85                   | 1.4                 | 0.68%          | 0%            | 51.54%              | 2,371,956       |
| April 21, 2015                     | 311,500            | 3.85                   | 0.8                 | 0.68%          | 0%            | 51.54%              | 216,766         |
| May 27, 2015                       | 1,418,750          | 3.76                   | 1.4                 | 0.46%          | 0%            | 51.74%              | 933,065         |
| May 27, 2015                       | 141,875            | 3.76                   | 0.8                 | 0.46%          | 0%            | 51.74%              | 92,108          |
| June 30, 2015                      | 2,035,000          | 3.66                   | 1.4                 | 0.37%          | 0%            | 52.94%              | 1,356,512       |
| June 30, 2015                      | 203,500            | 3.66                   | 0.8                 | 0.37%          | 0%            | 52.94%              | 134,457         |
| <u>At year end March 31, 2016:</u> |                    |                        |                     |                |               |                     |                 |
| March 31, 2016                     | 16,408,250         | 2.91                   | 1.4                 | 0.21%          | 0%            | 62.96%              | 4,585,539       |
| March 31, 2016                     | 1,492,038          | 2.91                   | 0.8                 | 0.21%          | 0%            | 62.96%              | 550,451         |
| <u>At Period End:</u>              |                    |                        |                     |                |               |                     |                 |
| June 30, 2016                      | 16,408,250         | 2.66                   | 1.4                 | 0.26%          | 0%            | 70.77%              | 5,003,830       |
| June 30, 2016                      | 1,229,993          | 2.66                   | 0.8                 | 0.26%          | 0%            | 70.77%              | 523,219         |

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**11. WARRANTS – Continued**

In addition to the forgoing, the Company also utilized a holding cost to approximate the impact of a holder of the warrant to maintain a hedging strategy in which they maintained a short position. On analysis of comparable companies and other information the Company has determined that the use of 2.25% in the simulation model is a reasonable assumption.

The warrant derivative liability is classified within Level 3 of the fair value hierarchy because on initial recognition and again at each reporting period, it was valued using these significant inputs and assumptions that are unobservable in the market. Changes in the values assumed and used in the simulation model can materially affect the estimate of fair value.

Generally, an increase in the market price of the Company's common shares, an increase in the volatility of the Company's common shares and an increase in the expected life would result in a directionally similar change in the estimated fair value of the warrant derivative liability. An increase in the risk free rate would result in a decrease in the fair value of the warrant derivative liability.

The expected life is based on the remaining contractual term of the warrants. The risk free rate was based on U.S. treasury-note yields with terms commensurate with the remaining term of the warrants. Expected volatility over the expected term of the warrants is estimated based on consideration of historical volatility and other information.

In addition to the assumptions above, the Company also took into consideration the probability of the Company's participation in another round of financing, the type of such financing and the range of the stock price for the financing at that time. At each increment of the simulation, the daily volume weighted-average price was calculated. If this amount was 200% greater than the exercise price of the warrants at the time, and this threshold was maintained for 20 consecutive days, the simulation assumed the trigger of the Company's option to redeem and the exercise of the warrants by the holder within thirty days. In the circumstance where the redemption was not triggered the warrant was valued at its discounted intrinsic value at maturity.

**12. ROYALTY AGREEMENT**

Prior to the acquisition of IMT in April 2012, IMT entered into a Patent License Agreement with an unrelated third party (the "Licensee"). Under the terms of the perpetual license agreement, the Company will receive royalties from the Licensee based on a licensed product sold by the Licensee. There was no royalty income in 2016 or 2015 under the terms of the agreement.

**13. LICENSING AGREEMENTS**

The Company's subsidiary maintains a licensing agreement with the Massachusetts Institute of Technology ("MIT") for exclusive rights to utilize certain of MIT's patented technology. The licensing agreement remains in effect until the expiration or abandonment of all patent rights and patent applications filed that are included under license, the last of which patent rights expires in November 2024. The agreement provides the Company with the option to sublicense the rights under the agreement. Under the terms of the agreement, as amended, royalties are payable to MIT based on 3% of certain domestic product sales and 1.5% of certain international product sales, as defined, and 50% of all sublicense income.

The Company recognized \$nil of royalty expense under this agreement during the three months ended June 30, 2016. At June 30, 2016, the Company had accrued royalty and related amounts payable to MIT of \$31,388 included in accrued liabilities on the condensed interim balance sheets. One of the Company's directors is an employee of MIT as well as the Company's Chief Science Officer.

The Company maintains a second licensing agreement with the same director noted above and an unrelated third party for exclusive rights to utilize certain patented technology. The Company has exclusive rights to the patents and related applications, as defined, until expiration in May 2027. The agreement provides the Company with the option to sublicense the rights under the agreement. Under the terms of the agreement royalties are payable to the patent holders based on 1% of net sales, as defined, and 50% of all sublicense income. There have been no sales under this agreement through June 30, 2016.

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**14. COMMITMENTS AND CONTINGENCIES**

**Contingencies**

From time to time, the Company may be involved in a variety of claims, suits, investigations and proceedings arising in the ordinary course of our business, collection claims, breach of contract claims, labor and employment claims, tax and other matters. Although claims, suits, investigations and proceedings are inherently uncertain and their results cannot be predicted with certainty, the Company believes that the resolution of current pending matters will not have a material adverse effect on its business, financial position, results of operations or cash flow. Regardless of the outcome, litigation can have an adverse impact on the Company because of legal costs, diversion of management resources and other factors.

**15. RISK MANAGEMENT**

The Company's cash balances are maintained in two banks in Canada and a Canadian Bank subsidiary in the US and a US Bank. Deposits held in banks in Canada are insured up to \$100,000 CAD per depositor for each bank by The Canada Deposit Insurance Corporation, a federal crown corporation. Actual balances at times may exceed these limits.

**Interest Rate Risk**

Interest rate risk is the risk that the value of a financial instrument might be adversely affected by a change in the interest rates. The Company has minimal exposure to fluctuations in the market interest rate. In seeking to minimize the risks from interest rate fluctuations, the Company manages exposure through its normal operating and financing activities.

**Liquidity Risk**

Liquidity risk is the risk that the Company will incur difficulties meeting its financial obligations, as they are due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due. Accounts payable and accrued liabilities are due within the current operating period.

The Company has funded its operations through the issuance of capital stock, convertible debt and loans in addition to grants and investment tax credits received from the Government of Canada.

**16. SUBSEQUENT EVENTS**

(a) In July 2016, the Company received a Canadian refundable tax credit totalling \$403,889, which will be recorded in the second quarter as other income.

(b) The Company granted 750,000 options at \$1.00 on August 8, 2016, which will vest over three years on the first anniversary of this date and two subsequent anniversaries.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

### Forward-looking Statements

This Quarterly Report on Form 10-Q contains statements reflecting assumptions, expectations, projections, intentions or beliefs about future events that are intended as "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. All statements included or incorporated by reference in this Quarterly Report on Form 10-Q, other than statements of historical fact, that address activities, events or developments that we expect, believe or anticipate will or may occur in the future are forward-looking statements. These statements appear in a number of places, including, but not limited to in this "Management's Discussion and Analysis of Financial Condition and Results of Operations." These statements represent our reasonable judgment of the future based on various factors and using numerous assumptions and are subject to known and unknown risks, uncertainties and other factors that could cause our actual results and financial position to differ materially from those contemplated by the statements. You can identify these statements by the fact that they do not relate strictly to historical or current facts, and use words such as "anticipate," "believe," "estimate," "expect," "forecast," "may," "will," "should," "plan," "project" and other words of similar meaning. In particular, these include, but are not limited to, statements relating to the following:

- projected operating or financial results, including anticipated cash flows used in operations;
- expectations regarding capital expenditures; and
- our beliefs and assumptions relating to our liquidity position, including our ability to obtain additional financing.

Any or all of our forward-looking statements may turn out to be wrong. They can be affected by inaccurate assumptions or by known or unknown risks, uncertainties and other factors including, among others:

- the loss of key management personnel on whom we depend;
- our ability to operate our business efficiently, manage capital expenditures and costs (including general and administrative expenses) and obtain financing when required; and
- our expectations with respect to our acquisition activity.

In addition, there may be other factors that could cause our actual results to be materially different from the results referenced in the forward-looking statements, some of which are included in this Quarterly Report on Form 10-Q, including in this "Management's Discussion and Analysis of Financial Condition and Results of Operations." Many of these factors will be important in determining our actual future results. Consequently, no forward-looking statement can be guaranteed. Our actual future results may vary materially from those expressed or implied in any forward-looking statements. All forward-looking statements contained in this Quarterly Report on Form 10-Q are qualified in their entirety by this cautionary statement. Forward-looking statements speak only as of the date they are made, and we disclaim any obligation to update any forward-looking statements to reflect events or circumstances after the date of this Quarterly Report on Form 10-Q, except as otherwise required by applicable law.

This discussion and analysis should be read in conjunction with the accompanying condensed consolidated interim financial statements and related notes and the Company's Annual Report on Form 10-KT, for the transition period ended March 31, 2016 as filed with the Securities and Exchange Commission.

The discussion and analysis of the financial condition and results of operations are based upon the financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP"). The preparation of financial statements in conformity with U.S. GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of any contingent liabilities at the financial statement date and reported amounts of revenue and expenses during the reporting period. On an on-going basis we review our estimates and assumptions. The estimates were based on historical experience and other assumptions that we believe to be reasonable under the circumstances. Actual results are likely to differ from those estimates under different assumptions or conditions, but we do not believe such differences will materially affect our financial position or results of operations. Bionik, Inc.'s (IMT) operations are included since its acquisition on April 21, 2016 to June 30, 2016.

## Nature of Company

We are a global pioneering robotics company focused on providing rehabilitation solutions to individuals with neurological disorders, specializing in designing, developing and commercializing cost-effective physical rehabilitation technologies, prosthetics, and assisted robotic products. We strive to innovate and build devices that can rehabilitate and improve an individual's health, comfort, accessibility and quality of life through the use of advanced algorithms and sensing technologies that anticipate a user's every move.

On April 21, 2016, we acquired all of the outstanding shares and, accordingly, all assets and liabilities of Interactive Motion Technologies, Inc. (IMT), a Boston, Massachusetts-based global pioneer and leader in providing effective robotic products for neurorehabilitation, pursuant to an Agreement and Plan of Merger, dated March 1, 2016, with IMT, Hermano Igo Krebs, and Bionik Mergerco Inc., a Massachusetts corporation and our wholly owned subsidiary. The merger agreement provided for the merger of Bionik Mergerco with and into IMT, with IMT surviving the merger as our wholly-owned subsidiary. In return for acquiring IMT, IMT shareholders received or will receive up to an aggregate of 23,650,000 shares of our common stock. IMT's legal name has been changed to Bionik, Inc. subsequent to April 21, 2016.

Through the acquisition of IMT, Bionik has added a portfolio of products focused on upper and lower extremity rehabilitation of stroke patients. We now have three products on the market and three products in varying stages of development that we are currently pursuing.

The InMotion ARM, InMotion ARM/HAND, and InMotion Wrist have been characterized as Class II medical devices by the U.S. Food and Drug Administration and are listed by the FDA to market and sell in the United States. In addition to these in-market products, the InMotion Ankle is in development. All of these products are designed to provide intelligent, patient-adaptive therapy in a manner that has been clinically verified to maximize neuro-recovery.

IMT also has a License Agreement with MIT for certain research and possible transfer of technology being done at MIT in the robotics area where Dr. Hermano Igo Krebs, our newly appointed Chief Science Officer, and Neville Hogan, an advisor and former director of IMT, are professors.

The IMT clinical products have been sold in over 20 countries, including the United States. IMT has a growing body of clinical data for its products. In addition, IMT's manufacturing facility is compliant with ISO-13485 and FDA regulations.

In addition, we are developing for commercialization the ARKE lower body exoskeleton and another lower body product that will be transferred under the MIT license. We plan to develop other biomechatronic solutions through internal research and development and we may further augment our product portfolio through strategic and accretive acquisition opportunities in the future.

We also have two earlier stage development technologies: APOLLO, an intelligent prosthetic knee; and Chronos, a cloud-based intelligent patient queuing system. We currently do not have the financial capability or personnel to develop APOLLO and Chronos now that our business model has changed to include the InMotion products – both existing and in development. Accordingly, our investment in APOLLO and Chronos is on hold. We intend to continue to revisit developing our technologies and the markets for our technologies as we grow.

Since our founding, we have partnered with industry partners in manufacturing and design and have also expanded our development team through partnerships with researchers and academia. From inception through February 25, 2015, which was immediately prior to our going-public transaction, we secured cash funding of approximately \$5.5 million, which included grants as well as Scientific Research and Experimental Development tax refunds provided through the Canadian government that support our creation of technologies that could lower the costs of medical devices and medical care.

We currently hold an intellectual property portfolio that includes 5 U.S. and international patents pending, 13 U.S. provisional patents, and other patents under development. The provisional patents may not be filed as full patents and new provisional patents may be filed as the technology evolves or changes. Additionally, as a result of our acquisition of IMT, we hold exclusive licenses to five additional patents.

Bionik Laboratories Corp. was incorporated on January 8, 2010 in the State of Colorado. At the time of our incorporation the name of our company was Strategic Dental Management Corp. On July 16, 2013, we changed our name from Strategic Dental Management Corp. to Drywave Technologies, Inc. and changed our state of incorporation from Colorado to Delaware. Effective February 13, 2015, we filed with the Secretary of State of Delaware a Certificate of Amendment to our Articles of Incorporation whereby, among other things, we changed our name to Bionik Laboratories Corp.

### **The Acquisition Transaction**

On February 26, 2015, we entered into an Investment Agreement with Bionik Acquisition Inc. (the “Investment Agreement”), a company existing under the laws of Canada, and our wholly owned subsidiary (“Acquireco”), and Bionik Laboratories, Inc. (“Bionik Canada”), a company incorporated on March 24, 2011 under the Canada Business Corporations Act, whereby we acquired 100 Class 1 common shares of Bionik Canada representing 100% of the outstanding Class 1 common shares of Bionik Canada, taking into account the Exchangeable Share Transaction (as defined below) (the “Acquisition Transaction”). After giving effect to the Acquisition Transaction, we commenced operations through Bionik Canada.

Immediately prior to the closing of the Acquisition Transaction and the First Closing (as defined below), we transferred all of the business, properties, assets, operations and goodwill of the Company (other than cash and cash equivalents), and liabilities as of March 6, 2013, to our then-existing wholly owned subsidiary, Strategic Dental Alliance, Inc., a Colorado corporation (“Strategic Dental Alliance”), and then transferred all of the capital stock of Strategic Dental Alliance to Brian E. Ray, a former officer and existing director (through March 20, 2015) and Jon Lundgreen, a former officer and director, pursuant to a Spin-Off Agreement (the “Spin-Off Agreement”). Also as of immediately prior to the closing of the Acquisition Transaction and the First Closing, we entered into an Assignment and Assumption Agreement with Tungsten 74 LLC, pursuant to which Tungsten 74 LLC assumed all of our remaining liabilities through the closing of the Acquisition Transaction (the “Assignment and Assumption Agreement”). Accordingly, as of the closing of the Acquisition Transaction and the First Closing, we had no assets or liabilities.

As a condition of the closing of the Acquisition Transaction, Bionik Canada created a new class of exchangeable shares (the “Exchangeable Shares”), which were issued to the existing common shareholders of Bionik Canada in exchange for all of their outstanding common shares, all of which were cancelled (the “Exchangeable Share Transaction”).

Pursuant to the rights and privileges of the Exchangeable Shares, the holders of such Exchangeable Shares maintain the right to (i) receive dividends equal to, and paid concurrently with, dividends paid by the Company to the holders of Common Stock; (ii) vote, through the Trustee’s voting of the Special Voting Preferred Stock (as defined herein) on all matters that the holders of Common Stock are entitled to vote upon; and (iii) receive shares of Common Stock upon the liquidation or insolvency of the Company upon the redemption of such Exchangeable Shares by Acquireco.

As part of the Exchangeable Share Transaction, we entered into the following agreements, each dated February 26, 2015:

- Voting and Exchange Trust Agreement (the “Trust Agreement”) with Bionik Canada and Computershare Trust Company of Canada (the “Trustee”); and
- Support Agreement (the “Support Agreement”) with Acquireco and Bionik Canada.

Pursuant to the terms of the Trust Agreement, the parties created a trust for the benefit of its beneficiaries, which are the holders of the Exchangeable Shares, enabling the Trustee to exercise the voting rights of such holders until such time as they choose to redeem their Exchangeable Shares for shares of the Common Stock of the Company, and allowing the Trustee to hold certain exchange rights in respect of the Exchangeable Shares.

As a condition of the Trust Agreement and prior to the execution thereof, we filed a Certificate of Designation with the Delaware Secretary of State, effective February 20, 2015, designating a class of our preferred shares as The Special Voting Preferred Stock (the "Special Voting Preferred Stock") and issued one share of the Special Voting Preferred Stock to the Trustee.

The Special Voting Preferred Stock entitles the Trustee to exercise the number of votes equal to the number of Exchangeable Shares outstanding on a one-for-one basis during the term of the Trust Agreement. The Trust Agreement further sets out the terms and conditions under which holders of the Exchangeable Shares are entitled to instruct the Trustee as to how to vote during any stockholder meetings of our company.

Pursuant to the terms of the Trust Agreement, we granted the Trustee the right to require our Company to purchase the Exchangeable Shares from any beneficiary upon the occurrence of certain events including in the event that we are bankrupt, insolvent or our business is wound up. The Trust Agreement continues to remain in force until the earliest of the following events: (i) no outstanding Exchangeable Shares are held by any beneficiary under the Trust Agreement; and (ii) each of Bionik Canada and us elects to terminate the Trust Agreement in writing and the termination is approved by the beneficiaries.

Pursuant to the terms of the Support Agreement, we agreed to certain covenants while the Exchangeable Shares were outstanding, including: (i) not to declare or pay any dividends on our common stock unless simultaneously declaring the equivalent dividend for the holders of the Exchangeable Shares, (ii) advising Bionik Canada in advance of any dividend declaration by our company, (iii) ensure that the record date for any dividend or other distribution declared on the shares of the Company is not less than seven days after the declaration date of such dividend or other distribution; (iv) taking all actions reasonably necessary to enable Bionik Canada to pay and otherwise perform its obligations with respect to the issued and outstanding Exchangeable Shares, (iv) to ensure that shares of the Company are delivered to holders of Exchangeable Shares upon exercise of certain redemption rights set out in the agreement and in the rights and restrictions of the Exchangeable Shares, and (v) reserving for issuance and keeping available from our authorized common stock such number of shares as may be equal to: (A) the number of Exchangeable Shares issued and outstanding from time to time; and (B) the number of Exchangeable Shares issuable upon the exercise of all rights to acquire Exchangeable Shares from time to time.

The Support Agreement also outlines certain restrictions on our ability to issue any dividends, rights, options or warrants to all or substantially all of our stockholders during the term of the agreement unless the economic equivalent is provided to the holders of Exchangeable Shares. The Support Agreement is governed by the laws of the Province of Ontario.

Concurrently with the closing of the Acquisition Transaction and in contemplation of the Acquisition Transaction, we sold 7,735,750 units (the "Units") for gross proceeds of \$6,188,600 (including \$500,000 of outstanding bridge loans converted into Units at the offering price) at a purchase price of \$0.80 per Unit (the "Purchase Price") in a private placement offering (the "Offering"). Each Unit consists of one share of common stock, par value \$0.001 per share (the "Common Stock") and a four year warrant (the "Warrant") to purchase one share of Common Stock at an initial exercise price of \$1.40 per share (the "Warrant Shares"). We incurred share issued costs related to this transaction of \$848,822.

The Offering was being offered with a minimum offering amount of \$6,000,000 (the "Minimum Offering Amount") and up to a maximum offering amount of \$12,800,000 (subject to a \$2,600,000 overallotment option). Once the Minimum Offering amount was reached and held in escrow and other conditions to closing were satisfied (including the simultaneous closing of the Acquisition Transaction), the Company and the placement agent were able to conduct a first closing (the "First Closing"). As a result of the Offering, after payment of placement agent fees and expenses but before the payment of other offering expenses such as legal and accounting expenses, we received net proceeds of approximately \$5,339,778 at the First Closing, including the \$500,000 in bridge loans we previously received that were taken into account as part of the Minimum Offering Amount. In addition, the placement agent is entitled to 10% warrant coverage for all Units sold in the Offering, which will be exercisable at \$0.80 per share for a period of 4 years.

As of the Acquisition Transaction and the First Closing, an aggregate of 90,575,126 shares of our Common Stock were deemed cancelled, of which 90,207,241 were held by our former Chief Executive Officer.

Immediately following the Acquisition Transaction, the Exchangeable Share Transaction and the First Closing, there were 63,735,813 shares of our common stock and equivalents issued and outstanding of which 6,000,063 were held by existing stockholders, 7,735,750 were held by the investors in the Offering and Bionik Canada shareholders held an equivalent of 50,000,000 shares of our common stock through their ownership of 100% of the Exchangeable Shares.

From April 21, to June 30, 2015, we sold to accredited investors 6,568,750 Units for gross proceeds of \$5,255,000. After payment of placement agent fees and expenses but before payment of offering expenses such as legal and accounting we received net proceeds of \$4,556,818. Through the final closing of the Offering on June 30, 2015, we raised in the Offering aggregate gross proceeds of \$13,126,600.

### **Significant Accounting Policies and Estimates**

The discussion and analysis of the financial condition and results of operations are based upon the condensed consolidated interim financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of any contingent liabilities at the financial statement date and reported amounts of revenue and expenses during the reporting period. On an on-going basis we review our estimates and assumptions. The estimates were based on historical experience and other assumptions that we believe to be reasonable under the circumstances. Actual results are likely to differ from those estimates under different assumptions or conditions, but we do not believe such differences will materially affect our financial position or results of operations.

## Results of Operations

From the inception of Bionik Canada on March 24, 2011 through to June 30, 2016, we have generated a deficit of \$13,974,752.

We expect to incur additional operating losses during the fiscal year ending March 31, 2017 and beyond, principally as a result of our continuing research and development, the acquisition of IMT which has a long sales cycle and general and administrative costs associated with being a public company.

Our results of operations are presented for the three months ended June 30, 2016 with comparatives for the three months ended June 30, 2015. The Company changed its fiscal year to March 31, effective after the Company's previous fiscal year ended December 31, 2015 and accordingly this report relates to the first quarter of the fiscal year ending March 31, 2017.

### *Three Months Ended June 30, 2016 Compared to the Three Months ended June 30, 2015*

#### *Operating Expenses*

Total operating expenses for the three months ended June 30, 2016 was \$2,033,013 compared to \$2,434,612 for the three months ended June 30, 2015, as further detailed below.

Research and development expenses were \$417,790 for the three months ended June 30, 2016, compared to expenses of \$609,823 for the three months ended June 30, 2015. The decrease relates primarily to less prototyping of products nearing completion of engineering and a decrease due to a senior executive who left the Company whose salary was partially allocated to research and development.

For the three months ended June 30, 2016, we incurred general and administrative expenses of \$1,303,614 compared to general and administrative expenses of \$510,229 for the three months ended June 30, 2015. The increase in these expenses is primarily due to legal, accounting, and audit costs related to the IMT acquisition and the change in year-end from December 31 to March 31, the costs of being a public company and the administration costs of IMT since acquisition on April 21, 2016.

For the three months ended June 30, 2016, the Company recorded \$219,248 in share-based compensation expense compared to \$1,297,558 in the three months ended June 30, 2015. The decrease in stock compensation relates to the stock options granted by the Company and shares issued to consultants for services provided. The options previously granted by Bionik prior to the Acquisition Transaction were revalued on its completion and new options granted and options vesting during the quarter and the year to date resulted in this expense.

#### *Other Expenses*

For the three months ended June 30, 2016, we incurred interest expenses of \$15,234 compared to interest expenses of \$9,963 for the three months ended June 30, 2015. The changes in interest expenses relates to the Company having more interest bearing debt during the period.

The Company's outstanding warrants include price protection provisions that allow for a reduction in the exercise price of the warrants in the event the Company subsequently issues common stock or options, rights, warrants or securities convertible or exchangeable for shares of common stock at a price lower than the exercise price of the warrants. Simultaneously with any reduction to the exercise price, the number of shares of common stock that may be purchased upon exercise of each of these warrants shall be increased based on a pre-defined formula. During the three month periods ended June 30, 2016, the Company recorded a loss of \$391,059 on re-measurement to fair value at period end which was recorded within the Company's consolidated statements of operations and comprehensive loss and represents a non-cash item.

#### *Other Income*

For the three months ended June 30, 2016, we had other income of \$11,218 compared to other income of \$25,208 for the three months ended June 30, 2015.

### *Gain and losses included in other comprehensive income*

Effective April 1, 2015, the Company changed the functional currency of its wholly owned subsidiaries, Bionik Acquisition Inc. and Bionik Canada from the Canadian dollar to the U.S. dollar. This reflects the fact that the majority of the Company's business is influenced by an economic environment denominated in U.S. currency as well the Company anticipates revenues to be earned in U.S. dollars.

### *Comprehensive Loss*

Comprehensive loss for the three months ended June 30, 2016 amounted to \$2,322,722 resulting in a loss per share of \$(0.03) compared to a loss of \$1,501,618 the three months ended June 30, 2015, resulting in a loss per share of \$(0.02).

The comprehensive loss for the three months ended June 30, 2016 compared to the three months ended June 30, 2015 is partially due to lower research and development costs, offset by higher general and administrative costs as described above in the three months ended June 30, 2016; however, the greatest impact is that of the change in fair value of warrant derivative liability resulting in a non-cash loss of \$391,059 in the three month period ended June 30, 2016.

There has been no recognition of the Company's last SR&ED refund for the period ended February 25, 2015 to date - this refund has been received July 26, 2016 and has been recorded in the subsequent period.

### **Liquidity and Capital Resources**

IMT generated approximately \$2,000,000 of revenue in 2015, however IMT has reported revenue of \$162,588 for the period of April 21, 2016 to June 30, 2016 – we can give no assurance that we will generate similar or greater revenues in 2016 as a result of the InMotion products. We have incurred a deficit of \$13,974,752 from inception on March 24, 2011 to June 30, 2016.

We have funded operations through the issuance of capital stock, loans, grants and investment tax credits received from the Government of Canada. We raised in our 2015 private offering aggregate gross proceeds of \$13,126,600 which resulted in net proceeds after costs of \$11,341,397. At June 30, 2016, we had cash and cash equivalents of \$2,749,953. Assuming our current burn rate and that our newly acquired products from IMT will generate similar revenues in 2016 as in 2015, we expect that we will have sufficient funds to continue operations for at least the next 12 months, should IMT not generate sales similar to 2015, the Company would need to raise additional capital not later than December 31, 2016. We will need to raise additional funds through equity offerings or otherwise to meet expected future liquidity requirements. We will be required to delay or scale back our growth plans as early as November 2016, until we are able to raise additional funds or generate revenue, of which we can give no assurance of success.

As we proceed with the ARKE product development, the marketing of the three commercial products of IMT and the development of other IMT development-stage products, we have devoted and expect to continue to devote significant resources in the areas of capital expenditures and research and development costs and operations, marketing, clinical trials and sales expenditures.

As a result of the acquisition of IMT, the Company indirectly assumed an aggregate of approximately \$1.26 million of debts and other liabilities of IMT, based on the internal, unaudited financial information of IMT, which numbers may change as we integrate IMT into our operations and audit IMT's financial information. On or about the effective date of the acquisition of IMT, we repaid or settled an aggregate of approximately \$806,000 of its outstanding liabilities.

During our review and due diligence of IMT prior to the execution of the Merger Agreement, we loaned an aggregate of \$300,000 to IMT, which loans were secured by certain assets of IMT. On March 7, 2016, we loaned an additional \$68,750 to IMT to fund certain IMT expenses in contemplation of the closing of the merger. The loans matured upon the effective date of the merger. We also advanced IMT \$172,324 for closing and operating costs during 2016 before the closing of the acquisition and the Company advanced \$900,000 to IMT on April 20, 2016 for the payment of various liabilities of which \$266,635 of cash was remaining in IMT on acquisition on April 21, 2016.

We will require additional funds to further develop our expanded business plan, including the anticipated commercialization of the ARKE, the marketing of IMT's products and the development of IMT's product pipeline. Since it is impossible to predict with certainty the timing and amount of funds required to launch our new business plans since the IMT acquisition, we anticipate that we will need to raise additional funds through equity or debt offerings or otherwise in order to meet our expected future liquidity requirements. Any such financing that we undertake will likely be dilutive to existing stockholders.

We will need additional funds to respond to business opportunities including potential acquisitions of complementary technologies or business, protect our intellectual property, develop new lines of business and enhance our operating infrastructure. While we may need to seek additional funding for any such purposes, we may not be able to obtain financing on acceptable terms, or at all. In addition, the terms of our financings may be dilutive to, or otherwise adversely affect, holders of our common stock. We may seek additional funds through arrangements with collaborators or other third parties. We may not be able to negotiate any such arrangements on acceptable terms, if at all. If we are unable to obtain additional funding on a timely basis, we may be required to curtail or terminate some or all of our product lines.

***Net Cash Used in Operating Activities***

During the three months ended June 30, 2016, we used cash in operating activities of \$2,898,439 compared to \$1,422,793 for the three months ended June 30, 2015. The increased use of cash is mainly attributable to the larger loss in the three months ended June 30, 2016 due to higher general and administrative costs and the costs of becoming a public company and \$391,059 of change in the fair value of the warrant derivative liability compared to a gain of \$917,749 in the three months ended June 30, 2015. The change in fair value of warrant derivative liability is a non-cash item.

***Net Cash Used in Investing Activities***

During the three months ended June 30, 2016, net cash used in investing activities was \$Nil and for the three months ended June 30, 2015, net cash used in investing activities of \$180,917, respectively. The decrease in 2016 is a result of there being no loans made as there was in 2015 and no cash additions to equipment.

***Net Cash Provided by Financing Activities***

Net cash provided by financing activities was \$266,635 for the three months ended June 30, 2016 compared to cash provided by financing activities of \$4,552,409 for the three months ended June 30, 2015. The decrease is due to the Offering in 2015, and no capital has been raised in 2016; however the balance in 2016 reflects the cash remaining from a \$900,000 advance sent to IMT immediately before the acquisition close of which \$266,635 remained on hand on April 21, 2016.

## Recent Issued Accounting Pronouncements

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers (Topic 606)". The standard outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance. The accounting standard is effective for annual reporting periods (including interim reporting periods within those periods) beginning after December 15, 2017. Early adoption is not permitted. The impact on the consolidated financial statements of adopting ASU 2014-09 will be assessed by management.

In August 2014, the FASB issued a new financial accounting standard on going concern, ASU No. 2014-15, "Presentation of Financial Statements – Going Concern (Sub-Topic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern." The standard provides guidance about management's responsibility to evaluate whether there is a substantial doubt about the organization's ability to continue as a going concern. The amendments in this Update apply to all companies. They become effective in the annual period ending after December 15, 2016, with early application permitted. The impact on the consolidated financial statements of adopting ASU 2014-15 will be assessed by management.

In September 2015, the FASB issued ASU No. 2015-16, "Simplifying the Accounting for Measurement-Period Adjustments," which illustrates certain guidance governing adjustments to the provisional amounts recognized at the acquisition date with a corresponding adjustment to goodwill. Such adjustments are required when new information is obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the measurement amounts initially recognized or would have resulted in the recognition of additional assets and liabilities. ASU No. 2015-16 eliminates the requirement to retrospectively account for such adjustments. ASU No. 2015-16 is effective for the fiscal year commencing on January 1, 2016. The Company has adopted this ASU No. 2015-16 as at and for the three and twelve month periods ended March 31, 2016. There was no material effect on the consolidated financial position or the consolidated results of operations and comprehensive loss.

In November 2015, the FASB issued ASU No. 2015-17, "Balance Sheet Classification of Deferred Taxes," which requires that deferred tax liabilities and assets be classified on our Consolidated Balance Sheets as noncurrent based on an analysis of each taxpaying component within a jurisdiction. ASU No. 2015-17 is effective for the fiscal year commencing on January 1, 2017. The Company does not anticipate that the adoption of ASU No. 2015-17 will have a material effect on the consolidated financial position or the consolidated results of operations.

In February 2016, the FASB issued ASU 2016-02, Leases. This update requires organizations that lease assets to recognize on the balance sheet the assets and liabilities for the rights and obligations created by those leases. The new guidance will also require additional disclosure about the amount, timing and uncertainty of cash flows arising from leases. The provisions of this update are effective for annual and interim periods beginning after December 15, 2018. The Company is still assessing the impact that the adoption of ASI 2016-02 will have on the consolidated financial position and the consolidated results of operations.

In March 2016, the FASB issued ASU 2016-09, "Compensation - Stock Compensation: Improvements to Employee Share-Based Payment Accounting". Several aspects of the accounting for share-based payment award transaction are simplified, including (a) income tax consequences; (b) classification of awards as either equity or liabilities; and (c) classification on the statement of cash flows. The amendments are effective for annual periods beginning after December 15, 2016, and interim periods within those annual periods. The Company is still assessing the impact that the adoption of ASI 2016-09 will have on the consolidated financial position and the consolidated results of operations.

Management does not believe that any other recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying condensed consolidated interim financial statements.

## Off Balance Sheet Arrangements

We have no off-balance sheet transactions.

## Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not applicable for smaller reporting companies.

## Item 4. Controls and Procedures

During the three months ended June 30, 2016, there were no changes in our internal controls over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act) that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **Evaluation of Disclosure Controls and Procedures**

We maintain “disclosure controls and procedures” as such term is defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act, that are designed to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms, and such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

As of the end of the period covered by this Quarterly Report, we carried out an evaluation, under the supervision and with the participation of our chief executive officer and chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rules 13a-15(b) and 15d-15(b). Based upon this evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures as of the end of the period covered by this Quarterly Report were ineffective due to a lack of segregation of duties.

## PART II - OTHER INFORMATION

### Item 1. Legal Proceedings

None

### Item 1A. Risk Factors

Not applicable for smaller reporting companies

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

During the quarter ended June 30, 2016, we issued an aggregate of 70,000 shares of our common stock to consultants for services rendered, and an aggregate of 51,249 shares of our common stock upon the cashless exercise of outstanding warrants. The issuance of such shares was not registered under the Securities Act of 1933. We relied upon the exemption from securities registration provided by Section 4(a)(2) under the Securities Act of 1933, as amended, for transactions not involving a public offering.

Except as set forth above, all unregistered issuances of equity securities during the period covered by this quarterly report have been previously disclosed on our Current Reports on Form 8-K.

### Item 3. Defaults Upon Senior Securities.

None

### Item 4. Mine Safety Disclosures

Not applicable

### Item 5. Other Information

None

### Item 6. Exhibits

Exhibit 31.1 - Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002  
Exhibit 31.2 - Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002  
Exhibit 32.1 - Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002  
Exhibit 32.2 - Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002  
Exhibit 101.INS - XBRL Instance Document  
Exhibit 101.SCH - XBRL Taxonomy Extension Schema Document  
Exhibit 101.CAL - XBRL Taxonomy Extension Calculation Linkbase Document  
Exhibit 101.DEF - XBRL Taxonomy Extension Definition Linkbase Document  
Exhibit 101.LAB - XBRL Taxonomy Extension Label Linkbase Document  
Exhibit 101.PRE - XBRL Taxonomy Extension Presentation Linkbase Document

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: August 15, 2016

BIONIK LABORATORIES CORP.

By: /s/ Peter Bloch  
Name: Peter Bloch  
Chief Executive Officer  
(Principal Executive Officer)

By: /s/ Leslie Markow  
Name: Leslie Markow  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

**CERTIFICATION PURSUANT TO  
SECTION 302 OF  
THE SARBANES-OXLEY ACT OF 2002**

I, Peter Bloch, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Bionik Laboratories Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report, our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: August 15, 2016

/s/ Peter Bloch  
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Peter Bloch  
Chief Executive Officer  
(Principal Executive Officer)

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**CERTIFICATION PURSUANT TO  
SECTION 302 OF  
THE SARBANES-OXLEY ACT OF 2002**

I, Leslie Markow, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Bionik Laboratories Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report, our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: August 15, 2016

/s/ Leslie Markow

Leslie Markow  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

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**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Bionik Laboratories Corp. (the "Company") on Form 10-Q for the quarter ended June 30, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Peter Bloch, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: August 15, 2016

/s/ Peter Bloch  
Peter Bloch  
Chief Executive Officer  
(Principal Executive Officer)

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**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Bionik Laboratories Corp. (the "Company") on Form 10-Q for the quarter ended June 30, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Leslie Markow, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: August 15, 2016

/s/ Leslie Markow

Leslie Markow  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

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