**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
**Washington, D.C. 20549**

**Form 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16**
**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of December 2019
Commission File Number 0-30314

# PORTAGE BIOTECH INC.

(Translation of registrant's name into English)

**47 Avenue Rd., Suite 200, Toronto, Ontario, Canada M5R 2G3**
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.
Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): _____

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): _____

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.
Yes ☐ No ☒

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- _____.

**EXHIBITS**

| Exhibit No. | Exhibit |
|---|---|
| 99.1 | Consolidated Interim Financial Statements for the three months ended June 30, 2019. Unaudited - Prepared by Management as at December 30, 2019. |
| 99.2 | Management's Discussion and Analysis for the three months ended June 30, 2019. Prepared by Management as at December 30, 2019. |

**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: December 30, 2019

PORTAGE BIOTECH INC.

By: /s/ Kam Shah
Kam Shah
Chief Financial Officer

**Exhibit 99.1**

# Portage Biotech Inc.

**Consolidated Interim Financial Statements**

**For the three months ended June 30, 2019**

**(Unaudited – Prepared by Management)**

**(US Dollars)**

**Portage Biotech Inc.**
**Consolidated Interim Financial Statements**
**For the Three Months Ended June 30, 2019**

**NOTICE TO READER OF CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

The consolidated interim financial statements for Portage Biotech Inc. comprised of the consolidated interim statements of financial position as at June 30, 2019 and for the year ended March 31, 2019, and the consolidated interim statement of operations, statement of changes in equity and cash flows for the three-month period ended June 30, 2019 and are the responsibility of the Company's management.

The consolidated interim financial statements have been prepared by management and include the selection of appropriate accounting principles, judgments and estimates necessary to prepare these consolidated interim financial statements in accordance with International Financial Reporting Standards.

The consolidated interim financial statements have not been reviewed by the Company's independent external auditors, Marcum LLP.

| | |
|---|---|
| "signed" | "signed" |
| Kam Shah CPA,C.A., Director | Ian Walters MD, Director |

December 30, 2019

**Portage Biotech Inc.**
**Consolidated Interim Statements of Financial Position**
**(US Dollars)**
**(Unaudited – see Notice to Reader dated December 30, 2019)**

| As at , | Note | June 30, 2019 | March 31, 2019 |
|---|---|---|---|
| | | in 000$ | (Audited) in 000$ |
| **Assets** | | | |
| **Current** | | | |
| Cash and cash equivalents | | **5,187** | 6,166 |
| Prepaid expenses and other receivable | **4** | **429** | 282 |
| Investments in marketable equity securities | **6** | **88** | 103 |
| | | **$ 5,704** | $ 6,551 |
| **Long-term assets** | | | |
| Long term portion of other receivable | **4** | **45** | 45 |
| Investment in associate | **7** | **1,164** | 1,207 |
| Investment in private companies | **9** | **5,200** | 5,200 |
| Goodwill | **10** | **43,324** | 43,324 |
| In process research and development | **10** | **117,388** | 117,388 |
| **Total assets** | | **$ 172,825** | $ 173,715 |
| **Liabilities and Equity** | | | |
| **Current liabilities** | | | |
| Accounts payable and accrued liabilities | | **1,411** | 1,107 |
| Unsecured notes payable | **11** | **665** | 663 |
| Warrant liability | **11** | **24** | 24 |
| | | **$ 2100** | $ 1,794 |
| **Non-current liabilities** | | | |
| Unsecured notes payable | **11** | **3,000** | 3,000 |
| Deferred tax liability | **10** | **20,364** | 20,364 |
| | | **23,364** | 23,364 |
| **Total liabilities** | | **$ 25,464** | $ 25,158 |
| **Shareholders' Equity** | | | |
| **Capital stock** | **12** | **116,237** | 116,237 |
| **Stock option reserve** | **13** | **329** | 324 |
| **Accumulated other comprehensive income** | | **67** | 82 |
| **Accumulated deficit** | | **(18,411)** | (16,969) |
| **Total equity attributable to owners of the Company** | | **$ 98,222** | $ 99,674 |
| **Non-controlling interest** | **20** | **$ 49,139** | $ 48,883 |
| **Total equity** | | **$ 147,361** | $ 148,557 |
| **Total liabilities and equity** | | **$ 172,825** | $ 173,715 |

**Commitments and Contingent Liabilities (Note 15)**

**On behalf of the Board** "Kam Shah" Director (signed) "Ian Walters" Director (signed)

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

**Portage Biotech Inc.**
**Consolidated Interim Statements of Operations and Other Comprehensive Loss**
**(US Dollars)**
**(Unaudited – see Notice to Reader dated December 30, 2019)**

| **Three months ended June 30,** | **Note** | **2019** | 2018 |
|---|---|---|---|
| | | **in 000$** | in 000$ |
| **Expenses** | | | |
| Research and development | | **433** | 61 |
| Consulting fees | **16** | **1,076** | 81 |
| Professional fees | | **243** | 13 |
| Other operating costs | | **46** | 9 |
| Loss from operations | | **(1,798)** | (164) |
| share of losses in associates accounted for using equity method | | **(43)** | (69) |
| interest income (expense) | | **(95)** | 14 |
| Net (loss) | | **(1,936)** | (219) |
| **Other comprehensive income** | | | |
| **Unrealized (loss) gain on Investment in Biohaven** | | **(15)** | 27 |
| **Total comprehensive (loss) for period** | | **$ (1,951)** | $ (192) |
| **Net ( loss) attributable to :** | | | |
| **Owners of the Company** | | **(1,442)** | (219) |
| **Non-controlling interest** | | **(494)** | - |
| | | **$ (1,936)** | $ (219) |
| **Comprehensive Profit(loss) attributable to :** | | | |
| **Owners of the Company** | | **(1,456)** | (192) |
| **Non-controlling interest** | | **(494)** | - |
| | | **$ (1,950)** | $ (192) |
| **(loss) per share (Actual)** | **14** | | |
| Basic and diluted | | **$ (0.00)** | $ (0.00) |
| **Weighted average shares outstanding** | **14** | | |
| Basic and diluted | | **1,085,790** | 280,720 |

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

**Portage Biotech Inc.**
**Consolidated Interim Statements of Changes in Shareholders' Equity**
**For The Three Months Ended June 30, 2019**
**(US Dollars)**
**(Unaudited – see Notice to Reader dated December 30, 2019)**

| | Number of Shares | Capital Stock | Stock Option Reserve | Accumulated other comprehensive income | Retained earnings (Accumulated Deficit) | Equity Attributable to Owners of Company | Non-controlling Interest | Total Equity |
|---|---|---|---|---|---|---|---|---|
| | In '000' | In '000$ | In '000$ | In '000$ | In '000$ | | | In '000$ |
| **Balance, April 1, 2018** | 280,720 | 23,654 | 267 | 32 | (14,334) | 9,619 | - | 9,619 |
| Share based compensation | | | 9 | | | 9 | - | 9 |
| Unrealized gain on investment in Biohaven | | | | 27 | | 27 | - | 27 |
| Net loss for period | | | | | (219) | (219) | - | (219) |
| **Balance, June 30, 2018** | 283,959 | 23,654 | 276 | 59 | (14,553) | 9,922 | - | 9,436 |
| **Balance, April 1, 2019** | **1,085,790** | **116,237** | **324** | **82** | **(16,969)** | **99,674** | **48,883** | **148,557** |
| Share based compensation | | | 5 | | | **5** | **750** | **755** |
| Unrealized (loss) on investment in Biohaven | | | | (15) | | **(15)** | | **(15)** |
| Net loss for period | | | | | (1,442) | **(1,442)** | (494) | **(1,936)** |
| **Balance, June 30, 2019** | **1,085,790** | **116,237** | **329** | **67** | **(18,411)** | **98,972** | **48,389** | **147,361** |

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

**Portage Biotech Inc.**
**Consolidated Interim Statements of Cash Flows**
**(US Dollars)**
**(Unaudited – see Notice to Reader dated December 30, 2019)**

| **For the three months ended June 30,** | **2,019** | 2,018 |
|---|---|---|
| | **in 000$** | in 000$ |
| **Cash flows from operating activities** | | |
| Net loss for the period | **(1,936)** | (219) |
| Adjustments for non-cash items: | | |
| Value of shares and options expensed as consulting fee | **755** | 9 |
| Increase in warrant liability charged to interest | | 2 |
| Share of losses in associate | **43** | 69 |
| Prepaid expenses and other receivable | **(147)** | (16) |
| Accounts payable and accrued liabilities | **306** | (30) |
| | **(979)** | (185) |
| **(Decrease) in cash during period** | **(979)** | (185) |
| **Cash at beginning of period** | **6,166** | 7,520 |
| **Cash at end of period** | **5,187** | 7,335 |
| | | |
| **Supplemental disclosure of non-cash investing activity** | | |
| | | |
| Unrealized (loss) gain on Investment in Biohaven | (15) | 27 |

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

## 1. NATURE OF OPERATIONS AND GOING CONCERN

Portage Biotech Inc. (the "Company") is incorporated in the British Virgin Islands ("BVI") with its registered office located at FH Chambers, P.O. Box 4649, Road Town, Tortola, BVI. Its Toronto agent, Portage Services Ltd., is located at 47 Avenue Road, Suite 200, Toronto, Ontario, M5R 2G3, Canada.

The Company is a reporting issuer with the Ontario Securities Commission on the Canadian Stock Exchange under the symbol PBT-U and US Securities and Exchange Commission on the OTC market under the symbol PTGEF.

The Company is engaged in the business of researching and developing pharmaceutical and biotechnology products through to clinical "proof of concept" with an initial focus on unmet clinical needs. Following proof of concept, the Company seeks to sell or license the products to large pharmaceutical companies for further development and commercialization.

The Company's existing subsidiaries are in the pre-clinical stage, and as such no revenue has been generated from their operations.

## 2. BASIS OF PRESENTATION

### (a) Statement of Compliance and Basis of presentation

These consolidated Interim financial statements have been prepared in accordance with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB"), IAS 34 *Interim Financial Reporting* and interpretations of the International Financial Reporting Interpretations Committee. These consolidated interim financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the audited consolidated financial statements of the Company for the year ended March 31, 2019.

These consolidated interim financial statements have been prepared on a historical cost basis except for items disclosed herein at fair value. In addition, these consolidated interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The Company has only one material operating segment.

These consolidated financial statements were approved and authorized for issue by the Audit Committee and Board of Directors on December 30, 2019.

**2. BASIS OF PRESENTATION - continued**

**b) Consolidation**

The consolidated financial statements include the accounts of the Company and,

a. Portage Services Ltd., a wholly owned subsidiary incorporated in Ontario on January 31, 2011.

b. Portage Pharmaceuticals Ltd. ("PPL") a wholly owned subsidiary resulting from a merger on July 23, 2013 and is incorporated under the laws of the British Virgin Islands, as a BVI business company.

c. EyGen Limited, ("EyGen") which is a wholly owned subsidiary of PPL, was incorporated on September 20, 2016 under the laws of the BVI.

d. SalvaRx Limited ("SalvaRx"), a wholly owned subsidiary, incorporated on May 6 2015 in the British Virgin Islands.

e. Portage Glasgow Ltd ("PGL"), a 65% subsidiary of PPL, incorporated in Glasgow, Scotland.

f. IOX Therapeutics Ltd ("IOX"), a United Kingdom based immune-oncology company, a 60.49% subsidiary incorporated in the United Kingdom on February 10, 2015.

g. Saugatuck, a 70% owned subsidiary incorporated in the British Virgin Islands.

All inter-company balances and transactions have been eliminated on consolidation.

Non-controlling interest in the equity of a subsidiary is accounted for and reported as a component of stockholders' equity. Non-controlling interest represents the 39.51% shareholder ownership interest in IOX and the 30% shareholder ownership interest in Saugatuck which are consolidated by the Company.

**(c) Functional and presentation currency**

The Company's functional and presentation currency is US Dollar.

**(d) Use of Estimates and judgments**

The preparation of the consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. Significant areas where estimation uncertainty and critical judgments are applied include valuation of financial instruments, research and development costs, fair value used for acquisition, assessment of impairment in goodwill and other intangible assets and measurement of share- based compensation, in the current and prior periods.

**3. SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies are set out in Note 3 to the fiscal 2019 audited consolidated financial statements. These policies have been applied consistently to all periods presented in these consolidated interim financial statements,

**New accounting standards, interpretations and amendments**

During the current interim period the company adopted the requirements of IFRS 16 in respect to lease obligations. However, management determined that it had no leases to which the standard applied, and therefore there was no impact on its financial statements. The Company is also unaware of any applicable but not-yet-adopted standards that are expected to materially affect the financial statements of future periods.

## 4. PREPAID EXPENSES AND OTHER RECEIVABLE

| | **As at June 30, 2019** | As at March 31, 2019 |
|---|---|---|
| | **in 000'$** | **in 000'$** |
| Prepaid expenses | **15** | 19 |
| R & D credits | **357** | 208 |
| Other receivable | **57** | 55 |
| | **429** | 282 |

In October 2016, the Company's wholly owned subsidiary, PPL agreed to a settlement of $120,000 for a claim made against a supplier. As of June 30, 2019, the Company received $63,750. The remaining balance is payable in five annual instalments of $11,250. Accordingly, $11,250 is classified as a current asset within other receivables and the non-current portion of $45,000 is classified as a long-term asset ($45,000 classified as a long-term asset and $11,250 classified as a current asset as at March 31, 2019).

## 5. CONVERTIBLE NOTE RECEIVABLE

As of June 30, 2019, the Company invested $1.9 million in a convertible note (the "Notes") issued by IOX in U.S. dollars. The Notes carry interest at 7% accruing daily and mature within twelve months of their issuance. The Company can convert the notes and accrued interest into ordinary shares of IOX at any time before maturity at £120 per share. There is an automatic conversion on a qualifying event, being IOX raising $2 million or a sale of the Company per the agreement. Conversion price will be the price at which the money was raised discounted by 25%. IOX has the right to repay the Notes together with accrued interest at any time.

As a result of the SalvaRx Acquisition in fiscal 2019, IOX became a subsidiary of the Company and in accordance with IFRS 3 – Business combinations, the fair value, including interest receivable, of the Notes were effectively settled upon the business combination.

## 6. INVESTMENT IN MARKETABLE EQUITY SECURITIES

Investment comprises 2,000 shares in Biohaven Pharmaceutical Holding Company Limited, (Biohaven) a public company listed on NYSE.

The Company currently accounts for its investment in Biohaven as a financial asset classified as FVTOCI

As at June 30, 2019, the shares were valued at the quoted market price of Biohaven share of $43.79 and the difference between the carrying value and the fair value being unrealized loss of $15,360 is included in the other comprehensive income.

The following table is a rollforward of the investment in Biohaven

| | **Three months ended June 30, 2019** | Year ended March 31, 2019 |
|---|---|---|
| | **in 000'$** | **In 000'$** |
| **Balance at Beginning of period** | **103** | 53 |
| Unrealized (loss) gain on investment | **(15)** | 50 |
| **Balance at end of period** | 88 | 103 |

## 7. INVESTMENT IN ASSOCIATE

Details of the Company's associate as of June 30, 2019 and March 31, 2019 are as follows:

| Name | Principal Activity | Place of Incorporation and principal place of business | Voting rights held as at June 30, 2019 and March 31, 2019 |
|---|---|---|---|
| Associate: | | | |
| Stimunity S.A. | Biotechnology | Paris, France | 36.5% |

The abovementioned associate is accounted for using the equity method in these consolidated financial statements.

The following table is a rollforward of the investment Stimunity S.A.

| | Three months ended June 30, 2019 | Year ended March 31, 2019 |
|---|---|---|
| | in 000'$ | In 000'$ |
| **Balance at Beginning of period** | **1,207** | 681 |
| Additional investment | - | 688 |
| Share of losses | **(43)** | (162) |
| **Balance at end of period** | **1,164** | 1,207 |

Under the shareholders agreement, Portage has (i) a preferential subscription right to maintain its equity interest in Stimunity in the event of a capital increase from the issuance of new securities by Stimunity, except for issuances of new securities for stock options under a merger plan or for an acquisition, or (ii) the right to vote against any (a) issuances of additional securities that would call for the Company to waive its preferential subscription right or (b) any dilutive issuance.

As at June 30, 2019, the Company evaluated the progress achieved by Stimunity and has determined that there was no evidence of any impairment in the value of this investment and as a result no adjustment was considered necessary in its carrying value.

## 8. INVESTMENT IN PGL

The Company's wholly owned subsidiary, PPL holds 650 ordinary shares of Portage Glasgow Ltd. (PGL), at £0.01 per share for a total consideration of £6.50 ($9.11). PPL's ownership comprised 65% of the issued ordinary shares in PGL. PPL's Chief Executive Officer ("CEO") is also the chairman of the board of directors of PGL which currently consists of two persons. PGL is therefore considered a subsidiary and consolidated.

As per the terms of a Convertible Loan Agreement dated January 31, 2018 signed with PGL, PPL has committed to provide PGL with an unsecured convertible loan facility up to £1 million ($1.4 million) with a minimum drawdown of £50,000 ($70,075) and maximum drawdown of £250,000 ($350,375) during any three-month period. Interest will be at 7% accruing on a monthly basis and the facility is repayable within nine years from the date of the agreement. The outstanding loan with accrued interest can be converted into ordinary shares of PGL to be priced at between £9,000 per share and £5,000 per share depending on the conversion date being within one year to eight years. However, completion of an eligible fundraising by PGL, being £5 million ($7 million) at a pre-money valuation of minimum £10 million ($14 million), will require the loan to be mandatorily converted as per the terms of conversion described above. The total drawdown as at June 30, 2019 amounted to $174,299 (As at March 31, 2019 amounted to $45,378).

## 9. INVESTMENT IN PRIVATE COMPANIES

| As at | **June 30, 2019** | March 31, 2019 |
|---|---|---|
| | **in 000'$** | **In 000'$** |
| **Sentien Biotechnologies Inc.** | 700 | 700 |
| **Intensity** | 4,500 | 4,500 |
| | **5,200** | 5,200 |

**Sentien**

In August 2015, the Company acquired 210,210 shares of Series A preferred stock in Sentien ("Preferred Stock"), a Medford, MA based private company for $700,000 of cash. The Preferred Stock is fully convertible into equal number of common shares. The Company's holdings represent 5.06% of the equity of Sentien on a fully diluted basis as at June 30, 2019 and March 31, 2019, respectively. The investment in Sentien has been irrevocably designated as a financial asset recorded at fair value with gains and losses recorded through OCI. In accordance with the guidance in IFRS 9 regarding when cost may be the best estimate of fair value, Sentien is recorded at cost.

**Intensity**

In connection with the SalvaRx Acquisition in the fiscal 2019, the Company acquired a $4.5 million interest in Intensity, a clinical stage biotechnology company, for 1 million shares, or a 7.5% equity interest in Intensity. The investment was recorded at fair value (which approximates cost) at the acquisition date. The investment in Intensity has been irrevocably designated as a financial asset recorded at fair value with gains and losses recorded through OCI. The fair value of the asset is determined by considering other comparable equity funding transactions by Intensity with unrelated investors.

As at June 30, 2019 and March 31, 2019, the Company has determined that there was no evidence of any impairment in the value of the above investments and as a result no adjustment was considered necessary in their carrying values.

## 10. GOODWILL, IN PROCESS RESEARCH AND DEVELOPMENT AND DEFERRED TAX LIABILITY

| | **Three months ended June 30, 2019** | | | Year ended March 31, 2019 | | |
|---|---|---|---|---|---|---|
| | **Goodwill** | **IPRD** | **DTL** | **Goodwill** | **IPRD** | **DTL** |
| | **in 000'$** | **in 000'$** | **in 000'$** | **in 000'$** | **in 000'$** | **in 000'$** |
| **Balance at Beginning of period** | **43,324** | **117,388** | **(20,364)** | - | - | - |
| **On acquisition of Salvarx Ltd** | | | | 43,324 | 117,388 | **(20,364)** |
| **amortization** | - | - | - | - | - | - |
| **Impairment** | - | - | - | - | - | - |
| **Balance at end of period** | **43,324** | **117,388** | **(20,364)** | 43,324 | 117,388 | (20,364) |

Goodwill related to acquisition of Salvarx Ltd in January 2019. The management evaluated the value of the underlying net assets as at June 30, 2019 and concluded that here was no impairment in goodwill.

In process research and development (IPRD) related to the value of pre-clinical research work carried out at IOX and Saugatuck prior to their acquisition in January 2019. The valuation was carried out by an independent valuator using discounted cash flow model (DCF). The management has evaluated the continuing work at these entities and updated the DCF model as at June 30, 2019 and concluded that IPRD required no adjustment. IPRD will be amortized once a commercial viability of the products is established or written off if the projects are abandoned.

**10. GOODWILL, IN PROCESS RESEARCH AND DEVELOPMENT AND DEFERRED TAX LIABILITY – continued**

Deferred tax (DTL) related to IPRD at IOX which is subject to tax in UK. As at June 30, 2019, there was no change in the amount and status of IOX IPRD and as a result, no changes were considered necessary in the amount of deferred tax.

**11. UNSECURED NOTES PAYABLE AND WARRANTS**

Following is a rollforward of the notes payable and the warrant liability:

| | **PPL** | **EyGen** | **IOX** | **SalvaRX** | **Total** |
|---|---|---|---|---|---|
| | **In 000'$** | **In 000'$** | **In 000'$** | **In 000'$** | **In 000'$** |
| **Balance, April 1, 2019** | **193** | **-** | **100** | **3,370** | **3,663** |
| **Interest** | **2** | | | | **2** |
| **Balance, June 30, 2019** | **195** | **-** | **100** | **3,370** | **3,665** |

| | PPL | EyGen | IOX | SalvaRX | Total |
|---|---|---|---|---|---|
| | In 000'$ | In 000'$ | In 000'$ | In 000'$ | In 000'$ |
| Balance, April 1, 2018 | 210 | 23 | - | - | 233 |
| Repayment | (25) | (25) | | | (50) |
| Interest | 8 | 2 | | | 10 |
| Fair value on acquisition | - | - | 100 | 3,370 | 3,470 |
| Balance, March 31, 2019 | 193 | - | 100 | 3,370 | 3,663 |

Warrant liability

| | **PPL** | **EyGen** | **Total** |
|---|---|---|---|
| | **In 000'$** | **In 000'$** | **In 000'$** |
| **Balance, April 1, 2019** | **22** | **2** | **24** |
| **Balance, June 30, 2019** | **22** | **2** | **24** |

| | PPL | EyGen | Total |
|---|---|---|---|
| | In 000'$ | In 000'$ | In 000'$ |
| Balance, April 1, 2018 | 22 | 2 | 24 |
| Balance, March 31, 2019 | 22 | 2 | 24 |

**PPL and EyGen Loan Notes**

The Unsecured Notes issued by PPL and EyGen bear interest at 7% per annum, payable annually on the issuance date. The Unsecured Notes are not redeemable by the Company prior to maturity. In conjunction with the issuance of the Unsecured Notes, the note holders were also issued a warrant to subscribe for $7,500 new PPL or Eygen ordinary shares for every $10,000 of principal issued, respectively, provided that a certain qualifying event occurs within the three years of issuance. The warrants are only exercisable on a qualifying event and the exercise price of the warrant will be based on the price of equity shares determined by the qualifying event and the year in which it takes place. The warrants have a three-year term. Given that there was an obligation to issue a variable number of shares, the warrants were classified as financial liabilities and recorded at fair value of $24,000 in warrant liabilities in the accompanying consolidated balance sheet.

**11. UNSECURED NOTES PAYABLE AND WARRANTS - continued**

**SalvaRx loan notes**

In connection with the SalvaRx Acquistion in January 2019, the Company assumed $3.96 million of principal in unsecured notes issued by SalvaRx due on March 2, 2021 (or a qualifying event), that bear interest of 7% (the "SalvaRx Notes"). As the SalvaRx Acquisition was a qualifying event, the unsecured notes became due upon the acquisition. On January 8, 2019, the acquisition date, the fair value of the SalvaRx Notes was determined to be $3.4 million using a 12.5% market interest rate to discount all payments of principal and interest due to the holders of such notes through the date of maturity. The holders of the SalvaRx Notes received $7,500 of warrants in respect of each $10,000 of principal issued.

The warrants vest in the event of a qualifying transaction and are exercisable at a 30% discount to the implied valuation of SalvaRx. On the Acquisition Date, the fair value of warrants, which are included in non-controlling interest, was determined to be $2.5 million using the Black Scholes Model.

**IOX loan notes**

In connection with the SalvaRx Acquistion in January 2019, the Company assumed $2.0 million of 7% convertible notes issued by IOX, a wholly owned subsidiary of SalvaRx (the "Convertible Notes"), of which the Company holds $1.9 million. As a result of the SalvaRx Acquisition, IOX has become a subsidiary of the Company during the year ended March 31, 2019. In accordance with IFRS 3 – Business combinations, the fair value notes payable was effectively settled against the note receivable (see Note 5). The remaining Convertible Notes issued to a third party, including the conversion option, are recorded at a fair value of $0.1 million. In each of March 2019 and December 2019, $0.05 million of loan mature. The holders of the Convertible Notes can convert the notes and accrued interest into ordinary shares of IOX at any time before maturity at £120 per share. There is an automatic conversion in the event IOX raises $2 million, and the conversion price will be determined on the timing of the capital raise and the price at which the money was raised. IOX has right to repay the Convertible Notes together with interest at any time.

**12. CAPITAL STOCK**

(a) Authorized**:** Unlimited number of common shares

(b) Issued: There was no change in the number and amount of issued and outstanding common shares during the three months ended June 30, 2019, which remained at 1,085,789,986 and $116,236,663 respectively as June 30, 2019 and March 31, 2019.

(c) As at June 30, 2019 and March 31, 2019, the Company had no active Consultant Stock Compensation Plan.

## 13. STOCK OPTION RESERVE

(a) The following table provides the activity for the Company's stock option reserve:

| | Three months ended June 30, 2019 | | Year ended March 31, 2019 | |
|---|---|---|---|---|
| | **Non-controlling interest** | **Stock option Reserve** | **Non-controlling interest** | **Stock option Reserve** |
| | **000$** | **000$** | **000$** | **000$** |
| Balance, beginning of Period | 8,475 | **324** | - | 267 |
| Value of IOX options relating to pre-acquisition services | - | - | 7,364 | - |
| Stock based compensation expense | 750 | **5** | 1,111 | 57 |
| Balance, end of period | **9,225** | **329** | 8,475 | 324 |

(b) The movements in Options issued were:

| | PBI 2013 Option Plan | | PPL Option Plan (Subsidiary Plan) | | iOx Option Plan (Subsidiary Plan) | |
|---|---|---|---|---|---|---|
| | **Three months ended June 30, 2019** | Year ended March 31, 2019 | **Three months ended June 30, 2019** | Year ended March 31, 2019 | **Three months ended June 30, 2019** | Year ended March 31, 2019 |
| Balance, at beginning of period | **595,842** | 1,845,842 | **57,258** | 47,917 | **2,599** | - |
| Acquired form Salvarx Acquisition | | | | | | 2,599 |
| Granted | | | | 9,341 | | |
| Cancelled | | (1,250,000) | | | | |
| Balance, at end of period | **595,842** | 595,842 | **57,258** | 57,258 | **2,599** | 2,599 |
| Exercisable, end of period | **595,842** | 595,842 | **55,390** | 50,253 | **1,802** | 1,728 |

the Board discontinued the 2013 Option Plan in the fiscal 2019. No additional shares will be issued under this plan.

(c) Following are the weighted average exercise price and the remaining contractual life for outstanding options by plan:

| | PBI 2013 Option Plan | | PPL Option Plan (Subsidiary Plan) | | IOX Option Plan (Subsidiary Plan) | |
|---|---|---|---|---|---|---|
| | As at June 30, 2019 | As at March 31, 2019 | As at June 30, 2019 | As at March 31, 2019 | As at June 30, 2019 | As at March 31, 2019 |
| Weighted average exercise price | $ 0.15 | $ 0.15 | $ 2.83 | $ 2.83 | $ 152.74 | $ 152.84 |
| Weighted average remaining contractual life (in years) | 2.47 | 2.72 | 1.38 | 1.63 | 2.91 | 3.10 |

The options can be exercised at any time after vesting within the exercise period in accordance with the applicable option agreement. The exercise price was more than the market price on the date of the grants for all options outstanding as at June 30, 2019 and March 31, 2019.

## 14. LOSS PER SHARE

| **Three months ended June 30,** | **2019** | 2018 |
|---|---|---|
| Numerator | | |
| Net loss attributable to owners of the Company ( in 000'$) | **(1,442)** | (219) |
| Denominator (in 000') | | |
| Weighted average number of shares - Basic | **1,085,790** | 280,720 |
| Diluted effect of average number of options | **596** | 1,846 |
| Weighted average number of shares - Diluted | **1,086,386** | 282,566 |
| Basic and diluted (loss) per share (Actual) | **$ (0.00)** | **$ (0.00)** |

Inclusion of the options in the computation of diluted loss per share would have an anti-dilutive effect on the loss per share and are therefore excluded from the computation. Consequently, there is no difference between loss per share and diluted loss per share.

## 15. COMMITMENTS AND CONTINGENT LIABILITIES

(a) Under the terms of a License Agreement dated January 25, 2013, PPL is required to reimburse to the Licensor, Trojan Technologies Limited ("Trojan"), 50% of all maintenance costs of the US Patent #7,968,512 and to pay royalties of 3% on Net Receipts from sales of the Licensed Product and 5% on Net Receipts from third parties in respect of development or other exploitation of Licensed Intellectual Property and/or Licensed Products up to a maximum of $30 million. As at June 30, 2019, no royalties have been earned and maintenance fees are insignificant, therefore no payments have been made to Trojan.

(b) The Company is committed to invest approximately €1.5 million ($1.9 million) in Stimunity upon Stimunity's achievement of certain agreed milestones. As at March 31, 2019, the Company made an additional discretionary investment of €600,129 ($688,359) toward the commitment. As at June 30, 2019, agreed milestones were not yet reached and hence no further payment under the agreement was due.

(c) PPL is committed to provide a loan facility to PGL of up to £1 million ($1.4 million) and studentship grants to the University of Glasgow of £22,279 ($31,224) in equal instalments over the next two years. One instalment of $15,606 was made in 2018 and 2019 instalment of $15,606 was accrued but not paid.

(d) SalvaRx has an obligation to make further capital contribution of €0.3 million ($0.3 million) in Nekonal once certain development milestones have been achieved (see (e) below).

(e) SalvaRx and Nekonal are currently in disagreement regarding SalvaRx's obligation to make the additional equity contribution described in (d), which is due upon Nekonal's attainment of the defined milestone. In April 2019, SalvaRx asserted that management of Nekonal committed a breach of duties and fraud on its minority shareholder and Nekonal management has accused SalvaRx of breach of contract. To date, no legal proceedings have been formally commenced by either party. Research and development efforts have been suspended pending a resolution of this matter. The Company cannot predict the outcome of this matter and there is no assurance that a loss will not be incurred.

## 16. CONSULTING FEE

| **Three months ended June 30,** | **2019 in 000'$** | 2018 in 000'$ |
|---|---|---|
| Cash fee to management | **$ 133** | 45 |
| Cash fee to others | **$ 188** | 27 |
| Shares and vested Options issued to key management and directors | **511** | 1 |
| Shares and vested Options issued to others | **244** | 8 |
| | **$ 1,076** | $ 81 |

## 17. RELATED PARTY TRANSACTIONS

The Board of Directors, Chairman, Chief Executive Officer and Chief Financial Officer are key management personnel. The following subsidiaries and associates are also considered related parties:

a. Nokonal : One of the three directors on the Board of Directors of Nekonal is represented by Portage. Additionally, the CEO of the Company is also the CEO of Nekonal and employees of the Company comprise the management team of Nekonal under the service agreement for management services.

b. Stimunity : One of the three directors on the Board of Directors of Stimunity is represented by Portage

c. IOX: Two of the five directors on the Board of Directors of IOX is represented by Portage. Additionally, Portage has an observer on the Board of IOX. The CEO of the Company is also the CEO of IOX and employees of the Company comprise the management team of IOX.

d. Saugatuck: One of the three directors on the Board of Directors of Saugatuck is represented by Portage. Additionally, the CEO of the Company is also the CEO of Saugatuck and employees of the Company comprise the management team of Saugatuck.

e. Intensity: One of the four directors on the Board of Directors of Intensity is represented by Portage. Additionally, the CEO of the Company is an officer and employee of Intensity.

f. PGL: PPL's CEO is also the chairman of the two-person board of directors of PGL.

The following are significant related party balances and transactions other than those disclosed elsewhere in the consolidated financial statements:

a. Unsecured notes payable includes $200,000 notes issued to directors of the Company by PPL and approximately $3.2 notes issued to directors by Salvarx Ltd.

b. Interest expense includes $59,850 interest charged on notes issued to directors.

Transactions between the parent company and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this note.

## 18. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments recognized in the balance sheet consist of the following:

Fair value estimates are made at a specific point in time, based on relevant market information and information about financial instruments. These estimates are subject to and involve uncertainties and matters of significant judgment, therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

**18. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT - continued**

The following table summarizes the Company's financial instruments as at June 30, 2019:

| | **As at June 30, 2018** | | As at March 31, 2019 | |
|---|---|---|---|---|
| | **Amortized cost** | **Fair value to other comprehensive income** | **Amortized cost** | **Fair value to other comprehensive income** |
| | **in 000'$** | **in 000'$** | **in 000'$** | **in 000'$** |
| **Financial assets** | | | | |
| Cash and cash equivalent | **5,187** | - | 6,166 | - |
| Prepaid expenses and other receivable | **429** | - | 282 | - |
| Investments | | **88** | - | 103 |

| | **Amortized cost** | **FYTPL** | **Amortized cost** | **FYTPL** |
|---|---|---|---|---|
| **Financial liabilities** | | | | |
| Accounts payable and accrued liabilities | **1,411** | - | 1,107 | - |
| Unsecured notes payable | **3,665** | - | 3,663 | - |
| Warrant liability | | **2,475** | - | 2,475 |

A summary of the Company's risk exposures as it relates to financial instruments are reflected below:

Fair value of financial instruments

The Company's financial assets and liabilities are comprised of cash, receivables and investments in equities and private entities, accounts payable, warrant liability and unsecured notes payable.

The Company classifies the fair value of these transactions according to the following fair value hierarchy based on the amount of observable inputs used to value the instrument:

- Level 1 – Values are based on unadjusted quoted prices available in active markets for identical assets or liabilities as of the reporting date.
- Level 2 – Values are based on inputs, including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the marketplace. Prices in Level 2 are either directly or indirectly observable as of the reporting date.
- Level 3 – Values are based on prices or valuation techniques that are not based on observable market data. Investment is classified as level 3 financial instrument.

Assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the placement within the fair value hierarchy.

Management has assessed that the fair values of cash and cash equivalents, other receivables and accounts payable approximate their carrying amounts largely due to the short-term maturities of these instruments.

**18. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT - continued**

The following methods and assumptions were used to estimate their fair values:

Investment in Biohaven: Fair value was based on quoted market price of $43.79 per share (Level 1).

The investment in Nekonal and the option in Nekonal has been listed at a $0 fair value.

Investment in Sentien: fair value of the asset is determined by considering other comparable equity funding transactions by Sentien with unrelated investors.

Investment in Intensity: fair value of the asset is determined by considering other comparable equity funding transactions by Intensity with unrelated investors.

Unsecured notes payable and warrant liability: The fair value is estimated using a Black Scholes model (Level 3).

There have been no transfers between levels of the fair value hierarchy for the three months ended June 30, 2019 and year ended March 31, 2019.

The Company's financial instruments are exposed to certain financial risks: credit risk and liquidity risk.

Credit risk

Credit risk is the risk of loss associated with a counter-party's inability to fulfill its payment obligations. The credit risk is attributable to various financial instruments, as noted below. The credit risk is limited to the carrying value as reflected on the statement of financial position.

Cash– Cash is held with major international financial institutions and therefore the risk of loss is minimal.

Other receivable – The Company is exposed to credit risk attributable to its debtor since a significant portion of this amount represents the amount agreed on a settlement of a claim by PPL (Note 4), payable over the next six years. The debtor has so far been diligent in paying the amounts on the due dates and PPL management will be monitoring the account on a regular basis.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become 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, under both normal and stressed conditions without incurring unacceptable losses or risking harm to the Company's reputation. The Company holds sufficient cash to satisfy obligations under accounts payable and accruals.

The Company monitors its liquidity position regularly to assess whether it has the funds necessary to meet its operating needs and needs for investing in new projects. The Company believes that it has sufficient funding to finance the committed drug development work, apart from meeting its operational needs for the foreseeable future.

However, as a biotech company at an early stage of development and without significant internally generated cash flows, there are inherent liquidity risks, including the possibility that additional financing may not be available to the Company, or that actual drug development expenditures may exceed those planned. The current uncertainty in global markets could have an impact on the Company's future ability to access capital on terms that are acceptable to the Company. There can be no assurance that required financing will be available to the Company.

## 19. CAPITAL DISCLOSURES

The Company considers the items included in Shareholders' Equity as capital. The Company had payables of approximately $ 1.4 million as at June 30, 2019 (approximately $ 1.1 million as at March 31, 2019) and current assets of approximately $5.7 million (approximately $6.6 million as at March 31, 2019). The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue new business opportunities and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash.

As at June 30, 2019, the shareholders' equity was approximately $99.3 million (approximately $100 million as at March 31, 2019), $5.2 million ($ 6.2 million as at March 31, 2019) of it was held in the form of cash.

The Company is not subject to any externally imposed capital requirements and does not presently utilize any quantitative measures to monitor its capital. There have been no changes to the Company's approach to capital management during the three months ended June 30, 2019 and 2018.

## 20. NON-CONTROLLING INTEREST

| Three months ended June 30, 2019 | **PGL** | **SalvaRx** | **IOX** | **Saugatuck** | **Total** |
|---|---|---|---|---|---|
| | **000$** | **000$** | **000$** | **000$** | **000$** |
| Balance as of April 1, 2019 | **(31)** | **2,451** | **46,376** | **87** | **48,883** |
| Stock based compensation expense | | | **750** | | **750** |
| Net loss attributable to non-controlling interest | **(35)** | **(450)** | | **(9)** | **(494)** |
| Non-controlling interest at June 30, 2019 | **(66)** | **2,001** | **47,126** | **78** | **49,139** |

| Year ended March 31, 2019 | **PGL** | **Salvarx** | **IOX** | **Saugatuck** | **Total** |
|---|---|---|---|---|---|
| | **000$** | **000$** | **000$** | **000$** | **000$** |
| Balance as of April 1, 2018 | - | - | - | - | - |
| Acquisition date fair values of non-controlling interests in subsidiaries | | | 38,826 | 90 | 38,916 |
| SalvaRx warrants vested upon acquisition | | 2,451 | | | 2,451 |
| Vested portion of IOX stock options | | | 7,364 | | 7,364 |
| Stock based compensation expense | | | 1,111 | | 1,111 |
| Net loss attributable to non-controlling interest | (31) | | (925) | (3) | (959) |
| Non-controlling interest at March 31, 2019 | (31) | 2,451 | 46,376 | 87 | 48,883 |

## 21. EVENTS AFTER THE BALANCE SHEET DATE

On July 11, 2019, the Company entered into an agreement with Fast Forward Innovations Limited (“Fast Forward”) to purchase Intensity Holdings Limited (“IHL”), a wholly owned subsidiary of Fast Forward. Portage has agreed to pay US $1,298,061 for IHL through the issuance of 12,980,610 common shares. The sole asset of IHL consists of 288,458 shares of the private company, Intensity. This transaction will increase Portage’s ownership to 1,288,458 shares of Intensity (approximately 9.7% of the outstanding shares of Intensity) (see Note 9).

On December 23, 2019, the maturity date of $3.0 million SalvaRx Notes was extended to 2021. See Note 11.

**Exhibit 99.2**

**PORTAGE BIOTECH INC.**

**THREE MONTHS ENDED JUNE 30, 2019**

# MANAGEMENT'S DISCUSSION AND ANALYSIS

Prepared as at December 30, 2019

## Index

**Management Discussion and Analysis**

The following discussion and analysis by management of the financial condition and financial results for Portage Biotech Inc. for the three months ended June 30, 2019 should be read in conjunction with the unaudited Consolidated Interim Financial Statements for the three months ended June 30, 2019 together with the related Management Discussion and Analysis and audited consolidated financial statements for the year ended March 31, 2019 and annual report in form 20-F for the same period.

**Forward looking statements**

This document includes forward-looking statements within the meaning of certain securities laws, including the “safe harbour” provisions of the Securities laws. These forward-looking statements include, among others, statements with respect to our objectives, goals and strategies to achieve those objectives and goals, as well as statements with respect to our beliefs, plans, objectives, expectations, anticipations, estimates and intentions. The words “may”, “will”, “could”, “should”, “would”, “suspect”, “outlook”, “believe”, “plan”, “anticipate”, “estimate”, “expect”, “intend”, “forecast”, “objective”, “hope” and “continue” (or the negative thereof), and words and expressions of similar import, are intended to identify forward-looking statements.

By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, which give rise to the possibility that predictions, forecasts, projections and other forward-looking statements will not be achieved. Certain material factors or assumptions are applied in making forward-looking statements and actual results may differ materially from those expressed or implied in such statements. We caution readers not to place undue reliance on these statements as a number of important factors, many of which are beyond our control, could cause our actual results to differ materially from the beliefs, plans, objectives, expectations, anticipations, estimates and intentions expressed in such forward-looking statements. These factors include, but are not limited to; the applicability of patents and proprietary technology; possible patent litigation; approval of products in the Company’s pipeline; marketing of products; meeting projected drug development timelines and goals; product liability and insurance; dependence on strategic partnerships and licensees; concentration of the Company’s revenue; substantial competition and rapid technological change in the pharmaceutical industry; the publication of negative results of clinical trials of the Company’s products; the ability to access capital; the ability to attract and retain key personnel; changes in government regulation or regulatory approval processes; dependence on contract research organizations; third party reimbursement; the success of the Company’s strategic investments; the achievement of development goals and time frames; the possibility of shareholder dilution; market price volatility of securities; and the existence of significant shareholders.

We caution that the foregoing list of important factors that may affect future results is not exhaustive. When reviewing our forward-looking statements, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. Additional information about factors that may cause actual results to differ materially from expectations, and about material factors or assumptions applied in making forward-looking statements, may be found in the “Risk Factors” section under “Business Environment” and elsewhere in the following Management’s Discussion and Analysis of Operating Results and Financial Position for the three months ended June 30, 2019. We do not undertake to update any forward-looking statements, whether written or oral, that may be made from time to time by us or on our behalf; such statements speak only as of the date made. The forward-looking statements included herein are expressly qualified in their entirety by this cautionary language.

In this report the words “us”, “we”, “our”, “the Company”, and “Portage” have the same meaning unless otherwise stated and refer to Portage Biotech Inc. and its subsidiaries.

**Nature of Operation and overview**

Portage Biotech Inc. (“the Company”) was operating as an Ontario, Canada incorporated company, Bontan Corporation Inc. (“Bontan”) until July 5, 2013. On July 5, 2013, the Company changed its name to the current name and moved its jurisdiction to the British Virgin Islands (BVI) under a certificate of Continuance issued by the Registrar of Corporate Affairs of BVI.

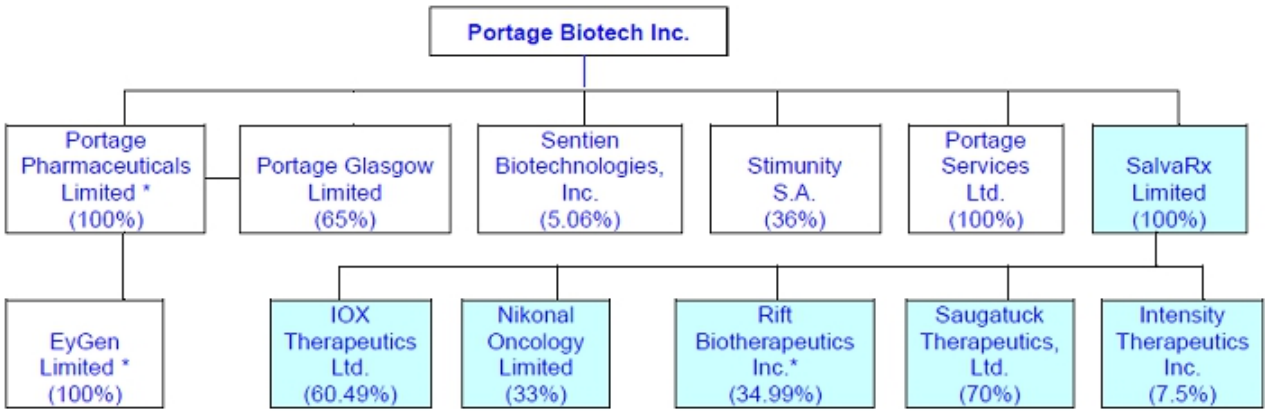
The Company now continues as a BVI incorporated company with its registered office located at FH Chambers, P.O. Box 4649, Road Town, Tortola, BVI. Its Toronto agent, Portage Services Ltd., is located at 47 Avenue Road, Suite 200, Toronto, Ontario, M5R 2G3, Canada.

The Company continues to be a reporting issuer with the Ontario Securities Commission and the US Securities and Exchange Commission and its shares trade on the OTC Markets under the trading symbol “PTGEF,” effective August 23, 2013. Prior to this date, it was trading as Bontan Corporation Inc. under the trading symbol “BNTNF”. Effective October 28, 2013, the Company’s shares are also listed for trading in US currency on the Canadian Securities Exchange under the symbol “PBT.U”.

Portage develops pharmaceutical and biotech products through to clinical “proof of concept” focussing on unmet clinical needs. Following proof of concept, Portage will look to sell or license the products to large pharmaceutical companies for further development through to commercialization. Portage seeks products and co-development partners in cancer, infectious disease, neurology and psychiatry with novel targeted therapies, or reformulations that can be patented.

On January 8, 2019, the Company acquired 100% of the equity of SalvaRx Ltd. which has investments in and helped form six immune-oncology companies which are developing nine products.

The current organization chart of the Portage Group following the completion of the acquisition is as follows:




* Companies currently inactive.

Summary of our Key portfolio companies including our subsidiaries is provided below:

IOX Therapeutics Ltd.(“IOX”)

IOX was incorporated in England and Wales on February 10, 2015 by Oxford University Innovation Limited, Oxford University’s technology transfer subsidiary, together with the Ludwig Institute. As at the date of this Document, SalvaRx holds 15,313 Seed preferred shares having the same rights as Ordinary shares (an equity stake of 60.49%). IOX’s strategy is to develop a new type of immunotherapy against cancer, originally discovered through a partnership between the Ludwig Institute and Professor Cerundolo, director of the MRC Human Immunology Unit and head of the Department of Investigative Medicine at the University of Oxford.

On July 1, 2015, IOX obtained an exclusive licence (with the right to sub-licence) from the Ludwig Institute to use, research, develop and commercialise iNKT cell agonists, including compounds IMM47 and IMM60, for the treatment of various forms of human disease, including cancer, under the Ludwig Institute's intellectual property and know-how.

SalvaRx has entered into a collaborative research agreement with Oxford University to support a Phase I Study and Phase II Study that will allow the first human testing of the lead compound under licence to IOX. This initial trial is aiming to recruit approximately 60 participants in order to evaluate the safety and efficacy of the lead compound. The costs of these studies will be borne by the Oxford University under the research agreement.

IOX is currently engaged in meeting its clinical testing supply requirements.

Saugatuck Therapeutics, Ltd.

On August 23, 2017, SalvaRx entered into a shareholder agreement with Immunova, LLC, a private, Delaware-domiciled biotechnology company focused on use of nanolipogel (NLG) technology (the "Saugatuck Agreement") to incorporate a new company in British Virgin Islands, Saugatuck Therapeutics Ltd. (Saugatuck). Salvarx acquired 70% of the equity of Saugatuck and Immunova, LLC holds the remaining 30% of the equity of Saugatuck.

NLG technology, invented in the lab of Dr. Tarek Fahmy at Yale University, allows different combinations of drugs to be encapsulated in a single nanomedicine and delivered selectively to the tumour microenvironment, thus potentially minimizing systemic side-effects.

Saugatuck has acquired an exclusive licence from Yale University via Immunova for use of the NLG platform for delivering DNA aptamers and certain aptamer-based combination products.

Under the terms of the Saugatuck Agreement, SalvaRx undertook to invest in an aggregate amount of up to US$1 million, to be released in tranches on the completion of milestones. The first tranche of US$300,000 was made to Saugatuck to establish proof of concept.

Nekonal Oncology Limited

On February 27, 2017 SalvaRx entered into a shareholders'S agreement with Nekonal SARL ("Nekonal Agreement"), a Luxembourg-based company holding intellectual property rights for therapeutics and diagnostics in the field of autoimmune disorders and oncology.

As part of the agreement, SalvaRx and Nekonal have formed a new company, Nekonal Oncology Limited, which is working to utilise SalvaRx's management and drug development expertise to exclusively explore the applications of Nekonal's technology in cancer immunotherapy.

Under the terms of the Nekonal Agreement, SalvaRx invested an initial €600,000, with agreement to fund up to an additional €300,000, subject to certain milestones being achieved. The initial investment comprised a €300,000 for an option in Nekonal SARL to participate in the funding of its auto-immune programs and a €300,000 equity investment in Nekonal Oncology Limited giving SalvaRx a 33% equity interest.

Nekonal Oncology is focusing on the development of first-in-class antibodies against a novel Tcell based target having potential for use as a monotherapy and combination therapy for solid and haematological malignancies. SalvaRx is overseeing a work plan to advance multiple therapeutic antibodies towards the clinic for use in oncology. Ian Walters, the CEO, is the current CEO of Nekonal Oncology.

SalvaRx and Nekonal are currently involved in a dispute regarding the next tranche of funding. SalvaRx claims that Nekonal management committed a breach of duties and fraud on its minority shareholders. Nekonal management has counterclaimed that SalvaRx is in breach of breach of contract with respect to the funding arrangement. While litigation is threatened, no legal proceedings have been formally commenced. Nekonal has halted all development and it intends to so until this matter can be resolved. The Company and Nekonal are currently negotiating a resolution of this matter. Company management is currently unable to predict the outcome of this matter or make any reliable estimate of a potential loss exposure, if any.

Portage Pharmaceuticals Ltd (“PPL”)

On June 4, 2013, following the acquisition of Portage Pharma Ltd, the Company’s wholly owned subsidiary, Portage Acquisition Inc. and Portage Pharma Ltd amalgamated. The amalgamated company was named Portage Pharma Limited and was incorporated in the BVI.

In July 2014, PPL successfully validated CellPorter®, a new proprietary cell permeable peptide platform technology derived from human proteins. CellPorter® has been shown to efficiently deliver an active pharmacological agent or cargo into cells without disrupting the cell membrane. In a collaboration with the Pirbright Institute (UK), a CellPorter® conjugated CD8 T-cell antigenic epitope derived from mycobacterium tuberculosis was demonstrated to provoke a specific CD8 T-cell immune response in Balb/c mice suggesting possible application of this technology for vaccines.

PPL has terminated consulting contract with its CEO, Dr. Marcoux and discontinued further activities.

PPL is now focusing on licensing or collaborating its CellPorter® platform with other pharmaceutical companies to develop new drugs (See Portage Glasgow Ltd. below)

Portage Glasgow Ltd. (PGL)

Portage Glasgow Limited (“PGL”), was incorporated on January 31, 2018 in Scotland, to develop more effectively targeted drugs to treat chronic conditions including cancer. PPL was allocated 650 ordinary shares in PGL (65% equity) and other two partners with contemporaneous licensing agreement were allocated the remaining 350 ordinary shares. The CEO of PPL, Dr. Frank Marcoux is the CEO of PGL and the chairman of its Board.

The University of Glasgow is providing therapeutic peptides developed through the research of Prof. George Baillie and access to a therapeutic peptide discovery platform.

PGL will focus on the commercialisation of new therapies aimed at disrupting protein-protein interactions (PPI) in disease pathways which give therapeutic benefit. Candidate peptides and PPI targets have already been identified from existing research at the University.

PGL management has been working on its development plans and budget.

Stimunity S.A.S.

On February 28, 2018, the Company made an initial investment of approximately €501,000 ($681,000) by subscribing to 3,780 new Class A shares at a price of €132.50 per share of Stimunity SAS (“Stimunity”), a Paris based immune-oncology company. The investment gave Portage 27% equity in Stimunity. In March 2019, Portage made an additional €600,000($688,000) investment in Stimunity increasing its equity to 36%.

Stimunity is an early-stage research and development company focused on the development of STING agonists in cancer. The technology, licensed from Institut Curie, Inserm, and the University of Oxford, is based on a unique biologic approach which encapsulates endogenous STING-activating molecules in a Virus-Like Particle (VLP).

Stimunity's first stage of the preclinical development plan was to unlock the mechanism of action of its main biological drug cGAMP-VLP (STI-001) and to reveal its therapeutic potential in comparison to competitors that are only focused on chemical approaches. STI-001 by its biologic nature shows a clear benefit for treating distant tumors in combination with immune checkpoint therapy whereas this effect was not comparable with competitor's compound.

Stimunity has now started the manufacturing of its biologic cGAMP-VLP (STI-001) lead compound.

Intensity Therapeutics Inc.

On April 22, 2016, SalvaRx announced its investment in US-based Intensity, a private biotechnology company pioneering a new approach to treating solid tumours. SalvaRx has invested US$2 million in cash for a 9.2% interest in Intensity as part of a Series A funding round.

On July 11, 2019, the Company entered in an agreement with Fast Forward Innovations Limited ("Fast Forward") to purchase Intensity Holdings Limited ("IHL"), the wholly owned subsidiary of Fast Forward that holds Fast Forward's investment in Intensity. Portage has agreed to pay US $1,298,061 for IHL through the issuance of 12,980,610 common shares of Portage. The sole asset of IHL consists of 288,458 shares of the private company, Intensity. This transaction will increase Portage's ownership to 1,288,458 shares of Intensity (approximately 9.7% of the outstanding shares of Intensity).

Intensity's platform, DfuseRx SM, identifies novel formulations that can be comprised of currently approved and effective cytotoxic or other anti-cancer agents for direct injection into solid tumours. The Intensity products not only directly kill tumour cells, but also improve the presentation of tumour antigen to the immune system.

Intensity's lead product, INT230-6, shows strong efficacy in preclinical models against the primary injected tumour without the devastating systemic exposure normally associated with cytotoxic compounds. Moreover, this lead compound can stimulate a potent systemic immune response that affects distal tumours.

ON June 20, 2019, Intensity announced that it had entered into a clinical collaboration with Merck to evaluate INT230-6, Intensity's investigational treatment for refractory solid tumors, in combination with KEYTRUDA® (pembrolizumab). The Phase 1/2 study potentially will be initiated in the second half of the year and will evaluate the combination in patients with advanced solid malignancies, including pancreatic, bile duct, squamous cell, and non-MSI high colon cancers.

Sentien Biotechnologies, Inc. (Sentien)

Portage invested $700,000 in Sentien in August 2015 to acquire 210,210 series A preferred stock, which is fully convertible into equal number of Sentien's common shares, currently representing approximately 5.06% of Sentien's equity.

Sentien is a privately-owned, clinical-stage company pioneering new approaches to cell therapy. Sentien's technology harnesses the power of cell therapy with innovative drug delivery systems to treat a wide range of systemic inflammatory diseases. Sentien's lead product, SBI-101, is designed to allow for controlled, sustained delivery of mesenchymal stromal cell (MSC) secreted factors. This approach immobilizes the MSCs in an extracorporeal device, allowing for doses of therapeutic factors that are unattainable by direct injection.

SBI-101 is the first product application of Sentien's platform blood-conditioning technology that has the potential to restore balance to the immune system after acute vital organ injury, such as acute kidney injury.

Sentien raised $15 million up to January 2018 and commenced its Phase 1/2 clinical trial in June 2017 of its lead product SBI-101, a cell-containing dialysis device for the treatment of Acute Kidney Injury and have so far enrolled seven patients, passing the mid-point of the low dose cohort enrolment. The data safety monitoring board concluded that there were no safety issues and recommended continuation of enrolment. Clinical program for acute kidney injury continues. Sentien also developed two other therapies from SBI-101 which are in pre-clinical stages.

**Summary of Results**

The following table summarizes financial information for the quarter ended June 30, 2019 and the preceding eight quarters: (All amounts in '000 US$ except net loss per share, which are actual amounts)

| Quarter ended | June 30, 2019 | March 31, 2019 | Dec 31, 2018 | Sept 30, 2018 | June 30, 2018 | March 31, 2018 | Dec 31, 2017 | Sept 30, 2017 | June 30, 2017 |
|---|---|---|---|---|---|---|---|---|---|
| | in 000'$ | in 000'$ | in 000'$ | in 000'$ | in 000'$ | in 000'$ | in 000'$ | in 000'$ | in 000'$ |
| Net loss (income) - attributable to the owners of the Company | 1,442 | 1,924 | 283 | 209 | 219 | (124,766) | 351 | 341 | 333 |
| Working capital | 3,604 | 1,757 | 6,015 | 7,157 | 7,378 | 7,489 | 171,097 | 237,128 | 158,919 |
| shareholders equity | 98,222 | 99,674 | 8,979 | 9,229 | 9,436 | 9,619 | 171,597 | 237,642 | 159,435 |
| Net profit (loss) per shares - basic | (0.00) | (0.00) | (0.00) | (0.00) | (0.00) | 0.46 | (0.00) | (0.00) | (0.00) |
| Net profit (loss) per shares - diluted | (0.00) | (0.00) | (0.00) | (0.00) | (0.00) | 0.46 | (0.00) | (0.00) | (0.00) |

**Number of common shares, options**

These are as follows:

| As at, | June 30, 2019 | December 30, 2019 |
|---|---|---|
| Shares issued and outstanding | 1,085,789,986 | 1,098,770,596 |
| Options granted but not yet exercised (a) | 595,842 | 595,842 |

(a) Options are exercisable into equal number of common shares at an average exercise price of US$0.15 and have a weighted average remaining contractual life of approximately 2.47 years as at June 30, 2019.

**Business environment**

**Risk factors**

Please refer to the Annual Report in the form F-20 for the fiscal 2019 for detailed information as the economic and industry factors that are substantially unchanged.

**Business plan**

Portage is a unique entity in the world of biotechnology, enabling research and development to produce more clinical programs and maximize potential returns by eliminating typical overhead costs associated with many biotechnology companies. We nurture the creation of early- to mid-stage, first- and best-in-class therapies for a variety of cancers, by providing funding, strategic business and clinical counsel, and shared services, to enable efficient, turnkey execution of commercially informed development plans. Our portfolio encompasses nine subsidiary companies whose products or technologies have established scientific rationales, including intra-tumoral, nanoparticles, liposomes, aptamers, cell penetrating peptides, and virus-like particles. In collaboration with our subsidiaries, we create viable product development strategies, to cost-effectively deliver best-in-class R&D, clinical trial design, and financial and project management, to ultimately build value and support commercial potential.

Development plans for our operating subsidiaries and associates are detailed under “Nature of operations and overview “section of this report.

**Results of operations**

Following details analyze major expenses for the three months ended June 30, 2019 (“2020 quarter”) compared to those for the three months ended June 30, 2018 (“2019 quarter”).

| Three months ended June. 30, | **2019** | 2018 |
|---|---|---|
| | In 000’s US$ | In 000’s US$ |
| Income | **-** | - |
| Expenses - operating | **(1,798)** | (164) |
| Share of losses in associate | **(43)** | (69) |
| Interest earned on convertible loan notes | **(95)** | 14 |
| Net loss for period | **(1,936)** | (219) |
| Net income (loss) for period, attributable to Portage shareholders | **(1,442)** | 219) |

**Expenses**

The overall analysis of the operating expenses is as follows:

| **Three months ended June 30,** | **2019** | 2018 |
|---|---|---|
| | In 000’s US$ | |
| Research and development | **433** | 61 |
| Consulting fee | **1,076** | 81 |
| Professional fees | **243** | 13 |
| Operating expenses | **46** | 9 |
| | **1,798** | 164 |

**Research and development costs**

These costs comprised the following:

| **Three months ended June 30,** | **2019** | 2018 |
|---|---|---|
| | In 000’s US$ | |
| Legal regarding Patents registration | **51** | 13 |
| Consultants – scientists and researchers | **72** | 48 |
| Other outside services – lab testing, peptide handling etc. | **310** | - |
| | **433** | 61 |

Three months ended June 30, 2019

Significant increase in costs during the three months ended June 30, 2019 was mainly due to Salvarx group companies which were acquired in January 2019. Number of consultants increased from one in the 2019 quarter to four in 2020 quarter. Outside services costs included approximately $206,000 on clinical testing supplies manufacturing by third party suppliers and approximately $100,000 incurred by PGL in peptide synthesis.

Three months ended June 30, 2018

During the three months ended June 30, 2018 no new research work was conducted at PPL or EyGen. Management of these subsidiaries was mainly involved in analyzing the results to date and working on new patents registration. Significant decline in consulting costs was due to resignation of Dr. Littman as CEO of PPL and EyGen and Dr. Marcoux taking over that role in addition to his role as CSO.

Further details regarding development activities are provided under “nature of operations and overview “section of this report.

Following were key activities during the three months ended June 30, 2019:

IOX

IOX successfully manufactured its active pharmaceutical ingredient at a new manufacturing facility. This material will be placed in a liposome for delivery to humans.

Stimunity

Stimunity continues to study its lead drug in animal models of cancer. The company has studied its mechanism of action and shown that it has superior efficacy to competitor products. It continues to scale its manufacturing process and do the testing to enable a clinical trial application in the coming years.

Saugatuck

Saugatuck was able to successfully package a DNA aptamer in the nanolipogel formulation licensed from Yale. The aptamer was fully functional upon release from the particle. The team begun to characterize the properties of the aptamer in and out of the particle and compared it to the similar targeted antibody. The company is pleased to show that the aptamer-based formulation was superior to the antibody in control the dissemination of the cancer (reducing metastasis). The company will begin to explore combining the aptamer with other aptamers and small molecules to look for synergy.

Intensity

progress continues on recruitment in its clinical trial. Results were presented at ASCO meeting in Chicago showing the safety in human subjects. Also, in June Intensity announced a clinical collaboration with Merck to study its drug in combination with pembrolizumab.

*Consulting fees*

Three months ended June 30, 2019

Consulting fees include cash fee of $321,000 and value of vested options in IOX of $755,000.

Approximately $239,000 of cash fee and all of the option value related to Salvarx operations which were not part of Portage in 2019 quarter which explains significant increase in the consulting costs.

The Company has no employees. Most of the consulting fees relate to fees charged by four key consultants including CEO and CFO.

Three months ended June 30, 2018

Consulting fees include cash fee and vested options for the three months ended June 30, 2018. During this period, no new options or shares were granted. Cash fee included fee charged by the CFO of $45,000 and $21,165 charged by an independent valuer retained in connection with the proposed acquisition of SalvarX Limited, representing 50% of their charges, being Portage’s share of the cost.

*Professional fees*

Three months ended June 30, 2019

Professional fee was made up of $53,000 towards legal fee and $190,000 towards additional audit, accounting and other non-audit services fees for fiscal 2019 and accrual of $25,000 towards the fiscal 2020 audit cost.

Approximately $33,000 of legal costs related to the time spent on regulatory extensions and fund raising efforts.

Three months ended June 30, 2018

Professional fee for the three months ended June 30, 2018 included accrual for fiscal 2018 audit fee of $10,000 and balance $3,000 includes legal fee relating to general corporate matters and review of certain licensing agreement.

*Other operating costs*

Other operating costs include Toronto office costs, transfer agent costs, press releases, directors and officer's liability insurance premium, web site related costs and bank charges.

Three months ended June 30, 2019

Costs increase during the three months ended June 30, 2019 was mainly due to additional costs related to Salvarx operations which were not part of Portage during the three months ended June 30, 2018.Aproximately $15,000 was charged by a investor relation firm hired to re-do the web site and prepare presentation materials

Three months ended June 30, 2018

Costs for the three months ended June 30, 2018 included rent for the Toronto office of $3,198 and regulatory filing fees of $ 3,008. Significant decline from the previous period cost was due to absence of any press release costs and shareholders meeting costs.

**Liquidity and Capital Resources**

***Working Capital***

As at June 30, 2019, the Company had a net working capital of approximately $3.6 million and cash on hand, including short term deposits was approximately $5.1 million.

As at June 30, 2018, the Company had a net working capital of approximately $9.7 million and cash on hand was approximately $7.3 million.

***Operating cash flow***

During the three months ended June 30, 2019, operating activities required a net cash outflow of approximately $1 million compared to $185,000 for the prior period. Significant increase in cash requirement during the three months ended June 30, 2019 was mainly due to operating costs of Salvarx group companies which were acquired in January 2019. Cash requirement was met form the existing cash on hand.

During the three months ended June 30, 2018, operating activities required a net cash outflow of approximately $185,000. The cash outflow primarily included consulting fees and research and development costs which were met from the existing cash.

The Company is required to support further research and development at its subsidiaries, mainly IOX and Saugatuck. It also has commitments to providing more equity funds to its associates once they achieve the agreed milestones. –No further activities will be carried out at PPL, PGL and EyGen until they could find a financing partner. the Company plans to seek additional financing.

The Company has not yet determined whether costs incurred and to be incurred are economically recoverable. The Company's continuing operations are dependent upon any one of:

1. The existence of economically recoverable medical solutions;

2. The ability of the Company to obtain the necessary financing to continue and complete the research work on various products in its portfolio;

3. Securing partnership with other Pharma companies

4. future profitable production from or proceeds from the disposition of intellectual property.

Although there are no assurances that management's plan will be realized, management believes the Company will be able to secure the necessary financing to continue operations and successfully monetize SalvaRx portfolio, into the future.

***Investing cash flows***

There were no investing activities during the three months ended June 30, 2019 and three months ended June 30, 2018.

***Financing cash flows***

There were no financing activities during the three months ended June 30, 2019 and three months ended June 30, 2018.

**Key Contractual obligations**

Details of contractual obligations, commitments and contingent liabilities are provided in note 14 to the unaudited consolidated financials for the three months ended June 30, 2019.

**Off balance sheet arrangements**

At June 30, 2019 and 2018 the Company did not have any off-balance sheet arrangements, including any relationships with unconsolidated entities or financial partnership to enhance perceived liquidity.

**Transactions with related parties**

Significant related party transactions are detailed in Note 16 to the unaudited consolidated financials for the three months ended June 30, 2019.

**Financial and derivative Instruments**

The Company's financial instruments recognized in the balance sheet consist of the following:

Fair value estimates are made at a specific point in time, based on relevant market information and information about financial instruments. These estimates are subject to and involve uncertainties and matters of significant judgment, therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

The following table summarizes the Company's financial instruments as at June 30, 2019:

| | As at June 30, 2019 | | As at March 31, 2019 | |
|---|---|---|---|---|
| | Amortized cost | Fair value to other comprehensive income | Amortized cost | Fair value to other comprehensive income |
| | in 000'$ | in 000'$ | in 000'$ | in 000'$ |
| **Financial assets** | | | | |
| Cash and cash equivalent | **5,187** | - | 6,166 | - |
| Prepaid expenses and other receivable | **429** | - | 282 | - |
| Investments | - | **88** | - | 103 |

| | Amortized cost | FYTPL | Amortized cost | FYTPL |
|---|---|---|---|---|
| **Financial liabilities** | | | | |
| Accounts payable and accrued liabilities | **1,411** | - | 1,107 | - |
| Unsecured notes payable | **3,665** | - | 3,663 | - |
| Warrant liability | | **2,475** | - | 2,475 |

A summary of the Company's risk exposures as it relates to financial instruments are reflected below:

Fair value of financial instruments

The Company's financial assets and liabilities are comprised of cash, receivables and investments in equities and private entities, accounts payable, warrant liability and unsecured notes payable.

The Company classifies the fair value of these transactions according to the following fair value hierarchy based on the amount of observable inputs used to value the instrument:

- Level 1 – Values are based on unadjusted quoted prices available in active markets for identical assets or liabilities as of the reporting date.
- Level 2 – Values are based on inputs, including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the marketplace. Prices in Level 2 are either directly or indirectly observable as of the reporting date.
- Level 3 – Values are based on prices or valuation techniques that are not based on observable market data. Investment is classified as level 3 financial instrument.

Assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the placement within the fair value hierarchy.

Management has assessed that the fair values of cash and cash equivalents, other receivables and accounts payable approximate their carrying amounts largely due to the short-term maturities of these instruments.

The following methods and assumptions were used to estimate their fair values:

Investment in Biohaven: Fair value was based on quoted market price of $43.79 per share (Level 1).

The investment in Nekonal and the option in Nekonal has been listed at a $0 fair value.

Investment in Sentien: fair value of the asset is determined by considering other comparable equity funding transactions by Sentien with unrelated investors.

Investment in Intensity: fair value of the asset is determined by considering other comparable equity funding transactions by Intensity with unrelated investors.

Unsecured notes payable and warrant liability: The fair value is estimated using a Black Scholes model (Level 3).

There have been no transfers between levels of the fair value hierarchy for the three months ended June 30, 2019 and year ended March 31, 2019.

The Company’s financial instruments are exposed to certain financial risks: credit risk and liquidity risk.

Credit risk

Credit risk is the risk of loss associated with a counter-party’s inability to fulfill its payment obligations. The credit risk is attributable to various financial instruments, as noted below. The credit risk is limited to the carrying value as reflected on the statement of financial position.

Cash– Cash is held with major international financial institutions and therefore the risk of loss is minimal.

Other receivable – The Company is exposed to credit risk attributable to its debtor since a significant portion of this amount represents the amount agreed on a settlement of a claim by PPL (Note 4), payable over the next six years. The debtor has so far been diligent in paying the amounts on the due dates and PPL management will be monitoring the account on a regular basis.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become 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, under both normal and stressed conditions without incurring unacceptable losses or risking harm to the Company’s reputation. The Company holds sufficient cash to satisfy obligations under accounts payable and accruals.

The Company monitors its liquidity position regularly to assess whether it has the funds necessary to meet its operating needs and needs for investing in new projects. The Company believes that it has sufficient funding to finance the committed drug development work, apart from meeting its operational needs for the foreseeable future.

However, as a biotech company at an early stage of development and without significant internally generated cash flows, there are inherent liquidity risks, including the possibility that additional financing may not be available to the Company, or that actual drug development expenditures may exceed those planned. The current uncertainty in global markets could have an impact on the Company’s future ability to access capital on terms that are acceptable to the Company. There can be no assurance that required financing will be available to the Company.

**Use of Estimates and Judgments**

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and in any future years affected. Significant areas where estimation uncertainty and critical judgments are applied include valuation of financial instruments, valuation of property, plant and equipment, impairment losses, depletion and depreciation, and measurement of stock based compensation.

**New accounting standards, interpretations and amendments**

During the current interim period the company adopted the requirements of IFRS 16 in respect to lease obligations. However, management determined that it had no leases to which the standard applied, and therefore there was no impact on its financial statements. The Company is also unaware of any applicable but not-yet-adopted standards that are expected to materially affect the financial statements of future periods.

**Internal Controls Over Financial Reporting**

Our Chief Executive Officer and our Chief Financial Officer (“the Management”) are primarily responsible in establishing and maintaining controls and procedures concerning disclosure of material information and their timely reporting in consultation and under direct supervision of the audit committee which comprises three independent directors. We have also instituted controls involving dual signatures and approval processes. We plan to introduce more rigorous controls as our activities expand. However, given the size and nature of our current operations and the involvement of independent directors, significantly reduces the risk factors associated with the inadequate segregation of duties.

The Management has instituted a system of disclosure controls for the Company to ensure proper and complete disclosure of material information. The limited number of consultants and direct involvement of the Management facilitates access to real time information about developments in the business for drafting disclosure documents. All documents are circulated to the board of directors and audit committee according to the disclosure time-lines.

**Public securities filings**

Additional information, including the Company’s annual information form in the Form 20-F annual report is filed with the Canadian Securities Administrators at www.sedar.com and with the United States Securities and Exchange Commission and can be viewed at www.edgar.com.