May 6, 2023

Financial Statements
(In thousands of Canadian dollars)

LUPIN PHARMA CANADA LTD.

And Independent Auditor's Report thereon

Year ended March 31, 2023

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of Lupin Pharma Canada Ltd.

Opinion

We have audited the financial statements of Lupin Pharma Canada Ltd. (the Entity), which comprise:

- the statement of financial position as at March 31, 2023
- the statement of comprehensive income for the year then ended
- the statement of retained earnings for the year then ended
- the statement of cash flows for the year then ended
- and notes to the financial statements, including a summary of significant accounting policies

(Hereinafter referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Entity as at March 31, 2023, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the ***"Auditor's Responsibilities for the Audit of the Financial Statements"*** section of our auditor's report.

We are independent of the Entity in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards (IFRS), and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Entity's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Entity's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

  The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Chartered Professional Accountants, Licensed Public Accountants

Vaughan, Canada

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LUPIN PHARMA CANADA LTD.

Statement of Financial Position
(In thousands of Canadian dollars)

March 31, 2023, with comparative information for 2022

	Note	2023	2022
Assets			
Current assets:			
Cash		$ 1,597	$ 1,194
Trade receivables	11	4,774	5,222
Due from related parties	11, 15(b)	3,454	2,001
Inventories	3	17,631	18,979
Prepaid expenses and deposits		135	181
Total current assets		27,591	27,577
Non-current assets:			
Equipment	4	8	2
Right-of-use assets	5	558	691
Leasehold improvements	9	34	42
Deferred tax assets	9	136	83
Intangible assets	6	1,504	1,241
Total non-current assets		2,240	2,059
Total assets		$ 29,831	$ 29,636
Liabilities and Equity			
Current liabilities:			
Trade payables	11	$ 703	$ 920
Accrued liabilities	11	1,472	1,416
Income tax payable	11	166	238
Due to related parties	11, 15(b)	20,700	21,616
Lease liabilities	11, 13	171	39
Total current liabilities		23,212	24,229
Non-current liabilities:			
Lease liabilities	11, 13	479	729
Total liabilities		23,691	24,958
Equity:			
Share capital	10	3,300	3,300
Retained earnings		2,840	1,378
Total equity		6,140	4,678
Total liabilities and equity		$ 29,831	$ 29,636

The accompanying notes 1-15 are an integral part of these financial statements.

LUPIN PHARMA CANADA LTD.

Statement of Comprehensive Income
(In thousands of Canadian dollars)

Year ended March 31, 2023, with comparative information for 2022

	Note	2023	2022
Revenue		$ 41,103	$ 37,366
Cost of goods sold	3, 15	35,510	32,025
Gross profit		5,593	5,341
Expenses:			
Selling and marketing	7	6,240	5,107
General and administrative	7, 15	5,116	5,345
Foreign exchange loss		23	18
		11,379	10,470
Other income	15	7,877	6,755
Income from operating activities		2,091	1,626
Finance costs for lease liabilities	13	(23)	(6)
Income before taxes		2,068	1,620
Income tax expense	8	606	449
Net income and comprehensive income		$ 1,462	$ 1,171

Statement of Retained Earnings
(In thousands of Canadian dollars)

Year ended March 31, 2023, with comparative information for 2022

	2023	2022
Retained earnings, beginning of year	$ 1,378	$ 207
Net income and comprehensive income	1,462	1,171
Retained earnings, end of year	$ 2,840	$ 1,378

The accompanying notes 1-15 are an integral part of these financial statements.

LUPIN PHARMA CANADA LTD.

Statement of Cash Flows
(In thousands of Canadian dollars)

Year ended March 31, 2023, with comparative information for 2022

	2023	2022
Cash provided by (used in):		
Operations:		
Net income and comprehensive income	$ 1,462	$ 1,171
Income tax payment	(731)	(433)
Items not involving cash:		
Depreciation of equipment	4	3
Depreciation of right-of-use assets	133	120
Depreciation of intangible assets	58	-
Depreciation of leasehold improvements	8	-
Income tax expense	606	449
Finance cost	23	6
	1,563	1,316
Change in non-cash operating working capital:		
Trade receivables	448	(382)
Due from related parties	(1,453)	271
Inventories	1,348	3,691
Prepaid expenses and deposits	10	(100)
Trade payables	(217)	278
Accrued liabilities	56	441
Due to related parties	(916)	(5,048)
	839	467
Investments:		
Purchase of intangible assets	(285)	(3)
Purchase of equipment	(10)	-
	(295)	(3)
Financing:		
Payment of lease liabilities	(141)	(112)
	(141)	(112)
Increase in cash	403	352
Cash, beginning of year	1,194	842
Cash, end of year	$ 1,597	$ 1,194
Supplemental cash flow information:		
Additions to intangible assets via reclass from prepaid expenses and deposits	36	-

The accompanying notes 1-15 are an integral part of these financial statements.

Nature of operations:

Lupin Pharma Canada Ltd. (the "Company") was incorporated June 18, 2009. The Company is domiciled in Canada and the head office and registered address is 6733 Mississauga Road, Suite 601, Mississauga, Ontario. The Company is a 100% subsidiary of Lupin Atlantis Holdings S.A. (the "Parent"), which is a 100% subsidiary of Lupin Limited (the "Ultimate Parent"). Its core business is to sell and distribute pharmaceutical products, to provide marketing services and to register and/or license dossiers/products/brands in Canada.

1. Basis of preparation:

(a) Statement of compliance and basis of measurement:

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS").

These financial statements have been prepared by management under the historical cost convention.

The financial statements were authorized for issue by the Board of Directors on 4th May 2023.

(b) Functional and presentation currency:

These financial statements are presented in Canadian dollars, which is the functional currency of the Company. All financial information is presented in Canadian dollars.

(c) Use of estimates and judgments:

The preparation of the 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, revenue 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.

1. Basis of preparation (continued):

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

- Note 2(d) - Intangible assets
- Note 2(g) - Recognition of deferred tax assets;
- Note 2(i) - Revenue recognition: estimate of expected returns;
- Note 11(a) - Trade receivables;
- Note 12 - Share-based payments.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes:

- Note 2(i) - Revenue recognition: estimate of expected returns;
- Note 11(a) - Measurement of expected credit losses ("ECL") allowance for trade receivables;
- Note 14 - Recognition and measurement of provision and contingencies: key assumption about the likelihood and magnitude of an outflow of resources.

2. Significant accounting policies:

The principal accounting policies applied in the preparation of the financial statements are set out below:

(a) Foreign currency transactions:

Transactions in foreign currencies are comprised of purchases from affiliated companies, freight charges and operating expenses from third parties. These transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Monetary items denominated in foreign currencies at the reporting date are translated to the functional currency at the exchange rates at that date. The resulting foreign currency gains or losses are recognized in income or loss in the statement of comprehensive income. Non-monetary items are carried at historical cost.

(b) Inventories:

Inventories are comprised of generic and branded pharmaceutical products and are stated at the lower of cost and net realizable value. Cost is determined using the first-in-first-out cost method and includes all costs incurred in bringing the products to their present location. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

(c) Equipment:

(i) Recognition and measurement:

Equipment is measured at cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditures that are directly attributable to the acquisition of the asset. When parts of equipment have different useful lives, they are accounted for as separate items (major components) of equipment.

Gains and losses on disposal of equipment is determined by comparing the proceeds from disposal with the carrying amount of equipment, and are recognized net in the statement of comprehensive income.

2. Significant accounting policies (continued):

(ii) Subsequent costs:

The cost of replacing a part of an item of equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company, and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of equipment is recognized in statement of comprehensive income as incurred.

(iii) Depreciation:

Depreciation is charged to allocate the cost of assets less their residual values over their estimated useful lives using the straight-line method. The estimated useful lives for the current and comparative years are as follows:

Office equipment	2 - 3 years
Leasehold improvements	Over the term of lease

Depreciation methods, useful lives and residual values are reviewed at each financial year end and adjusted if appropriate.

(d) Intangible assets:

Licenses providing the right to market, distribute and sell pharmaceutical products represent intangible assets and are recognized and measured at cost. The costs of licenses acquired that meet the specified criteria for capitalization are allocated to individual assets acquired.

Amortization commences when product sales have commenced. These licenses will be amortized on a straight-line basis over 10 years, which is the duration of the license period. Amortization methods and useful lives are reviewed at each reporting date and adjusted if appropriate.

2. Significant accounting policies (continued):

Licenses are reviewed at each reporting date to determine whether there are any indications of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For impairment testing, assets are grouped together into the smallest group of assets that generate cash inflows from continuing use that are largely independent of cash inflows from other assets. The recoverable amount of an asset is the greater of its value in use and its fair value less costs of disposal. Value in use is based on the estimated future cash flows discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risk specific to the asset.

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

An impairment loss is recognized if the carrying amount of an asset exceeds its recoverable amount. Impairment losses are recognized in the statement of comprehensive income. Impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of amortization, if no impairment loss had been recognized.

(e) Finance costs:

Finance costs comprise interest expense from lease liabilities measured at the present value of the lease payment to be made over the lease term under IFRS 16, Leases ("IFRS 16").

(f) Impairment of non-financial assets:

The carrying amounts of the Company's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

Impairment losses on non-financial assets recognized in prior years are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

2. Significant accounting policies (continued):

(g) Income taxes:

Income tax expense represents the sum of current and deferred tax. Income tax is recognized in the statement of comprehensive income except to the extent that it relates to items recognized directly in equity.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax basis used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from goodwill (or negative goodwill) or from the initial recognition of other assets and liabilities in a transaction (other than in a business combination) that affects neither the tax profit nor the accounting profit. Deferred tax is calculated at the tax rate that is expected to apply to the year when the asset is realized or the liability is settled.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different taxable entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

2. Significant accounting policies (continued):

(h) Share capital:

Common shares are classified as equity if they are non-redeemable, or redeemable only at the Company's option, and any dividends are discretionary. Dividends thereon are recognized within equity.

(i) Revenue:

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Company recognizes revenue using the five step model framework:

- Identify the contract with a customer;
- Identify the performance obligations in the contract;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations of the contract; and
- Recognize revenue when (or as) the Company satisfies a performance obligation.

The Company derives revenue from the sale of generic and branded pharmaceutical products. The primary contracts to provide products and services to customers are purchase orders which provide the Company's performance obligations and transaction price.

For performance obligations satisfied at a point in time, revenue is recognized when the Company has a present right to payment, the customer has legal title to the product, physical possession of the product has transferred to the customer and the customer has the significant risks and rewards of ownership. Generally, the customer obtains control at the time products are delivered or services are rendered.

Revenue from sale of products is recognized net of returns, product expiry claims, trade discounts, rebates and allowances. Estimated returns for non-saleable products from the customers are determined based on historical returns. No element of financing is deemed present as the sales are made with credit terms standard for the market.

2. Significant accounting policies (continued):

(j) Financial assets and liabilities

(i) Classification and measurement of financial assets:

On initial recognition, a financial asset is classified and measured at: amortized cost; fair value through other comprehensive income ("FVOCI") - debt investment, FVOCI - equity investment; or fair value through profit or loss ("FVTPL"). The classification of financial assets under IFRS 9, Financial Instruments ("IFRS 9"), is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- It is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- Its contractual terms give rise on specific dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company's financial assets are comprised of cash, trade receivables and due from related parties and are recognized initially at fair value plus any directly attributable transaction costs.

Cash comprise of cash balances and callable deposits with original maturities of three months or less. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash for the purpose of the statement of cash flows.

Trade receivables do not include a significant financing component and are initially measured at the transaction price under IFRS 15, Revenue from Contracts with Customers.

Cash, trade receivables and due from related parties are subsequently measured at amortized cost using the effective interest method.

2. Significant accounting policies (continued):

(ii) Classification and measurement of financial liabilities:

Financial liabilities at FVTPL:

At the end of each reporting period subsequent to initial recognition, financial liabilities at FVTPL are measured at fair value, with changes in fair value recognized directly in profit or loss in the year in which they arise.

Financial liabilities at amortized cost:

These financial liabilities are recognized initially at fair value, net of any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are carried at amortized cost using the effective interest rate method.

(iii) Derecognition of financial instruments:

A financial asset is derecognized when the contractual rights to the cash flows from the asset expire or when the Company transfers the financial asset to another party without retaining control or substantially all the risks and rewards of ownership of the assets. Any interest in transferred assets that are created or retained by the Company is recognized as a separate asset or liability.

A financial liability is derecognized when the underlying contractual obligation is legally discharged, cancelled or expires.

(iv) Offsetting of financial instruments:

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

2. Significant accounting policies (continued):

(v) Impairment of financial assets:

The impairment model applies to financial assets measured at amortized cost, contract assets and FVOCI - debt investments, but not to investments in FVOCI - equity instruments.

The loss allowances are measured on either of the following bases:

- 12-month ECLs: these are ECLs that result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument.

The Company has elected to measure loss allowances for trade receivables at an amount equal to lifetime ECLs.

The fair values of cash, trade receivables, due from related parties, trade payables, accrued liabilities and due to related parties approximate their carrying amounts because of the short-term maturity of these financial instruments.

(k) Related party transactions:

Parties are considered related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered related if they are subject to common control or significant influence. A transaction is considered a related party transaction when there is a transfer of resources or obligations between related parties.

2. Significant accounting policies (continued):

(l) Leases:

At inception of a contract, the Company assesses whether a contract is, or contains, a lease based on whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee:

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognizes a right-of-use asset and a lease liability at the lease commencement date, which is defined as the date at which the right-of-use asset is available for use by the Company.

(i) Right-of-use assets:

The right-of-use asset is initially measured at cost comprising the following:

- the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date;
- any initial direct costs incurred;
- an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located; and
- less any lease incentives received.

The assets are depreciated to the earlier of the end of the useful life of the right-of-use asset or the lease term using the straight-line method as this most closely reflects the expected pattern of consumption of the future economic benefit.

The right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

2. Significant accounting policies (continued):

(ii) Lease liabilities:

The lease liability is initially measured at the present value of the following lease payments:

- fixed payments, less any lease incentives receivable;
- variable lease payments that are based on an index or a rate;
- amounts expected to be payable by the lessee under residual value guarantees;
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

The lease payments are discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The incremental borrowing rate is the rate of interest the lessee would have to pay to borrow over a similar term with similar security.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

2. Significant accounting policies (continued):

When measuring lease liabilities, the Company discounted lease payments using its incremental borrowing rate for similar collateral and term at the lease commencement date when the interest rate implicit in the lease was not readily determinable. The Company used a single discount rate to a portfolio of leases with reasonably similar characteristics. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in the rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

(m) Share-based payment arrangements:

The grant-date fair value of equity-settled share-based payment arrangements granted to employees is generally recognized as an expense, with the corresponding increase in Company's equity, over the vesting period of the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognized is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant-date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

(n) Provisions:

Provisions for restructuring costs, legal claims and certain other obligations are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated.

2. Significant accounting policies (continued):

(o) New standards and interpretations not yet adopted:

The following standards, amendments and interpretations issued by the International Accounting Standards Board ("IASB") or Interpretations Committee have been assessed as having a possible effect on the Company in the future. The following standards and amendments are not yet effective and have not been applied in preparing these financial statements.

(i) Classification of Liabilities as Current or Non-current (Amendments to International Accounting Standard ("IAS") 1, Presentation of Financial Statements ("IAS 1") ("Amendments to IAS 1"):

On January 23, 2020, the IASB issued amendments to IAS 1 Presentation of Financial Statements (the 2020 amendments), to clarify the classification of liabilities as current or non-current.

On October 31, 2022, the IASB issued Non-current Liabilities with Covenants (Amendments to IAS 1) (the 2022 amendments), to improve the information a company provides about long-term debt with covenants.

The 2020 amendments and the 2022 amendments (collectively “the Amendments”) are effective for annual periods beginning on or after January 1, 2024. Early adoption is permitted

For the purposes of non-current classification, the amendments removed the requirement for a right to defer settlement or roll over of a liability for at least twelve months to be unconditional. Instead, such a right must have substance and exist at the end of the reporting year and have substance.

The Amendments reconfirmed that only covenants with which a company must comply on or before the reporting date affect the classification of a liability as current or non-current. Covenants with which a company must comply after the reporting date do not affect a liability’s classification at that date.

The amendments also clarify how a company classifies a liability that includes a counterparty conversion option. The amendments state that:

- settlement of a liability includes transferring a company's own equity instruments to the counterparty, and

2. Significant accounting policies (continued):

- when classifying liabilities as current or non-current a company can ignore only those conversion options that are recognized as equity.

The Company intends to adopt the revised version of the Amendments in its financial statements for the annual period beginning on January 1, 2024. The extent of the impact of the adoption of the Amendments has not yet been determined.

(ii) Definition of Accounting Estimates (Amendments to IAS 8)

On February 12, 2021, the IASB issued *Definition of Accounting Estimates (Amendments to IAS 8)*.

The amendments are effective for annual periods beginning on or after January 1, 2023. Early adoption is permitted.

The amendments introduce a new definition for accounting estimates, clarifying that they are monetary amounts in the financial statements that are subject to measurement uncertainty. The amendments also clarify the relationship between accounting policies and accounting estimates by specifying that a company develops an accounting estimate to achieve the objective set out by an accounting policy.

(iii) Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2)

On February 12, 2021, the IASB issued Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2 Making Materiality Judgements).

The amendments are effective for annual periods beginning on or after January 1, 2023. Early adoption is permitted.

The amendments help companies provide useful accounting policy disclosures. The key amendments include:

- requiring companies to disclose their material accounting policies rather than their significant accounting policies;
- clarifying that accounting policies related to immaterial transactions, other events or conditions are themselves immaterial and as such need not be disclosed; and
- clarifying that not all accounting policies that relate to material transactions, other events or conditions are themselves material to a company's financial statements

2. Significant accounting policies (continued):

(iv) Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12 Income Taxes)

On May 7, 2021, the IASB issued Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12).

The amendments are effective for annual periods beginning on or after January 1, 2023. Earlier adoption is permitted

The amendments narrow the scope of the initial recognition exemption (IRE) so that it does not apply to transactions that give rise to equal and offsetting temporary differences. As a result, companies will need to recognize a deferred tax asset and a deferred tax liability for temporary differences arising on initial recognition of a lease and a decommissioning provision.

(p) Recently adopted accounting policies:

The following accounting policies were adopted in the current year. The adoption of the accounting policies did not have a material impact on the financial statements.

(i) Onerous Contracts - Cost of Fulfilling a Contract (Amendments to IAS 37, Provisions, Contingent Liabilities and Contingent Assets ("IAS 37") ("Amendments to IAS 37"):

On May 14, 2020, the IASB issued Amendments to IAS 37. The amendments are effective for annual periods beginning on or after January 1, 2022 and apply to contracts existing at the date when the amendments are first applied.

IAS 37 does not specify which costs are included as a cost of fulfilling a contract when determining whether a contract is onerous. The IASB's amendments address this issue by clarifying that the 'costs of fulfilling a contract' comprise both the incremental costs and allocation of other direct costs.

(In thousands of Canadian dollars)

2. Significant accounting policies (continued):

(ii) Annual Improvements to IFRS Standards 2018-2020:

On May 14, 2020, the IASB issued Annual Improvements to IFRS Standards 2018-2020. The amendments are effective for annual periods beginning on or after January 1, 2022.

The amendments relate to the following:

(a) Simplifies the application of IFRS 1, First-time Adoption of International Financial Reporting Standards, for a subsidiary that becomes a first-time adopter of IFRS later than its Parent;

(b) Clarifies which fees are included for the purpose of performing the '10 per cent test' for derecognition of financial liabilities, in relation to IFRS 9;

(c) Removes the illustration of payments from the lessor relating to leasehold improvements in relation to IFRS 16; and

(d) Removes the requirement to exclude cash flows for taxation when measuring fair value in relation to IAS 41, Agriculture.

3. Inventories:

	2023	2022
Pharmaceutical products	$ 17,631	$ 18,979
Cost of goods sold	35,510	32,025
Inventory write-down provision	(218)	(13)

(In thousands of Canadian dollars)

4. Equipment:

	Office equipment	Total
Cost		
Balance, March 31, 2022	$ 53	$ 53
Additions	10	10
Balance, March 31, 2023	$ 63	$ 63
Accumulated depreciation		
Balance, March 31, 2022	$ 51	$ 51
Depreciation charge	4	4
Balance, March 31, 2023	$ 55	$ 55
Carrying amounts		
At March 31, 2022	$ 2	$ 2
At March 31, 2023	8	8

5. Right-of-use assets:

	Properties	Total
Cost		
Balance, March 31, 2022	$ 720	$ 720
Additions	-	-
Balance, March 31, 2023	$ 720	$ 720
Accumulated depreciation		
Balance, March 31, 2022	$ 29	$ 29
Charge for the year	133	133
Balance, March 31, 2023	$ 162	$ 162
Carrying amounts		
At March 31, 2022	$ 691	$ 691
At March 31, 2023	558	558

(In thousands of Canadian dollars)

6. Intangible assets:

	Licenses	Total
Cost		
Balance, March 31, 2022	$ 1,241	$ 1,241
Additions acquired	321	321
Balance, March 31, 2023	$ 1,562	$ 1,562
Accumulated amortization		
Balance, March 31, 2022	$ –	$ –
Amortization charge	58	58
Balance, March 31, 2023	$ 58	$ 58
Carrying amounts		
At March 31, 2022	$ 1,241	$ 1,241
At March 31, 2023	1,504	1,504

The amortization period for the licenses are ten years each and amortization will commence once products sales have started.

The current year addition represents $250 and $71 towards milestone payments for two new license acquisitions, which are currently under development or under review by Health Canada for regulatory approval.

One of the licenses acquired in 2021 by the Company with an upfront cost of $1,000 has contingent consideration in the form of additional payments once predetermined milestone sales volumes are achieved. The predetermined sales volume ranges from $15,000 to $250,000 with respective milestone payments ranging from $300 to $3,000, representing an aggregate potential contingent consideration of $9,500. In addition to the milestone payments, the Company is also required to pay royalties on annual net sales volume up to $35,000. The royalty percentage ranges from 10% to 17.5%.

(In thousands of Canadian dollars)

7. Expenses:

The following is a breakdown of the selling and marketing as well as general and administrative expenses:

	2023	2022
Personnel expenses	$ 5,690	$ 4,660
Marketing and advertising	3,275	3,126
Professional and consulting	362	876
Distribution	476	407
Management fees	477	295
Depreciation of equipment and leasehold improvements	12	3
Depreciation of right-of-use assets	133	120
Depreciation of intangible assets	58	-
Insurance	125	108
Travel	339	82
Other	409	775
	$ 11,356	$ 10,452

8. Income tax expense:

	2023	2022
Deferred tax expense:		
Origination and reversal of temporary differences	$ (51)	$ (104)
Current tax expense	657	553
Total income tax expense	$ 606	$ 449

Income taxes differs from the amount that would have been computed by applying the combined Canadian federal and provincial statutory income tax rate of 26.5% for the year ended March 31, 2023 (2022 - 26.5%) to income before income taxes.

(In thousands of Canadian dollars)

8. Income tax expense (continued):

The reason for the differences are as follows:

	2023	2022
Income before income taxes	$ 2,068	$ 1,620
Expected tax expense at the combined Canadian federal and provincial statutory income tax rate of 26.5% (2022 - 26.5%)	$ 548	$ 430
Increase in income taxes resulting from:		
Permanent differences	58	19
Actual income tax expense	$ 606	$ 449

9. Deferred tax assets and liabilities:

Deferred tax assets and liabilities are attributable to the following:

			2023			2022
	Assets	Liabilities	Net	Assets	Liabilities	Net
Trade receivables	$ 67	$ -	$ 67	$ 61	$ –	$ 61
Equipment	7	(16)	(9)	1	–	1
Right-of-use assets	20	-	20	21	–	21
Inventory adjustment reserve	58	-	58	-	-	-
Deferred tax assets (liabilities)	$ 152	$ (16)	$ 136	$ 83	$ –	$ 83

(In thousands of Canadian dollars)

10. Share capital:

As at March 31, 2023, the Company's authorized share capital is comprised of unlimited common shares with no par value. The holders of common shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the shareholders.

Prior to November 14, 2016, Lupin Holdings B.V. ("LHBV") held 330,000,000 shares (representing 99.99% shareholding) and the Parent held 100 shares (representing 0.01% shareholding) in the Company. On that date, as part of a strategic internal restructuring exercise, LHBV transferred its 99.99% shareholdings in the Company to the Parent for consideration of U.S. $3,729. After this transaction, the Parent holds 330,000,100 shares (representing 100% shareholding) in the Company.

	Amount	Number of shares
Balance, March 31, 2022 and 2023	$ 3,300	330,000,100

11. Financial risk management:

The Company's exposure to risks from its use of financial instruments and the Company's risk management framework are as follows:

(a) Credit risk:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Management also considers the demographics and geography of the Company's customer base, as these factors may have an influence on credit risk. Accounts receivable are past due when a customer fails to make a payment when contractually due. The Company specifically identifies customers with past due balances over credit terms and provides for these accounts where appropriate.

(In thousands of Canadian dollars)

11. Financial risk management (continued):

During the year ended March 31, 2023, approximately 85% (2022 - 80%) of the Company's revenue is attributable to sales transactions with it's top five (2022 - four) customers.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date is as follows:

	2023	2022
Trade receivables	$ 4,774	$ 5,222
Due from related parties	3,454	2,001

The carrying amounts of trade receivables represent the maximum credit exposure. The Company maintains an allowance for ECL taking into account past experience of collecting payments as well as observable changes in and forecasts of future economic conditions that correlate with default on receivables. As at March 31, 2023, the allowance for credit losses is nil (2022 - nil).

The aging of trade receivables and due from related parties at the reporting date is as follows:

	Current	31 - 60 days	61 - 90 days	91+ days	Total
March 31, 2023	$ 7,210	$ 31	$ 87	$ 900	$ 8,228
March 31, 2022	6,822	109	82	210	7,223

(b) Liquidity risk:

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. 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 they are due without incurring unacceptable losses or risking damage to the Company's reputation. The Company aims to maintain a sufficient level of its cash to ensure liquidity to meet liabilities as they come due. The Company's approach consists primarily of monitoring the level of expected cash inflows on accounts receivable, together with expected cash outflows on trade payables and debt, as well as monitoring expenses.

(In thousands of Canadian dollars)

11. Financial risk management (continued):

The following are the contractual maturities of financial liabilities by contractual maturity date:

	Carrying amount	
	2024	Thereafter
Trade payables	$ 730	$ -
Accrued liabilities	1,472	-
Income tax payable	166	-
Due to related parties	20,700	-
Lease liabilities	171	479
	$ 23,212	$ 479

(c) Market risk:

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

Foreign currency risk refers to the risk that the value of financial instruments or cash flows associated with the instruments will fluctuate due to changes in foreign exchange rates. The Company is exposed to currency risk on purchases that are denominated in U.S. dollars. If the exchange rates had been 100 basis points (1¢) higher or lower during the year ended March 31, 2023, with all other variables held constant, total comprehensive income would have increased or decreased by $1, respectively (2022 - $1).

The Company's exposure to U.S. dollar currency risk is as follows:

	2023	2022
Trade payables	$ 10	$ 24
Due to related parties	98	77
	$ 108	$ 101

11. Financial risk management (continued):

(d) Capital management:

Management defines capital as the Company's equity. The Company's objective is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of its business, including future capital expenditures and working capital to sustain growth of operations. In order to achieve this objective, the Company recognizes the need to increase its capital base by issuing common shares or other equity based financial instruments.

Management continually monitors its capital in relation to its business risks, including its liabilities. Assessment of capital needs are done with the benefit of a review of net working capital, assets relative to liabilities among other measures. There were no changes in the Company's approach to capital management during the year.

12. Share-based payments:

The Ultimate Parent implemented Lupin Subsidiary Companies Employees Stock Option Plan 2005, Lupin Subsidiary Companies Employees Stock Option Plan 2011 and Lupin Subsidiary Companies Employees Stock Option Plan 2014 in earlier years; as approved by the shareholders of the Ultimate Parent and the Remuneration/Compensation/Nomination and Remuneration Committee of the Board of Directors of the Ultimate Parent. The charge is borne by the Ultimate Parent and no charge had been allocated to the Company until April 1, 2015.

The Ultimate Parent issues stock options on its shares (publicly traded on the Indian stock market) to the Vice-President and General Manager of the Company based on their performance. The Company doesn't have any obligation to settle the award and classifies the share-based payments as equity-settled. Under the recharge arrangement with the Ultimate Parent, the Company recognizes an expense with corresponding payables to the Ultimate Parent for the grant date fair value of the award over the vesting period which ranges from one to five years for the services received from its employees. The Ultimate Parent calculates the fair value of each stock option grant using the Black-Scholes option pricing model at the grant date which takes stock price, volatility, risk-free rate, exercise price, dividend yield and other factors into consideration.

(In thousands of Canadian dollars)

12. Share-based payments (continued):

The stock option transactions for the years ended March 31, 2023 and 2022 are summarized as follows:

	2023	2022
Outstanding, beginning of year	12,574	6,255
Granted	10,530	8,327
Exercised	(3,319)	(2,008)
Vested	(774)	-
Outstanding, end of year	19,011	12,574

The expense for year ended March 31, 2023 of $80 (2022 - $26) is recognized through an intercompany charge from the Ultimate Parent, which is included in selling and marketing expense.

(In thousands of Canadian dollars)

13. Lease liabilities:

As at March 31, 2023, the Company leases 2 offices, in Mississauga, Ontario and in Longueuil, Quebec, for which leases expire on April 30, 2027 and June 30, 2027, respectively.

During the year ended March 31, 2022, the Company had leased 2 offices, in Richmond Hill, Ontario and Montreal, Quebec, for which leases expired on December 31, 2021 and January 31, 2022, respectively. The term for these leases are complete and no longer exist as of the year ended March 31, 2022.

The change in lease liabilities is as follows:

	2023	2022
Balance, beginning of year	$ 768	$ 112
Changes from financing cash flows:		
Payment of lease liabilities	(141)	(112)
Other changes:		
New leases, net of disposals	-	762
Finance costs for lease liabilities	23	6
Balance, end of year	650	768
Current	171	39
Non-current	$ 479	$ 729

Non-cancellable operating lease payments are as follows:

	2023	2022
Less than 1 year	$ 171	$ 39
Between 1 and 5 years	479	729
	$ 650	$ 768

14. Contingencies:

The Company's business includes entering into numerous legal contracts with clients, customers, employees, contractors, suppliers and vendors. In the normal course of business, disputes arise around these legal agreements.

(In thousands of Canadian dollars)

15. Related parties:

(a) Transactions with related parties:

	2023	2022
Income		
Other income:		
Ultimate Parent	$ 24	$ 26
Parent	6,324	5,775
Expenses		
Purchases of inventory:		
Parent	24,303	18,975
Ultimate Parent	9,725	9,460
Management fees:		
Lupin Management Inc.	154	175
Lupin Inc.	295	108
Lupin Pharmaceuticals, Inc.	28	12

Income earned from related parties is comprised of gross income for reimbursement of marketing and other related expenses by the Parent and the Ultimate Parent.

The Company purchases pharmaceutical products and medical devices from its Parent and pharmaceutical products from the Ultimate Parent.

Lupin Pharmaceuticals Inc. is 97% owned by Lupin Inc. and 3% owned by Lupin Limited. The Company incurs cross-charges for expenses incurred on the company's behalf.

Lupin Inc. is wholly owned subsidiary of the Parent used for cross-charging the salaries for employees from Tax and Legal teams.

Lupin Management Inc. is a wholly owned subsidiary of Lupin Inc. used to provide management services to the company.

Laboratorios Grin S.A. de C.V. is wholly owned subsidiary of the Parent used to cross-charge legal services.

(In thousands of Canadian dollars)

15. Related parties (continued):

(b) Balances due to/from related parties:

	2023	2022
Current assets		
Due from related parties:		
Ultimate Parent	$ 1,086	$ 497
Parent	2,368	1,456
Lupin Management Inc.	-	48
Current liabilities		
Due to related parties:		
Parent	16,225	17,475
Ultimate Parent	4,385	4,106
Lupin Pharmaceuticals, Inc.	-	16
Lupin Inc.	47	1
Lupin Management Inc.	34	18
Laboratorios Grin S.A. de C.V.	9	-

(c) Other related party transactions:

Key management personnel compensation:

Key management personnel include all employees at the Company in a director level position. Key management personnel compensation for the year ended March 31, 2023 was $1,231 (2022 - $1,167).