SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

☒ Quarterly Report Pursuant to Section 13 or 15(d) Securities Exchange Act of 1934 for the Quarterly Period ended September 30, 2017

-OR-

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

Commission File Number: **000-54717**

BIONIK LABORATORIES CORP.

(Exact name of Registrant in its charter)

Delaware	**27-1340346**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification Number
483 Bay Street, N105 **Toronto, Ontario**	**M5G 2C9**
(Address of Principal Executive Offices)	(Zip Code)

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

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

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

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

Large accelerated filer	☐	Non-accelerated filer	☐
Accelerated filer	☐	Smaller reporting company	☒
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. As of November 13, 2017, 55,885,279 shares of Common Stock, par value $0.001 per share.

BIONIK LABORATORIES CORP.
FORM 10-Q

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
September 30, 2017 and 2016

Index

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

	As at September 30, 2017 (Unaudited) $	As at March 31, 2017 (Note 2) $
Assets		
Current		
Cash and cash equivalents	136,080	543,650
Accounts receivable, net of allowance for doubtful accounts of $16,349 (March 31, 2017 - $10,000)	37,196	383,903
Prepaid expenses and other receivables (Note 5)	169,287	228,047
Inventories (Note 6)	231,442	228,249
Due from related parties (Note 9(a))	19,429	18,731
Total Current Assets	593,434	1,402,580
Equipment (Note 7)	196,231	227,421
Technology and other assets (Note 4)	4,860,690	5,030,624
Goodwill (Note 4)	22,308,275	22,308,275
Total Assets	**27,958,630**	**28,968,900**
Liabilities and Shareholders' Deficiency		
Current		
Accounts Payable (Notes 9(b))	957,360	784,726
Accrued liabilities (Notes 8 and 9(b))	1,873,613	1,228,657
Customer advances	109,100	121,562
Demand Notes Payable (Note 8)	335,309	330,600
Promissory Notes payable (Note 8)	192,154	236,548
Convertible Loans Payable (Note 8(a) and (b))	3,530,095	2,017,488
Deferred revenue	87,851	98,624
Total Current Liabilities	**7,085,482**	**4,818,205**
Shareholders' Equity		
Preferred Stock, par value $0.001; Authorized 10,000,000 Special Voting Preferred Stock, par value $0.001; Authorized; Issued and outstanding - 1 (March 31, 2017 – 1)	-	-
Common Shares, par value $0.001; Authorized - 250,000,000 (March 31, 2017 – 150,000,000); Issued and outstanding 53,885,279 and 47,909,336 Exchangeable Shares (March 31, 2017 – 48,885,107 and 47,909,336 Exchangeable Shares) (Notes 10 and 15)	101,794	96,794
Additional paid in capital	47,642,526	45,088,171
Shares to be issued (Note 10)	60,000	-
Deficit	(26,973,321)	(21,076,419)
Accumulated other comprehensive income	42,149	42,149
Total Shareholders' Equity	**20,873,148**	**24,150,695**
Total Liabilities and Shareholders' Equity	**27,958,630**	**28,968,900**

Going Concern (Note 1)
Commitments and Contingencies (Note 13)
Subsequent Events (Note 15)
The accompanying notes are an integral part of these unaudited condensed consolidated interim financial statements.

Bionik Laboratories Corp.

Condensed Consolidated Interim Statements of Operations and Comprehensive Loss for the three and six months periods ended September 30, 2017 and 2016 (unaudited)

(Amounts expressed in U.S. Dollars)

	Three months ended Sept. 30, 2017	Six months ended Sept. 30, 2017	Three months ended Sept. 30, 2016	Six months ended Sept. 30, 2016
	$	$	$ (Note 2)	$ (Note 2)
Sales	221,847	309,367	18,283	182,474
Cost of Sales	59,825	89,125	12,019	70,894
Gross Margin	162,022	220,242	6,264	111,580
Operating expenses				
Sales and marketing	435,294	880,817	187,265	269,463
Research and development	715,400	1,401,309	813,773	1,231,563
General and administrative	1,505,528	2,133,134	577,853	1,881,467
Share compensation expense (Note 11)	762,208	1,013,256	204,842	424,090
Convertible debt accretion (Note 8)	74,073	74,073	-	-
Amortization (Note 4)	76,985	169,934	-	-
Depreciation (Note 7)	23,820	48,372	23,590	33,753
Total operating expenses	3,593,308	5,720,895	1,807,323	3,840,336
Other expenses (income)				
Foreign Exchange	15,595	114,156	-	-
Interest expense (income) (Note 8)	167,594	240,360	(5,203)	10,031
Other income	886	708	(395,296)	(406,514)
Total other expenses (income)	184,075	355,224	(400,499)	(396,483)
Net loss and comprehensive loss for the period	(3,615,361)	(5,855,877)	(1,400,560)	(3,332,273)
Loss per share – basic	(0.04)	$ (0.06)	(0.02)	(0.04)
Loss per share – diluted	(0.04)	$ (0.06)	$ (0.02)	$ (0.04)
Weighted average number of shares outstanding – basic	101,794,615	99,335,514	85,924,462	87,232,426
Weighted average number of shares outstanding – diluted	101,794,615	99,335,514	85,924,462	87,232,426

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

Bionik Laboratories Corp.

Condensed Consolidated Interim Statements of Changes in Shareholders' Equity (Deficiency) for the six month period ended September 30, 2017 and the year ended March 31, 2017 (unaudited)

(Amounts expressed in US Dollars)

	Special Voting Preferred Stock		Common Stock (1)		Additional Paid	Shares to be		Comprehensive	
	Shares	**Amount**	**Shares**	**Amount**	**in Capital**	**Issued**	**Deficit**	**Income**	**Total**
		$		**$**	**$**	**$**	**$**	**$**	**$**
			(Note 2)	**(Note 2)**	**(Note 2)**		**(Note 2)**		**(Note 2)**
Balance, March 31, 2016	1	**-**	**72,591,292**	**72,591**	**18,292,173**	**-**	**(13,007,017)**	**42,149**	**5,399,896**
Shares issued to acquire IMT	-	-	23,650,000	23,650	23,153,350	-	-	-	23,177,000
Share compensation acquired	-	-	-	-	2,582,890	-	-	-	2,582,890
Options exercised	-	-	110,096	110	18,056	-	-	-	18,166
Cashless exercise of warrants	-	-	51,249	51	(51)	-	-	-	-
Warrants exercised	-	-	174,759	175	40,020	-	-	-	40,195
Share compensation expense	-	-	217,047	217	1,001,733	-	-	-	1,001,950
Net loss for the year	-	-	-	-	-	-	(8,069,402)	-	(8,069,402)
Balance, March 31, 2017	**1**	**-**	**96,794,443**	**96,794**	**45,088,171**	**-**	**(21,076,419)**	**42,149**	**24,150,695**
Warrants exercised	-	-	5,000,172	5,000	1,120,038	-	-	-	1,125,038
Share compensation expense	-	-	-	-	1,013,256	-	-	-	1,013,256
Fair value of warrants on convertible loans	-	-	-	-	380,036	-	-	-	380,036
Warrant down round feature (Note 12)	-	-	-	-	41,025	-	(41,025)	-	-
Shares to be issued	-	-	-	-	-	60,000	-	-	60,000
Net loss for the period	-	-	-	-	-	-	(5,855,877)	-	(5,855,877)
Balance, September 30, 2017	**1**	**-**	**101,794,615**	**101,794**	**47,642,526**	**60,000**	**(26,973,321)**	**42,149**	**20,873,148**

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

(1) Includes exchangeable shares

Bionik Laboratories Corp.
Condensed Consolidated Interim Statements of Cash Flows for the three months periods ended September 30, 2017 and 2016 (unaudited)
(Amounts expressed in U.S. Dollars)

	Six months ended September 30, 2017 $	Six months ended September 30, 2016 $ (Note 2)
Operating activities		
Net loss for the period	(5,855,877)	(3,332,273)
Adjustment for items not affecting cash		
Depreciation	48,372	33,753
Amortization	169,934	-
Interest expense	234,463	10,031
Share based compensation expense	1,013,256	424,090
Convertible debt accretion	74,073	-
Shares issued for services	60,000	59,500
Allowance for doubtful accounts	(16,349)	-
	(4,272,128)	(2,804,899)
Changes in non-cash working capital items		
Accounts receivable	363,056	(87,402)
Prepaid expenses and other receivables	58,760	91,430
Due from related parties	(698)	(63)
Inventories	(3,193)	(191,548)
Accounts payable	172,634	(696,874)
Accrued liabilities	644,955	(425,160)
Customer advances	(12,462)	41,800
Deferred revenue	(10,773)	108,482
Net cash used in operating activities	(3,059,849)	(3,964,234)
Investing activities		
Acquisition of equipment	(17,182)	(6,848)
Net cash used in investing activities	(17,182)	(6,848)
Financing activities		
Proceeds from convertible loans	1,598,715	-
Proceeds on exercise of warrants	1,125,038	-
Repayment of Promissory notes principal	(12,319)	-
Repayment of Promissory notes interest	(41,973)	-
Cash acquired on acquisition	-	266,635
Net cash provided by financing activities	2,669,461	266,635
Net decrease in cash and cash equivalents for the period	(407,570)	(3,704,447)
Cash and cash equivalents, beginning of period	543,650	5,381,757
Cash and cash equivalents, end of period	136,080	1,677,310
Supplemental Information:		
Assets acquired and liabilities assumed as at April 21, 2016:		
Current assets, including cash of $266,635	478,843	
Equipment	59,749	
Intangible assets	5,580,704	
Goodwill	22,308,275	
Accounts payable	(241,299)	
Accrued liabilities	(361,029)	
Customer deposits	(86,487)	
Demand notes payable	(324,894)	
Promissory Notes payable	(217,808)	
Bionik advance	(1,436,164)	
Non-cash consideration	25,759,890	

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

(Amounts expressed in U.S. Dollars)

1. NATURE OF OPERATIONS

The Company and its Operations

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

On February 26, 2015, the Company entered into a Share Exchange Agreement and related transactions whereby it acquired Bionik Laboratories Inc., a Canadian Corporation ("Bionik Canada"). Bionik Canada issued 50,000,000 Exchangeable Shares, representing a 3.14 exchange ratio, for 100% of the then outstanding common shares of Bionik Canada (the "Merger"). The Exchangeable Shares are exchangeable at the option of the holder, each into one share of the common stock of the Company. In addition the Company issued one Special Preferred Voting Share (the "Special Preferred Share") (Note 10).

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

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

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

Bionik Laboratories Corp. is a robotics company focused on providing rehabilitation and mobility solutions to individuals with neurological and mobility challenges from hospital to home. The Company has a portfolio of products focused on upper and lower extremity rehabilitation for stroke and other mobility impaired individuals, including three products in the market and four products in varying stages of development. The InMotion Systems - the InMotion ARM, In Motion Wrist, InMotion Hand – are designed to provide intelligent, adaptive therapy in a manner that has been clinically verified to maximize neuro-recovery. Bionik also has a lower-body exoskeleton - the ARKE - designed to allow paraplegics as well as other wheelchair users the ability to rehabilitate through walking. The Company is developing with a partner, a lower body product based on some of the ARKE technology, which should allow certain individuals to walk better, who have limited mobility. This product will be launched in the consumer home market.

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

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

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

Going Concern

As at September 30, 2017, the Company had a working capital deficit of $6,492,048 (March 31, 2017 - $3,415,625) and an accumulated deficit of $26,973,321 (March 31, 2017 - $21,076,419) and the Company incurred a net loss and comprehensive loss of ($5,855,877) for the six months period ended September 30, 2017 (September 30, 2016 – $(3,332,273)).

There is no certainty that the Company will be successful in generating sufficient cash flow from operations or achieving and maintaining profitable operations in the future to enable it to meet its obligations as they come due and consequently continue as a going concern. The Company will require additional financing this year to fund its operations and it is currently working on securing this funding through corporate collaborations, public or private equity offerings or debt financings. Sales of additional equity or equity linked securities by the Company would result in the dilution of the interests of existing stockholders. There can be no assurance that financing will be available when required. In the event that the necessary additional financing is not obtained, the Company would reduce its discretionary overhead costs substantial or otherwise curtail operations.

(Amounts expressed in U.S. Dollars)

1. NATURE OF OPERATIONS (continued)

The Company expects the forgoing, or a combination thereof, to meet the Company's anticipated cash requirements for the next 12 months; however, these conditions raise substantial doubt about the Company's ability to continue as a going concern. The accompanying condensed consolidated interim financial statements do not include any adjustments to reflect the possible future effects on recoverability and reclassification of assets or the amounts and classification of liabilities that may result from the outcome of this uncertainty.

The condensed consolidated interim financial statements do not include any adjustments related to the recoverability and classification of the recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. All adjustments, consisting only of normal recurring items, considered necessary for fair presentation have been included in these condensed consolidated interim financial statements.

2. CHANGE IN ACCOUNTING POLICY

The FASB issued ASU No. 2017-11, *Earnings Per Share (Topic 260) Distinguishing Liabilities From Equity (Topic 480) Derivatives and Hedging (Topic 815): I. Accounting for Certain Financial Instruments With Down Round Features II. Replacement of the Indefinite Deferral for Mandatorily Redeemable Financial Instruments of Certain Nonpublic Entities and Certain Mandatorily Redeemable Noncontrolling Interests With a Scope Exception*, allows a financial instrument with a down-round feature to no longer automatically be classified as a liability solely based on the existence of the down-round provision. The update also means the instrument would not have to be accounted for as a derivative and be subject to an updated fair value measurement each reporting period.

On consideration of the above factors, the Company elected to early adopt ASU 2017-11 on July 1, 2017, the ASU is effective for public business entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. For all other organizations, the amendments are effective for fiscal years beginning after December 15, 2019, and interim periods within fiscal years beginning after December 15, 2020.

The early adoption allows the Company to reduce the cost and complexity of updating the fair value measurement each reporting period and eliminate the unnecessary volatility in reported earnings created by the revaluation when the Company's shares' value changes.

The Company presented the change in accounting policy through the retrospective application of the new accounting principle to all prior periods, as described in ASU No. 250-10-45-5, Accounting Changes and Error Corrections.

The following financial statement line items for the periods of three and six months ended September 30, 2016 were affected by the change in accounting principle.

Income statement

	Three months period ended September 2016			Six months period ended September 2016		
	As originally reported	As adjusted	Effect of change	As originally reported	As adjusted	Effect of change
Sales	$ 18,283	$ 18,283	$ -	$ 182,474	$ 182,474	$ -
Cost of Sales	12,019	12,019	-	70,894	70,894	-
Total operating expenses	1,807,323	1,807,323	-	3,840,336	3,840,336	-
Total other expenses	(2,530,605)	(400,499)	2,130,106	(2,135,530)	(396,483)	1,739,047
Net income (loss) and comprehensive loss for the period	729,546	(1,400,560)	(2,130,106)	(1,593,226)	(3,332,273)	(1,739,047)
Net income (loss) per share	0.01	(0.04)	(0.05)	(0.02)	(0.06)	(0.04)

(Amounts expressed in U.S. Dollars)

Balance sheet

	As at March 31, 2017		
	As originally reported	As adjusted	Effect of change
Current assets	$ 1,402,580	$ 1,402,580	$ -
Capital assets	227,421	227,421	-
Intangible assets	27,338,899	27,338,899	-
Total assets	28,968,900	28,968,900	-
Warrant derivative liability	959,600	-	(959,600)
Other current liabilities	4,818,205	4,818,205	-
Total liabilities	5,777,805	4,818,205	(959,600)
Common stock	96,794	96,794	-
Additional paid in capital	38,640,706	45,088,171	6,447,465
Retained earnings	(15,588,554)	(21,076,419)	(5,487,865)
Accumulated other comprehensive income	42,149	42,149	-
Total shareholders' equity	23,191,095	24,150,695	959,600
Total liabilities and shareholders' equity	28,968,900	28,968,900	-

The change in retained earnings consists of a change in net loss for the year ended March 31, 2017, changing from $3,936,574 to $8,069,402, a net change of $4,132,828, the remainder of the change included in the $5,487,865 noted above relates to periods prior to March 31, 2016.

Statement of cash flows

	As at September 30, 2016		
	As originally reported	As adjusted	Effect of change
Net loss for the period	$ (1,593,226)	$ (3,332,273)	$ (1,739,047)
Adjustment for items not affecting cash			
Depreciation	33,753	33,753	-
Interest expense	10,031	10,031	-
Share-based compensation expense	424,090	424,090	-
Shares issued for service	59,500	59,500	-
Change in fair value of warrant derivative liability	(1,739,047)	-	1,739,047
Net cash used in operating activities	(3,964,234)	(3,964,234)	-
Net cash used in investing activities	(6,848)	(6,848)	-
Net cash provided by financing activities	266,635	266,635	-
Net decrease in cash and cash equivalents for the period	(3,704,447)	(3,704,447)	-
Cash and cash equivalents, beginning of period	5,381,757	5,381,757	-
Cash and cash equivalents, end of period	1,677,310	1,677,310	-

3. SIGNIFICANT ACCOUNTING POLICIES

Unaudited Condensed Consolidated Interim Financial Statements

These unaudited condensed consolidated interim financial statements have been prepared on the same basis as the annual audited financial statements of the Company and should be read in conjunction with those annual audited financial statements filed on Form 10-K for the year ended March 31, 2017. In the opinion of management, these unaudited condensed consolidated interim financial statements reflect adjustments, necessary to present fairly the Company's financial position, results of operations and cash flows for the periods shown. The results of operations for such periods are not necessarily indicative of the results expected for a full year or for any future period.

Newly Adopted and Recently Issued Accounting Pronouncements

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

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

In January 2016, the FASB issued ASU No. 2016-01 "Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities". The updates makes several modifications to Subtopic 825-10, including the elimination of the available-for-sale classification of equity investments, and it requires equity investments with readily determinable fair values to be measured at fair value with changes in fair value recognized in operations. The update is effective for fiscal years beginning after December 2017. The Company is still assessing the impact that the adoption of ASU 2016-01 will have on the condensed consolidated interim financial position and the consolidated results of operations.

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

In March 2016, the FASB issued ASU 2016-09, "Compensation - Stock Compensation: Improvements to Employee Share-Based Payment Accounting". Several aspects of the accounting for share-based payment award transaction are simplified, including (a) income tax consequences; (b) classification of awards as either equity or liabilities; and (c) classification on the statement of cash flows. The amendments are effective for annual periods beginning after December 15, 2016, and interim periods within those annual periods. The Company has adopted this policy during the period and there was no impact on the condensed consolidated interim financial statements.

In August 2016, the FASB issued ASU 2016-15, "Statement of Cash Flows: Classification of Certain Cash Receipts and Cash Payments". This ASU provides eight targeted changes to how cash receipts and cash payments are presented and classified in the statement of cash flows. ASU 2016-15 is effective for the fiscal year commencing after December 15, 2017. The Company is still assessing the impact that the adoption of ASU 2016-15 will have on the condensed consolidated interim statement of cash flows.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

In January 2017, the FASB issued ASU 2017-01, "Business Combinations: Clarifying the definition of a Business" which amends the current definition of a business. Under ASU 2017-01, to be considered a business, an acquisition would have to include an input and a substantive process that together significantly contributes to the ability to create outputs. ASU 2017-01 further states that when substantially all of the fair value of gross assets acquitted is concentrated in a single asset (or a group of similar assets), the assets acquired would not represent a business. The new guidance also narrows the definition of the term "outputs" to be consistent with how it described in Topic 606, Revenue from Contracts with Customers. The changes to the definition of a business will likely result in more acquisitions being accounted for as asset acquisitions. ASU 2017-01 is effective for acquisitions commencing on or after June 30, 2019, with early adoption permitted. Adoption of this guidance will be applied prospectively on or after the effective date.

In January 2017, the FASB issued ASU 2017-04, "Intangibles – Goodwill and Other" ASU 2017-04 simplifies the accounting for goodwill impairment by eliminating Step 2 of the current goodwill impairment test, which required a hypothetical purchase price allocation. Goodwill impairment will now be the amount by which the reporting unit's carrying value exceeds its fair value, limited to the carrying value of the goodwill. ASU 2017-04 is effective for financial statements issued for fiscal years, and interim periods beginning after December 15, 2019.

Revenue Recognition

The Company recognizes revenue from product sales when persuasive evidence of an agreement with customer exists, products are shipped or title passes pursuant to the terms of the agreement, the amount due from the customer is fixed or determinable, collectability is reasonably assured, and there are no significant future performance obligation. Deposits are carried as liabilities until the requirements for revenue recognition are met.

Warranty Reserve and Deferred Warranty Revenue

The Company provides a one-year warranty as part of its normal sales offering. When products are sold, the Company provides warranty reserves, which, based on the historical experience of the Company are sufficient to cover warranty claims. Accrued warranty reserves are included in accrued liabilities on the balance sheet and amounted to $64,957 at September 30, 2017 and March 31, 2017. The Company also sells extended warranties of or additional periods beyond the standard warranty. Extended warranty revenue is deferred and recognized as revenue over the extended warranty period. The Company recognized $Nil of expense related to the change in warranty reserves and warranty costs incurred and recorded as an expense in cost of goods sold during the three and six-month period ended September 30, 2017 (September 30, 2016 - $15,190 and $25,427, respectively).

Foreign Currency Translation

The functional currency of the Company and its wholly owned subsidiaries is the U.S. dollar. Transactions denominated in a currency other than the functional currency are recorded on initial recognition at the exchange rate at the date of the transaction. After initial recognition, monetary assets and liabilities denominated in foreign currency are translated at the end of each reporting period into the functional currency at the exchange rate at that date. Exchange differences are recognized in profit or loss. Non-monetary assets and liabilities measured at cost are translated at the exchange rate at the date of the transaction.

Fair Value of Financial Instruments

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

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

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

(Amounts expressed in U.S. Dollars)

4. ACQUISITION

On April 21, 2016, the Company acquired 100% of the common and preferred shares of IMT, through a transaction where Bionik Mergerco merged with and into IMT, with IMT surviving the merger as a wholly owned subsidiary of Bionik. Bionik issued an aggregate of 23,650,000 shares of Company Common Stock in exchange for all shares of IMT Common Stock and IMT Preferred Stock outstanding immediately prior to April 21, 2016. All shares have been issued at March 31, 2017.

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

As a result of the acquisition of IMT, the Company acquired assets including three licensed patents, two license agreements, three FDA listed products, an FDA inspected manufacturing facility, extensive clinical and sales data, and international distributors. The Company retained an independent valuator to determine the purchase price allocation, which reflects the allocation of assets and goodwill. The following sets forth the purchase price allocation based on management's best estimates of fair value, including a summary of major classes of consideration transferred and the recognized amounts of assets acquired and liabilities assumed at the acquisition date.

	As at April 21, 2016 $
Fair value of 23,650,000 shares of common stock (a)	23,177,000
Fair value of vested stock options (b)	2,582,890
Allocation of purchase price:	25,759,890
Cash and cash equivalents	266,635
Accounts receivable	6,490
Inventories	188,879
Prepaid expenses and other current assets	16,839
Equipment	59,749
Liabilities assumed:	
Accounts payable	(241,299)
Accrued liabilities	(361,029)
Customer deposits	(86,487)
Demand notes payable	(324,894)
Promissory notes payable	(217,808)
Bionik advance (c)	(1,436,164)
Net assets acquired	(2,129,089)
Patents and exclusive License Agreement	1,306,031
Trademark	2,505,907
Customer relationships	1,431,680
Non compete agreement	61,366
Assembled Workforce	275,720
Goodwill	22,308,275
	25,759,890

(a) The fair value of common stock was based on $0.98, which was the closing market price of the Company's common stock on April 21, 2016.

(b) The fair value of the vested stock options was determined using the Black Scholes option pricing model with the following key assumptions: a risk free rate of 1.59%, dividend and forfeiture rates of 0% and expected volatility of 114% which is consistent with the Company's assumptions (Note 11).

(c) Included in the net assets acquired was a loan issued to IMT in the amount of $300,000 under normal commercial terms. The loan carried an interest rate of 6% and were secured by all the assets of IMT subject to a $200,000 subordination to a third party financial services company, which was released in April 2016.

(Amounts expressed in U.S. Dollars)

4. ACQUISITION (continued)

The schedule below reflects the intangible assets acquired in the IMT acquisition and the assets amortization period and expense for the three and six months period ended September 30, 2017 and the year ended March 31, 2017:

Intangible assets acquired	Amortization period (years)	Value acquired	Expense March 31, 2017	Value at March 31, 2017	3 Months Expense September 30, 2017	6 Months Expense September 30, 2017	Value at September 30, 2017
		$	$	$	$	$	$
Patents and exclusive License Agreement	9.74	1,306,031	126,375	1,179,656	33,522	67,081	1,112,575
Trademark	Indefinite	2,505,907	-	2,505,907	-	-	2,505,907
Customer relationships	10	1,431,680	134,931	1,296,749	35,792	71,622	1,225,127
Non compete agreement	2	61,366	28,918	32,448	7,671	15,367	17,081
Assembled Workforce	1	275,720	259,856	15,864	-	15,864	-
		5,580,704	**550,080**	**5,030,624**	**76,985**	**169,934**	**4,860,690**

5. PREPAID EXPENSES AND OTHER RECEIVABLES

	September 30, 2017	March 31, 2017
	$	$
Prepaid expenses and sundry receivables	117,972	68,484
Prepaid insurance	19,671	136,896
Sales taxes receivable (i)	31,644	22,667
	169,287	228,047

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

6. INVENTORIES

	September 30, 2017	March 31, 2017
	$	$
Raw materials	225,735	119,985
Work in progress	5,707	108,264
Finished Goods	-	-
	231,442	228,249

7. EQUIPMENT

Equipment consisted of the following as at September 30, 2017 and March 31, 2017:

	September 30, 2017			March 31, 2017		
	Cost	Accumulated Depreciation	Net	Cost	Accumulated Depreciation	Net
	$	$	$	$	$	$
Computers and electronics	252,120	214,817	37,303	250,538	204,258	46,280
Furniture and fixtures	36,795	27,123	9,672	36,795	26,096	10,699
Demonstration equipment	200,186	77,878	122,308	184,586	44,420	140,166
Manufacturing equipment	88,742	85,342	3,400	88,742	84,982	3,760
Tools and parts	11,422	5,138	6,284	11,422	4,472	6,950
Assets under capital lease	23,019	5,755	17,264	23,019	3,453	19,566
	612,284	416,053	196,231	595,102	367,681	227,421

Equipment is recorded at cost less accumulated depreciation. Depreciation expense during the three and six months period ended September 30, 2017 was $23,820 and $48,372 (September 30, 2016 - $23,590 and 33,753).

(Amounts expressed in U.S. Dollars)

8. NOTES PAYABLE

Demand Notes payable

The Company has outstanding notes payable ("Notes") of $330,600, acquired from IMT on April 21, 2016. Prior to the acquisition of IMT, amendments were executed to the Notes to accrue interest at a rate of prime, as reported by the Wall Street Journal, of 3.50% at the date of amendment and to defer the demand feature until the earlier of December 31, 2017 or the date when the Company raises new capital in excess of $15 million in cash. Loan amounts represented by one such Note are owed to a former director of the Company for $152,795 at September 30, 2017 (March 31, 2017 - $150,689).

Balance, March 31, 2017	330,600
Accrued interest	4,709
Balance, September 30, 2017	**$ 335,309**

Interest expense incurred on the Notes totaled $2,341 and $4,709 for the three months and six months periods ended September 30, 2017 (September 30, 2016 - $1,138 and $4,463), which are included in accrued liabilities.

Promissory Notes payable

In February 2014, the Company borrowed $200,000 from an existing investor under the terms of the secured promissory note ("Promissory Note"). The Promissory Note bears interest at a simple interest rate equal to 10% per annum and interest is payable quarterly. The Promissory Note, which was originally scheduled to mature in March 2016 and was extended numerous times with a current maturity date of December 31, 2017; assuming $100,000 was repaid with interest on October 31, 2017, which was completed.

The remaining funds may be prepaid at any time, and is secured by substantially all the assets of one of the Company's subsidiaries. Interest expense incurred on the Promissory Note totaled $5,152 and $9,898 for the three months and six months ended September 30, 2017 (September 30, 2016 - $5,042 and $8,932). The Company repaid $12,319 of principal amount and $41,973 of interest to the lender on July 5, 2017.

Balance, March 31, 2017	236,548
Accrued interest	9,898
Repayment of principal	(12,319)
Repayment of interest	(41,973)
Balance, September 30, 2017	**$ 192,154**

Convertible Loans Payable

(a) In December 2016, several shareholders of the Company agreed to advance the Company $1,500,000 of convertible notes in three tranches: $500,000 upon origination of the convertible loans and $500,000 on each of January 15, 2017 and February 15, 2017. A further $500,000 was advanced in March 2017 to bring the total of these convertible loans to approximately $2,000,000. The convertible loans bore interest at 6% until the original due date of March 31, 2017 and $17,488 was accrued and expensed as interest on these loans for the year ended March 31, 2017.

The convertible loans contain the following terms: convertible at the option of the holder at the price of the equity financing or payable on demand upon the completion of an equity financing greater than $5,000,000; automatically convertible at the price of the equity financing upon completion of an equity financing between $3,500,000 and $5,000,000; if no such equity financing is completed by November 15, 2017, then the loans shall become secured by a general security agreement over all assets of the Company; and, upon a change in control would either be payable on demand or convertible at the lesser of a price per share equal to that received by the parties in the change in control transaction or the market price of the shares. These conversion features were analyzed and determined to be contingent conversion features, accordingly, until the triggering event no beneficial conversion feature is recognized.

On August 14, 2017, the Company entered into an amendment to these convertible loans, whereby the interest was changed to a fixed rate of 12% per year from April 1, 2017 to August 14, 2017, and 3% per month from August 14, 2017 to maturity, which was extended to the earlier of March 31, 2018 or consummation of a qualified financing. The conversion feature was modified to contain the following terms: upon the consummation of an equity or equity-linked round of with an aggregate gross proceeds of $7,000,000, without any action on part of the Holder, the outstanding principal, accrued and unpaid interest and premium amount equal to twenty-five percent (25%) of the principal amount less the accrued and unpaid interest, will be converted into shares of new round stock based upon the lesser of (a) the lowest issuance (or conversion) price of new round stock in case there is more than one tranche of new round stock or (b) twenty-five cents ($0.25).

Further, the Company issued warrants to these debt holders amounting to 20% of the aggregate principal of the convertible loans divided by the exercise price, which would be determined as the lowest of a new round stock in a qualified financing, the average volume weighted average price for the sixty trading days prior to January 31, 2018 or $0.25. The warrants have a term of five years.

8. NOTES PAYABLE (Continued)

An additional $1,098,715 was received from these shareholders during the six months ended September 30, 2017 for a total of $3,098,690. For the three months and six months ended September 30, 2017, an additional $60,493 and $206,245 of interest was accrued and expensed on these convertible loans.

The Company has recognized a discount against the convertible loans for the relative fair value of the warrants and is accreting the discount using the effective interest rate method. The assumptions used in valuing the warrants using the binomial valuation model were as follows: exercise price of $0.25, volatility of 114%, risk-free interest rate of 1.91% and a term of five years.

The Company evaluated the fair value of the warrants attached to the convertible notes as $380,037 and recorded $74,073 warrant accretion expense in the six months period ended September 30, 2017.

Balance, March 31, 2017	2,017,488
Additional principal investment	1,098,715
Fair value of warrants	(380,037)
Accretion expense	74,073
Accrued Interest	206,245
Balance, September 30, 2017	**$ 3,016,484**

(b) In May 2017, the Company's Chinese joint venture partners loaned the Company $500,000 with an interest rate of 8% convertible into the Company's common shares upon a capital raise ("Qualified Financing") where gross proceeds exceed $3,000,000 at the lesser of $0.50 and the quotient of the outstanding balance on conversion date by the price of the Qualified Financing. Additionally, the holders are entitled to warrants equaling 25% of the number of conversion shares to be issued at conversion. During the three and six months ended September 30, 2017, $3,527 and $13,611 of interest was accrued and expensed on these convertible loans.

Balance, March 31, 2017	-
Additional principal investment	500,000
Accrued Interest	13,611
Balance, September 30, 2017	**$ 513,611**

9. RELATED PARTY TRANSACTIONS AND BALANCES

a) Due from related parties

As of September 30, 2017, there was an outstanding loan to the Chief Technology Officer and director of the Company for $19,429 (March 31, 2017 - $18,731). The loan has an interest rate of 1% based on the Canada Revenue Agency's prescribed rate for such advances and is denominated in Canadian dollars. During the period ended September 30, 2017, the Company accrued interest receivable in the amount of ($707) (March 31, 2017 - $707) the remaining fluctuation in the balance from the prior year is due to changes in foreign exchange.

b) Accounts payable and accrued liabilities

As at September 30, 2017, $34,957 (March 31, 2017 - $Nil) was owing to the CEO of the Company; $54,347 (March 31, 2017 - $Nil to the former CTO) was owing to the Chief Technology Officer; $15,405 (March 31, 2016 – $Nil) was owing to the Chief Financial Officer, $103,278 (March 31, 2016 – $97,500) was owing to the Chief Commercialization Officer, and $675,058 (March 31, 2016 – $4,135) was owing to the former CEO and current Chairman of the Board, all related to business, compensation and severance expenses, all of which are included in accounts payable or accrued liabilities.

In connection with the acquisition of IMT, the Company acquired a license agreement dated June 8, 2009, pursuant to which the Company pays the licensors an aggregate royalty of 1% of sales based on patent #8,613,6391. No sales were made as the technology under this patent has not been commercialized. One of the licensors is a founder of IMT and a former officer and director of the Company.

As at September 30, 2017, $120,000 (June 30, 2016 - $120,000) in principal amount is payable to a former officer and director, which with accrued interest are due and payable the earlier of December 31, 2017 and the date the Company raises new capital exceeding $15 million cash (Note 8). In addition, the Company paid an aggregate of approximately $33,000 in principal and interest on demand loans in favor of the director's spouse at or about the effective date of the acquisition of IMT.

As at the effective date of the merger pursuant to the Merger Agreement, a former officer and director received an aggregate of 5,190,376 shares of the Company in return for his ownership of IMT securities, in addition to his IMT options which were as of the effective date of the merger exercisable for an aggregate of 360,231 shares of common stock of the Company.

(Amounts expressed in U.S. Dollars)

10. SHARE CAPITAL

	September 30, 2017		March 31, 2017	
	Number of shares	$	Number of shares	$
Exchangeable Shares:				
Balance beginning of period/year	47,909,336	47,910	50,000,000	50,000
Converted into common shares	-	-	(2,090,664)	(2,090)
Balance at the end of period/year	47,909,336	47,910	47,909,336	47,910
Common Shares				
Balance at beginning of the period	48,885,107	48,884	22,591,292	22,591
Shares issued on acquisition (Note 3)	-	-	23,650,000	23,650
Shares issued to exchangeable shares	-	-	2,090,664	2,090
Shares issued for services	-	-	217,047	217
Options exercised	-	-	110,096	110
Warrants exercise (a)	5,000,172	5,000	174,759	175
Cashless exercise of warrants	-	-	51,249	51
Balance at end of the period	53,885,279	53,884	48,885,107	48,884
TOTAL COMMON SHARES	101,794,615	101,794	96,794,443	96,794

(a) During the six months period ended September 30, 2017, the Company consummated an offer to amend and exercise to its warrant holders, enabling them to exercise their outstanding warrants for $0.25 per share, and as a result, 5,000,172 common shares were issued for net proceeds of $1,125,038 (Note 12).

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

(c) The Company has a commitment to issue 250,000 common shares to a consultant during the six months ended September 30, 2017 and recognized $60,000 in compensation expense. The Company issued 70,000 common shares during the six months period ended September 30, 2016 for consulting services and recognized $59,500 of share compensation expense.

Special Voting Preferred Share

In connection with the Merger (Note 1), on February 26, 2015, the Company entered into a voting and exchange trust agreement (the “Trust Agreement”). Pursuant to the Trust Agreement, the Company issued one share of the Special Voting Preferred Stock, par value $0.001 per share, of the Company (the Special Voting Preferred Share”) to the Trustee, and the parties created a trust for the Trustee to hold the Special Voting Preferred Share for the benefit of the holders of the Exchangeable Shares (the “Beneficiaries”). Pursuant to the Trust Agreement, the Beneficiaries have voting rights in the Company equivalent to what they would have had, had they received shares of common stock in the same amount as the Exchangeable Shares held by the Beneficiaries.

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

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

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

11. STOCK OPTIONS

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

Options or other securities may be granted in respect of authorized and unissued shares, provided that the aggregate number of shares reserved for issuance upon the exercise of all options or other securities granted under the Plan shall not exceed 15% of the shares of common stock and Exchangeable Shares issued and outstanding (determined as of January 1 of each year). Optioned shares in respect of which options are not exercised shall be available for subsequent options.

On April 11, 2014 and June 20, 2014, the Company issued 657,430 and 264,230 options to employees and a consultant at an exercise price of $0.165 and $0.23, respectively, with a term of seven years. The options vest one-third on grant date and two thirds equally over the subsequent two years on the anniversary date. During the nine-month period ended December 31, 2014, 125,824 of the 657,430 options were cancelled. On February 26, 2015, as a result of the Merger, the options were re-valued. The fair value, as re-measured, of the 531,606 options issued in April 2014 and the 264,230 options issued in June 2014, was $230,930 and $118,957 respectively. An additional 62,912 options were cancelled during the year ended March 31, 2017. Share compensation has been fully expensed on these options.

On July 1, 2014, the Company issued 2,972,592 options to management of the Company, at an exercise price of $0.23 with a term of 7 years, which vested May 27, 2015. On February 26, 2015, as result of the Merger, the options were re-valued at a fair value of $1,259,487,which vested immediately and were previously expensed as share compensation expense in 2015. On October 8, 2016, 990,864 of these options were cancelled.

On February 17, 2015, the Company granted 314,560 options to a director, employees and a consultant with an exercise price of $0.23, that vested one third immediately and two thirds over the next two anniversary dates with an expiry date of seven years. The grant date fair value of the options was $136,613. Previously 110,100 options were cancelled and share compensation has been fully expensed on these options.

On November 24, 2015, the Company granted 650,000 options granted to employees that vest over three years at the anniversary date. The grant date fair value of the options was $694,384. During the year ended March 31, 2016, 250,000 options were cancelled and in the three and six months ended September 30, 2017 35,609 and $71,219 in share compensation expense was recognized.

On December 14, 2015, the Company granted 2,495,000 options to employees, directors and consultants that vest over three years at the anniversary date. The grant date fair value of the options was $1,260,437. During the years ended March 31, 2016 and 2017, 25,000 options and 40,000 options, respectively, were cancelled, and in the first three months, 83,334 options were cancelled and $100,289 of share compensation expense was recognized; on September 1, 2017, 666,667 options that were to vest equally December 14, 2017 and 2018 immediately vested. In the three and six months ended September 30, 2017 $298,573 and $396,523 compensation was recognized.

On April 21, 2016, the Company granted 3,000,000 stock options to employees of Bionik, Inc., the Company's wholly-owned subsidiary (formerly IMT) in exchange for 3,895,000 options that existed before the Company purchased IMT of which 1,000,000 have an exercise price of $0.25, 1,000,000 have an exercise price of $0.95 and 1,000,000 have an exercise price of $1.05. The grant date fair value of vested options was $2,582,890 and has been recorded as part of the acquisition equation (Note 3). For options that have not yet vested, share compensation expense in the first three months and the six months ended September 30, 2017 was $10,169 and $20,338 was recognized.

On April 26, 2016, the Company granted 250,000 options to an employee with an exercise price of $1.00 that vests over three years at the anniversary date. The grant date fair value was $213,750. During the three and six months ended September 30, 2017, $17,813 and $35,625 was recognized as share compensation expense.

On August 8, 2016, the Company granted 750,000 options to an employee with an exercise price of $1.00 that vests over three years at the anniversary date. The grant date fair value was $652,068. During the three months and six months ended September 30, 2017 $54,339 and $108,678 of share compensation expense was recognized.

On February 6, 2017, the Company granted 400,000 options to an employee with an exercise price of $0.70 that vests over three years at the anniversary date. The grant date fair value was $245,200. Share compensation expense was recognized for the three and six months ended September 30, 2017 of $20,433 and $40,867 was recognized.

On February 13, 2017, the Company granted 250,000 options to a consultant with an exercise price of $0.68 that vests over one and one-half years, every six months. The grant date fair value was $148,750. During the three months and six months ended September 30, 2017, $12,396 and $24,792 of share compensation expense was recognized.

(Amounts expressed in U.S. Dollars)

11. STOCK OPTIONS (Continued)

On August 3, 2017, 1,500,000 options at $0.21 to an executive officer, which vest equally over three future years. In addition, this executive officer was also granted up to 500,000 additional performance options based on meeting sales targets for the years ending March 31, 2018 and 2019. The performance options will vest at market price if the performance objectives are met. This grant had a grant date fair value of $387,209 and a share compensation expense of $15,093 was recognized for the three months ended September 30, 2017. These options were valued using the Black-Scholes model and the following inputs: expected life of 7 years, expected volatility 114% and a risk-free rate of 1.73%.

On September 1, 2017, the Company granted 12,215,354 options at $0.161 equally to an executive officer and a consultant. 2,040,892 options have vested and 50% of the remaining options vest on performance being met and 50% vest annually over 5 years. The grant date fair value was $1,832,304 and $305,384 is the current expenses for the three months ended September 30, 2017. These options were valued using the Black-Scholes model and the following inputs: expected life of 10 years, expected volatility 114% and a risk-free rate of 1.73%.

During the three and six month ended September 30, 2017, the Company recorded $762,208 and $1,013,256 in share-based compensation related to the vesting of stock options (September 30, 2016 - $204,842 and $424,090).

The following is a summary of stock options outstanding and exercisable as of September 30, 2017:

Exercise Price ($)	Number of Options	Expiry Date	Exercisable Options
0.165	264,230	April 1, 2021	264,230
0.23	97,514	June 20, 2021	97,514
0.23	1,981,728	July 1, 2021	1,981,728
0.23	204,471	February 17, 2022	204,471
1.22	400,000	November 24, 2022	133,333
1.00	1,650,000	December 14, 2022	1,476,661
0.95	111,937	March 28, 2023	111,937
1.05	433,027	March 28, 2023	433,027
1.00	250,000	April 26, 2023	83,333
1.00	750,000	August 8, 2023	250,000
0.70	400,000	February 6, 2024	-
0.68	250,000	February 13, 2024	83,333
0.95	31,620	March 3, 2024	31,620
1.05	122,324	March 3, 2024	122,324
0.95	15,810	March 14, 2024	15,810
1.05	61,162	March 14, 2024	61,162
0.95	82,213	September 30, 2024	82,213
1.05	318,042	September 30, 2024	318,042
0.95	7,431	June 2, 2025	7,431
1.05	28,747	June 2, 2025	28,747
0.25	906,077	July 28, 2025	906,077
0.95	671,859	July 29, 2025	671,859
0.25	66,298	December 30, 2025	53,909
0.95	49,160	December 30, 2025	27,261
0.21	2,000,000	August 3, 2024	-
0.161	12,215,354	September 1, 2027	2,035,892
	23,369,004		9,481,915

The weighted-average remaining contractual term of the outstanding options was 8.07 (March 31, 2017 – 5.12) and for the options that are exercisable the weighted average was 6.55 (March 31, 2017 – 6.02)

(Amounts expressed in U.S. Dollars)

12. WARRANTS

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

	Number of Warrants	Weighted-Average Exercise Price ($)
Outstanding and exercisable, March 31, 2015	10,823,450	1.35
Issued	7,225,625	1.35
Exercised	(148,787)	(0.80)
Outstanding and exercisable, March 31, 2016	17,900,288	1.35
Exercised	(262,045)	(0.80)
Outstanding and exercisable, March 31, 2017	17,638,243	1.35
Exercised	(5,000,172)	0.25
Dilution warrants issued to $0.80 warrant holders	83,752	0.749
Dilution warrants issued to $1.40 warrant holders	941,191	1.2933
Outstanding at September 30, 2017	13,663,014	1.241

During the six months period ended September 30, 2017, the Company consummated an offer to amend and exercise its outstanding warrants, enabling the holders of the warrants to exercise such warrants for $0.25 per share. The Company received net proceeds of $1,129,193. In addition due to an anti-dilution clause in the warrant agreement and additional 83,752 warrants were issued to the $0.80 warrant holders and 941,191 warrants were issued to the $1.40 warrant holders. Furthermore, as a result of the anti-dilution clause, the exercise price of the warrants changed from $0.80 to $0.7490 and from $1.40 to $1.2933 as a result of this transaction. The Company measured the effects of the triggered anti-dilution clause using the binomial tree model and recorded a loss of $41,025 against retained earnings.

The Company issued 400,014 warrants exercisable at $0.25 for four years expiring June 27, 2020 to the firm who facilitated the warrant offer.

During the year ended March 31, 2017 a warrant holder exercised 262,045 warrants on a cashless basis based on the terms of the warrant agreement and received 51,249 shares of common stock.

During the year ended March 31, 2016, a warrant holder exercised 148,787 warrants on a cashless basis based on the terms of the warrant agreement and was issued 45,508 shares of common stock.

Common share purchase warrants

The following is a summary of common share purchase warrants outstanding after the warrant offer, the additional warrant issue and the re-pricing of the warrants as of September 30, 2017:

Exercise Price ($)	Number of Warrants	Expiry Date
1.2933	5,873,289	February 26, 2019
1.2933	1,229,040	March 27, 2019
1.2933	328,166	March 31, 2019
1.2933	2,544,240	April 21, 2019
1.2933	1,201,164	May 27, 2019
1.2933	1,173,370	June 30, 2019
0.7490	1,313,745	February 26, 2019
	13,663,014	

The weighted-average remaining contractual term of the outstanding warrants was 1.52 (March 31, 2017 – 1.77).

The exercise price and number of underlying shares with respect to the original $0.80 and the $1.40 warrants may be further adjusted pursuant to the anti-dilution provisions therein, as a result of the issuance of the convertible promissory notes and warrants. The anti-dilution provisions in these warrants is not triggered until the convertible promissory notes are converted, or the warrants are exercised, and the underlying shares can be determined in accordance with the terms thereunder.

13. COMMITMENTS AND CONTINGENCIES

Contingencies

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

Commitments

On February 25, 2015, 262,904 common shares were issued to two former lenders connected with a $241,185 loan received and repaid during fiscal 2013. The common shares were valued at $210,323 based on the value of the concurrent private placement, and recorded in stock-based compensation on the consolidated statement of operations and comprehensive loss. As part of the consideration for the initial loan the former Chief Technology Officer and the new Chief Technology Officer had transferred 314,560 common shares to the lenders. For contributing the common shares to the lenders, the Company intends to reimburse the former Chief Technology Officer and the new Chief Technology Officer 320,000 common shares, each. As at September 30, 2017 and March 31, 2017, these shares have not yet been issued.

14. RISK MANAGEMENT

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

Interest Rate Risk

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

Liquidity Risk

Liquidity risk is the risk that the Company will incur difficulties meeting its financial obligations, as they are due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due. Accounts payable and accrued liabilities are due within the current operating period. The Company has funded its operations through the issuance of capital stock, convertible debt and loans in addition to grants and investment tax credits received from the Government of Canada.

15. SUBSEQUENT EVENTS

(a) Subsequent to September 30, 2017, the Company received an additional $1,099,984 from the lenders described in note 8(a) under the same terms and conditions.
(b) Subsequent to September 30, 2017, an Exchangeable shareholder exchanged 2,000,000 exchangeable shares into Common Stock.
(c) Subsequent to September 30, 2017, the Company's shareholders approved an increase in the number of authorized shares of common stock from 150,000,000 to 250,000,000.

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

Forward-looking Statements

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

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

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

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

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

This discussion and analysis should be read in conjunction with the accompanying condensed consolidated interim financial statements and related notes and the Company's Annual Report on Form 10-K, for the year ended March 31, 2017 as filed with the Securities and Exchange Commission.

The discussion and analysis of the financial condition and results of operations are based upon the financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP"). The preparation of financial statements in conformity with U.S. GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of any contingent liabilities at the financial statement date and reported amounts of revenue and expenses during the reporting period. On an on-going basis we review our estimates and assumptions. The estimates were based on historical experience and other assumptions that we believe to be reasonable under the circumstances. Actual results are likely to differ from those estimates under different assumptions or conditions, but we do not believe such differences will materially affect our financial position or results of operations. Bionik, Inc.'s (IMT) operations are included since its acquisition on April 21, 2016 to September 30, 2017.

Nature of Company

Bionik Laboratories Corp. is a robotics company focused on providing rehabilitation and mobility solutions to individuals with neurological and mobility challenges from hospital to home. The Company has a portfolio of products focused on upper and lower extremity rehabilitation for stroke and other mobility impair individuals, including three products in the market and four products in varying stages of development. The InMotion Systems - the InMotion ARM, In Motion Wrist, InMotion Hand – are designed to provide intelligent, adaptive therapy in a manner that has been clinically verified to maximize neuro-recovery. Bionik also has a lower-body exoskeleton under development - the ARKE - designed to allow paraplegics as well as other wheelchair users the ability to rehabilitate through walking. Bionik is developing with a partner, a lower body product based on some of the ARKE technology which should allow certain individuals with limited mobility to walk better. This product is expected to be launched in the consumer home market.

The Company acquired its in-market FDA listed products on April 21, 2016, when it acquired all of the outstanding shares and, accordingly, all assets and liabilities of IMT, a Boston, Massachusetts-based global pioneer and leader in providing effective robotic products for neurorehabilitation, pursuant to an Agreement and Plan of Merger, dated March 1, 2016, with IMT, Hermano Igo Krebs, and Bionik Mergerco Inc., a Massachusetts corporation and the Company's wholly owned subsidiary. The merger agreement provided for the merger of Bionik Mergerco with and into IMT, with IMT surviving the merger as its wholly-owned subsidiary. As consideration, IMT shareholders received an aggregate of 23,650,000 shares of the Company's common stock.

Through the acquisition of IMT, Bionik has added the portfolio focused on upper and lower extremity rehabilitation of stroke patients. Our product and development pipeline now includes three FDA listed upper extremity clinical rehabilitation products; a lower-body product InMotion AnkleBot is being developed for clinical trials, as well as other potential new development product candidates. In addition, our development team has begun improvements to our current products that are on the market to be more competitive. We plan to develop other biomechatronic solutions, including consumer-level medical assistive and rehabilitative products, through internal research and development and we may in the future further augment our product portfolio through technology acquisition opportunities.

The InMotion ARM, InMotion ARM/HAND, and InMotion Wrist have been characterized as Class II medical devices by the U.S. Food and Drug Administration ("FDA") and are listed with the FDA to market and sell in the United States. The products have also been sold in over 20 other countries. In addition to these in-market products, the InMotion AnkleBot is a development candidate, and we are also developing the InMotion Home, which is an upper extremity product that allows the patient to extend their therapy for as long as needed while rehabilitating at home. This is being developed on the same design platform as the InMotion clinical products. All of the above products are designed to provide intelligent, patient-adaptive therapy in a manner that has been clinically verified to maximize neuro-recovery.

Two hundred and fifty of our clinical robotics products for stroke have been sold in over 20 countries, including the United States. We have a growing body of clinical data for our products. In addition, our Massachusetts-based manufacturing facility is compliant with ISO-13485 and FDA regulations.

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

The Acquisition Transaction

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

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

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

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

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

- Voting and Exchange Trust Agreement (the "Trust Agreement") with Bionik Canada and Computershare Trust Company of Canada (the "Trustee"); and

- Support Agreement (the "Support Agreement") with Acquireco and Bionik Canada.

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

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

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

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

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

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

Between the closing of the Acquisition Transaction and June 30, 2015, we sold in a series of closing an aggregate of 16,408,250 units (the "Units") for gross proceeds of $13,126,600 in a private placement offering (the "Offering"). Each Unit consisted of one share of common stock, par value $0.001 per share (the "Common Stock") and a four year warrant (the "Warrant") to purchase one share of Common Stock at an initial exercise price of $1.40 per share.

In addition, the placement agent in the Offering and its sub-agents were issued 10% warrant coverage for all Units sold in the Offering, exercisable at $0.80 per share for a period of 4 years.

Significant Accounting Policies and Estimates

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

From the inception of Bionik Canada on March 24, 2011 through to September 30, 2017, we have generated a deficit of $26,973,321.

We expect to incur additional operating losses during this quarter and through March 31, 2018 and beyond, principally as a result of our continuing research and development, building the sales and marketing team, long sales cycles and general and administrative costs predominantly associated with being a public company.

Our results of operations are presented for the three and six months ended September 30, 2017 with comparatives for the three and six months ended September 30, 2016.

Sales

The Company recorded revenue of $221,847 and $309,367 for the three and six months ended September 30, 2017 compared to $18,283 and $182,474 for the three and six months ended September 30, 2016. The increase in the revenues results from our growing sales team starting to deliver on a significant pipeline of opportunities, which we hope will continue in the future.

Cost of sales

The Company recorded cost of sales of $59,825 and $89,125 for the three and six months ended September 30, 2017, compared to $12,019 and $70,894 for the three and six months ended September 30, 2016.

Operating Expenses

Total operating expenses for the three and six months ended September 30, 2017 was $3,593,308 and $5,720,895 compared to $1,807,323 and $3,840,336 for the three and six months ended September 30, 2016, as further detailed below.

Sales and marketing expenses for the three and six months ended September 30, 2017 was $435,294 and $880,817 compared to the three and six months ended September 30, 2016 of $187,265 and $269,463. The sales and marketing team was expanded starting in August 2016, and January through February 2017 with the addition of five sales and marketing employees, including a Chief Commercialization Officer, marketing and sales support to prepare for the launch of the new InMotion V2 product. Prior years expenses included two sales employees and their expenses since the acquisition of IMT on April 21, 2016.

Research and development expenses for the three and six months ended September 30, 2017 were $715,400 and $1,401,309 compared to the three and six months ended September 30, 2016 of $813,773 and $1,231,563. The increase for the six months ended September 30, 2017 compared to September 30, 2016, primarily relates to additional development and prototyping costs for our new product development projects.

For the three and six months ended September 30, 2017, we incurred general and administrative expenses of $1,505,528 and $2,133,134, compared to general and administrative expenses of $577,853 and $1,881,467 for the three and six months ended September 30, 2016. The increase in these expenses is primarily due to public company related expenses, the addition of a new employee and a consultant, as well as the amounts owing to the former CEO of the Company. The expenses for the three and six months period ended September 30, 2016 include the expenses related to the IMT acquisition in 2016. In addition, the previous year's costs included cost of our former Chief Operating Officer; this position was reallocated to research and development in the current fiscal year.

For the three and six months ended September 30, 2017, the Company recorded $762,208 and $1,013,256 in share-based compensation expense compared to $204,842 and $424,090 for the three and six months ended September 30, 2016, due to the increase in options issued in 2017 over 2016.

For the three and six months ended September 30, 2017, the Company recorded $74,073 as warrant accretion expense compared to $Nil for the three and six months ended September 30, 2016 due to the amortization of the fair value of warrants related to the convertible notes.

Other Expenses

For the three and six months ended September 30, 2017, we incurred interest expenses of $167,594 and $240,360 compared to interest expenses (income) of $(5,203) and $10,031 for the three and six months ended September 30, 2016. The increase in interest expense relates to the Company having more interest bearing debt during the three and six month period ended September 30, 2017 when compared to September 30, 2016.

Some of the Company's outstanding warrants include price protection provisions that allow for a reduction in the exercise price of the warrants in the event the Company subsequently issues common stock or options, rights, warrants or securities convertible or exchangeable for shares of common stock at a price lower than the exercise price of the outstanding warrants, subject to certain important exceptions. Simultaneously, due to an anti-dilution clause, the number of shares of common stock that may be purchased upon exercise of each of these outstanding warrants shall be increased based on a pre-defined formula

The adaptation of the FASB issued, ASU No. 2017-11, *Earnings Per Share (Topic 260) Distinguishing Liabilities From Equity (Topic 480) Derivatives and Hedging (Topic 815): I. Accounting for Certain Financial Instruments With Down Round Features II. Replacement of the Indefinite Deferral for Mandatorily Redeemable Financial Instruments of Certain Nonpublic Entities and Certain Mandatorily Redeemable Noncontrolling Interests With a Scope Exception*, allows a financial instrument with a down-round feature to no longer automatically be classified as a liability solely based on the existence of the down-round provision. The update means the instrument does not have to be accounted for as a derivative and be subject to an updated fair value measurement each reporting period.

The Company has adopted ASU No.2017-11 in the quarter ended September 30, 2017.

Other Income

For the three and six months ended September 30, 2017, the company had other income of $886 and $708 compared to other income of $395,296 and $406,514 for the three and six months ended September 30,2016. Prior year amounts are related to refundable scientific tax credits that the company is no longer eligible for.

Comprehensive Loss

Comprehensive loss for the three and six months ended September 30, 2017 amounted to $(3,615,361) and $(5,855,877) resulting in a loss per share of $(0.04) and $(0.06), compared to a loss of ($1,400,560) and ($3,332,273) for the three and six months ended September 30, 2016, resulting in a loss per share of $(0.02) and loss per share of $(0.04).

Liquidity and Capital Resources

We have funded operations through the issuance of capital stock, loans, grants and investment tax credits received from the Government of Canada. The Company raised in its 2015 private offering net proceeds of $11,341,397. Since 2015, the Company also obtained funds through additional government tax credits, incurring new convertible indebtedness totaling $3,598,715 and raising $1,125,038 in June 2017 from its warrant solicitation. At September 30, 2017, the Company had cash and cash equivalents of $136,080.

Based on our current burn rate, we need to raise additional capital in the short term to fund operations and meet expected future liquidity requirements, or we will be required to curtail or terminate some or all of our product lines or our operations. We are currently in discussions to raise additional convertible loans and equity which, if successful, will enable us to continue operations based on our current burn rate, to December, 2017; however, we cannot give any assurance at this time that we will successfully raise such capital or any other capital. The Company expects a combination of the foregoing and other financings, to meet the Company's anticipated cash requirements for the next 12 months; however, these conditions raise substantial doubt about the Company's ability to continue as a going concern. The accompanying condensed consolidated interim financial statements do not include any adjustments to reflect the possible future effects on recoverability and reclassification of assets or the amounts and classification of liabilities that may result from the outcome of this uncertainty.

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

Net Cash Used in Operating Activities

During the six months ended September 30, 2017, we used cash in operating activities of $(3,059,849) compared to $(3,964,234) for the six months ended September 30, 2016. The decreased use of cash is mainly attributable to lower inventory levels and increased accounts payable liability in the six months ended September 30, 2017 over the six months ended September 30, 2016.

Net Cash Used in Investing Activities

During the six months ended September 30, 2017, net cash used in investing activities was $(17,182) (September 30, 2016 - ($6,848)) related to equipment purchases.

Net Cash Provided by Financing Activities

Net cash provided by financing activities was $2,669,461 for the six months ended September 30, 2017 compared to net cash provided by financing activities of $266,635 for the six months ended September 30, 2016. The increase in the six months ended September 30, 2017 is due to receipt of an additional $1,598,715 as convertible loans and $1,125,038 received from the company's offer to amend and exercise its outstanding warrants which closed in June 2017, which resulted in 5,001,172 common shares being issued. The Company also paid back $12,319 of principal and $41,973 of interest to a promissory note holder.

Recently Issued Accounting Pronouncements

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

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

In January 2016, the FASB issued ASU No. 2016-01 Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities. The updates makes several modifications to Subtopic 825-10, including the elimination of the available-for-sale classification of equity investments, and it requires equity investments with readily determinable fair values to be measured at fair value with changes in fair value recognized in operations. The update is effective for fiscal years beginning after December 2017. The Company is still assessing the impact that the adoption of AS 2016-01 will have on the condensed consolidated interim financial position and the consolidated results of operations.

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

In March 2016, the FASB issued ASU 2016-09, “Compensation - Stock Compensation: Improvements to Employee Share-Based Payment Accounting”. Several aspects of the accounting for share-based payment award transaction are simplified, including (a) income tax consequences; (b) classification of awards as either equity or liabilities; and (c) classification on the statement of cash flows. The Company has adopted this policy during the period and there was no impact on the condensed consolidated interim financial statements.

In August 2016, the FASB issued ASU 2016-15, “Statement of Cash Flows: Classification of Certain Cash Receipts and Cash Payments”. This ASU provides eight targeted changes to how cash receipts and cash payments are presented and classified in the statement of cash flows. ASU 2016-15 is effective for the fiscal year commencing after December 15, 2017. The Company is still assessing the impact that the adoption of ASU 2016-15 will have on the consolidated statement of cash flows.

In January 2017, the FASB issued ASU 2017-01, “Business Combinations: Clarifying the definition of a Business” which amends the current definition of a business. Under ASU 2017-01, to be considered a business, an acquisition would have to include an input and a substantive process that together significantly contributes to the ability to create outputs. ASU 2017-01 further states that when substantially all of the fair value of gross assets acquitted is concentrated in a single asset (or a group of similar assets), the assets acquired would not represent a business. The new guidance also narrows the definition of the term “outputs” to be consistent with how it described in Topic 606, Revenue from Contracts with Customers. The changes to the definition of a business will likely result in more acquisitions being accounted for as asset acquisitions. ASU 2017-01 is effective for acquisitions commencing on or after June 30, 2019, with early adoption permitted. Adoption of this guidance will be applied prospectively on or after the effective date.

In January 2017, the FASB issued ASU 2017-04, “Intangibles – Goodwill and Other” ASU 2017-04 simplifies the accounting for goodwill impairment by eliminating Step 2 of the current goodwill impairment test, which required a hypothetical purchase price allocation. Goodwill impairment will now be the amount by which the reporting unit’s carrying value exceeds its fair value, limited to the carrying value of the goodwill. ASU 2017-04 is effective for financial statements issued for fiscal years, and interim periods beginning after December 15, 2019.

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

Off Balance Sheet Arrangements

We have no off-balance sheet transactions.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not applicable for smaller reporting companies.

Item 4. Controls and Procedures

During the three months ended June 30, 2017, there were no changes in our internal controls over financial reporting (as defined in Rule 13a- 15(f) and 15d-15(f) under the Exchange Act) that have materially affected, or are reasonably likely to materially affect, our internal control over financial\ reporting.

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

As of the end of the period covered by this Quarterly Report, we carried out an evaluation, under the supervision and with the participation of our chief executive officer and chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rules 13a-15(b) and 15d-15(b). Based upon this evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures as of the end of the period covered by this Quarterly Report were ineffective due to a lack of segregation of duties and as a result of a transition of duties with new management starting as of September 1, 2017.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

None

Item 1A. Risk Factors

Not applicable for smaller reporting companies

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

All unregistered issuances of equity securities during the period covered by this quarterly report have been previously disclosed on our Current Reports on Form 8-K.

Item 3. Defaults Upon Senior Securities.

None

Item 4. Mine Safety Disclosures

Not applicable

Item 5. Other Information

None

Item 6. Exhibits

Exhibit 4.1 - Form of Allonge #2 to Common Stock Purchase Warrant
Exhibit 31.1 - Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
Exhibit 31.2 - Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
Exhibit 32.1 - Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
Exhibit 32.2 - Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
Exhibit 101.INS - XBRL Instance Document
Exhibit 101.SCH - XBRL Taxonomy Extension Schema Document
Exhibit 101.CAL - XBRL Taxonomy Extension Calculation Linkbase Document
Exhibit 101.DEF - XBRL Taxonomy Extension Definition Linkbase Document
Exhibit 101.LAB - XBRL Taxonomy Extension Label Linkbase Document
Exhibit 101.PRE - XBRL Taxonomy Extension Presentation Linkbase Document

SIGNATURES

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

Dated: November 13, 2017

BIONIK LABORATORIES CORP.

By: /s/ Eric Dusseux
Name: Eric Dusseux
Chief Executive Officer (Principal Executive Officer)

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

Exhibit 4.1

ALLONGE #2 TO COMMON STOCK PURCHASE WARRANT

Allonge #2 (this "Allonge") to that certain Common Stock Purchase Warrant, as amended (the "Warrant"), attached hereto as Exhibit 1 from Bionik Laboratories Corp. (the "Company"), and issued to [_____], as Holder (the "Holder").

The Company and Holder agree that the Warrant shall be revised as follows:

1. The definition of "Exercise Price" in Section 2(b) shall be amended and replaced to read as follows:

   "Exercise Price. The exercise price per share of the Common Stock under this Warrant shall be based on the lesser of (A) the lowest issuance (or conversion) price of New Round Stock in case there is more than one tranche of New Round Stock in a Qualified Financing or (B) the average VWAP for the sixty (60) Trading Days immediately prior to January 30, 2018, or (C) twenty-five cents ($0.25) , in all cases subject to adjustment hereunder (the "Exercise Price").

Except as expressly reflected herein, the Warrant will remain in full force and effect. This Allonge is intended to be attached to and made a permanent part of the Warrant.

Dated as of the 28th day of September, 2017.

The Company: BIONIK LABORATORIES CORP.

By: ______________________
Name:
Title:

Holder: [_____]

By: ______________________
Name:
Title:

Exhibit 31.1

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

I, Eric Dusseux, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Bionik Laboratories Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report, our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: November 13, 2017

/s/ Eric Desseux
Eric Dusseux
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

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

I, Leslie Markow, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Bionik Laboratories Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report, our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: November 13, 2017

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

Exhibit 32.1

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

In connection with the Quarterly Report of Bionik Laboratories Corp. (the "Company") on Form 10-Q for the quarter ended September 30, 2017 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Eric Dusseux, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: November 13, 2017

/s/ Eric Dusseux
Eric Dusseux
Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

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

In connection with the Quarterly Report of Bionik Laboratories Corp. (the "Company") on Form 10-Q for the quarter ended September 30, 2017 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Leslie Markow, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: November 13, 2017

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