opSens

ANNUAL REPORT 2016

Opsens focuses on the measure of Fractional Flow Reserve ("FFR") in interventional cardiology. Opsens offers an advanced optical-based pressure guidewire (OptoWire) that aims at improving the clinical outcome of patients with coronary artery disease. Opsens is also involved in industrial activities.

FFR: CORNERSTONE FOR OPSENS' FUTURE GROWTH

- Product performance recognized by several Key Opinion Leaders
- FFR products approved in all target markets
  - Growing markets: United States, European Union, Japan, Canada
- Over 10,000 cases performed
- Ongoing improvement process in manufacturing
- Sales channels in over 20 countries

FY 2016

- Growing market share quarter over quarter.

FY 2017 AND BEYOND

- Significant gain in market share.

FFR MARKET

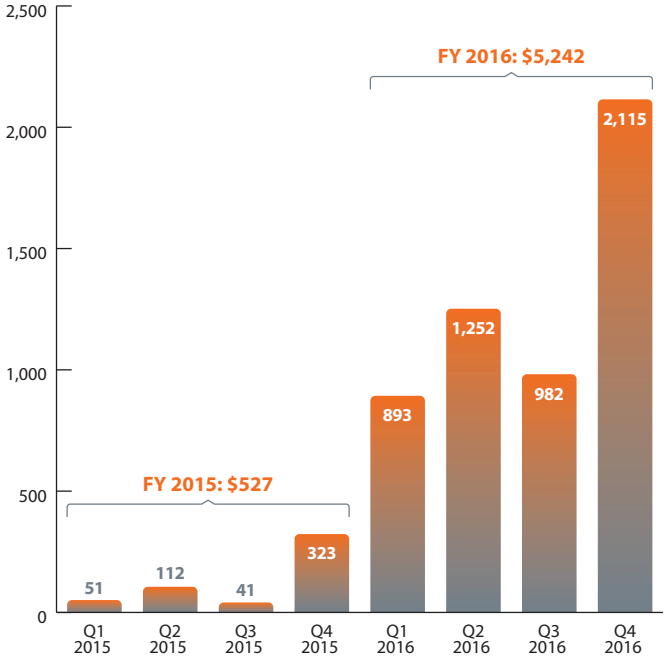
Since 2009, the FFR market has been driven by studies that demonstrate the benefits of basing diagnostic and treatment of coronary artery disease (CAD) on reliable FFR measurement. Cardiologists, cardiology medical societies, insurance companies and hospitals increasingly recognize the benefits of performing FFR, as it:

- Facilitates decision making before invasive procedures;
- Improves patient outcomes; and,
- Avoids unnecessary medical procedures.

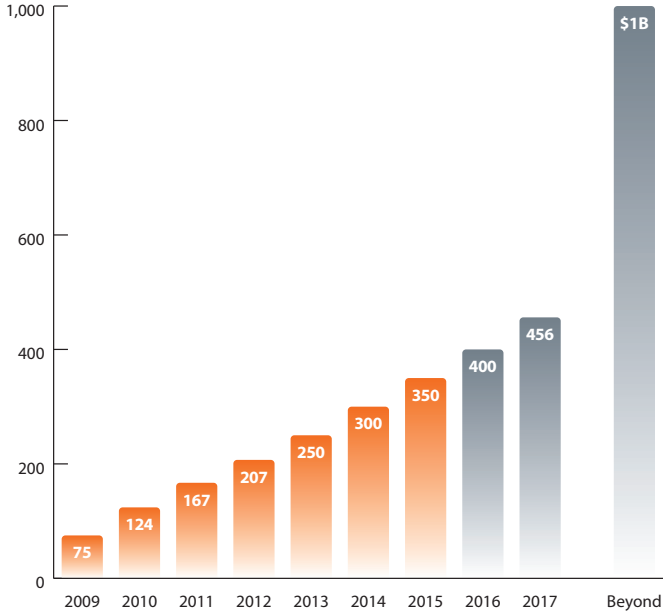
Growing confidence in the procedure has generated a need for products that are easy to use, reliable and may be easily integrated into the workflow.

Originally, electrical technologies were the only option to measure FFR. Opsens brought new freedom to the procedure with its OptoWire, an optical guidewire. Unlike products instrumented with electrical technologies, the OptoWire is not affected by procedural contaminant. It offers FFR measurement reliability, freedom to disconnect, handle, reconnect and measure FFR following a percutaneous coronary intervention. In the future, the demonstration of these competitive advantages in structured registers or clinical studies could contribute positively to the FFR market and benefit the health of patients. With better tools and other growth factors, industry players foresee penetration of the procedure could evolve from the current 15%* to 45%**.

OPSENS – FFR SALES
In thousands of $



FFR MARKET
In millions of US$*



* R. Scott Huennekens, "Volcano NASDAQ Analyst Day" POWERPOINT PRESENTATION p.44 (2013-03-07) [Huennekens "POWERPOINT].
** D. STARKS, "St Jude Medical 2013 Investor Conference" p.105 (2013-02-01) [D. STARKS]

* St. Jude Medical 2015 - Investor Conference, February 6, 2015
** Based on a projected growth of 14% - Research and Markets "FFR Global Market 2016-2020"

LETTER TO SHAREHOLDERS

In 2016, Opsens has embraced change to position itself for sustained growth and to create value for its shareholders. Today, these changes allow us to have the tools to demonstrate our leadership in the field of interventional cardiology for the measurement of Fractional Flow Reserve ("FFR").

AN IMPROVED VERSION OF THE OPTOWIRE FOR LARGE SCALE MARKETING

In order to provide cardiologists with the most effective products to measure FFR, Opsens has developed the OptoWire II, an improved version of its original OptoWire, comprising a hydrophilic coating that further facilitates navigation in the most tortuous and calcified vessels.

This enhanced version of our guidewire quickly received regulatory approvals in the United States, Japan, Europe and Canada. The OptoWire II is the version sold in each of these growing markets.

THE OPTOWIRE RECOGNIZED IN THE INTERVENTIONAL CARDIOLOGY COMMUNITY

Our product was welcomed enthusiastically in the interventional cardiology community, prompting Opsens to set up the resources needed to grow strongly. The OptoWire's performance was mentioned in a prestigious medical journal, the Circulation Journal, the official journal of the Japanese Circulation Society. In this editorial on drift in FFR pressure wires, the authors report that the use of approximately 100 OptoWire units performed without any drift in the measurement. The editorial also reports on the shortcomings in the performance of competitors' products from the point of view of reliability of the measurement. In December 2016, Opsens announced that the OptoWire had been used as a diagnostic tool by cardiologists in 10,000 patients, demonstrating the product's safety before marketing on a larger scale.

IMPLEMENTATION OF OUR GROWTH STRATEGY

Opsens' sales team was strengthened during the year. New employees and experienced experts in the marketing of products for interventional cardiology in the United States and in Canada joined the team. The Company also signed several distribution agreements with strong partners in their specific strategic markets, allowing Opsens to build a sales network in more than 20 countries. Opsens will continue to expand its network in the coming months and years in each of its key markets. The effectiveness of these sales channels has generated a growing demand for our FFR products in 2016.

THE MOVE INTO A FACILITY FITTED FOR OUR GROWTH NEEDS

This growth required relocation into a facility at the cutting edge of technology and adapted to our growing needs. This change resulted in a temporary interruption of production. The quality of our facility and the rigor of Opsens' production processes helped in the rapid receipt of the necessary approvals to resume the production of commercial units from this new facility. A few months after this move, we appreciate this much needed upgrade. In order to improve effectiveness, we are implementing an ongoing improvement process in manufacturing. Not only do we aim to increase efficiency and effectiveness of our production, we are now targeting operational excellence.

STRENGTHENING OF OUR MEDICAL IDENTITY

Opsens has also strengthened its medical identity by consolidating its medical activities within the Opsens business unit and the industrial activities to the Opsens Solutions business unit. This structure will contribute to the strengthening of our medical identity by focusing our development and will allow financial markets to better assess the performance of each business unit.

DIVERSIFICATION IN THE OWNERSHIP AND GOVERNANCE

During the 2016 fiscal year, the Company expanded its shareholder base with major institutions by issuing new shares within the framework of two financing which generated gross positive cash flow of more than $10 million.

From the point of view of governance, Opsens added a second American director during the year in order to increase our knowledge of this strategic market.

INDUSTRIAL SECTOR

The need for precise optical measurement is growing in the industrial sector. Opsens' optical technologies can measure various parameters in difficult conditions. Following discussions with major clients in 2016, we are confident that 2017 will show revenue growth in this business unit.

WE ANTICIPATE 2017 WITH OPTIMISM

In 2016, we made measurable progress towards our goal of becoming a key player in FFR. We are dedicated to meeting the expectations of our shareholders and believe that the plan in place bears high value. We are grateful for your trust.

I also want to thank our customers, employees, suppliers, directors and partners for their constant support to the benefit of Opsens' development.

In closing, we hope to see you at the annual shareholders' meeting, which will be held in our new headquarters this year.

Louis Laflamme
President and CEO

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE YEAR ENDED AUGUST 31, 2016

The following comments are intended to provide a review and analysis of the results of operations, financial condition and cash flows of Opsens Inc. for the fourth quarter and year ended August 31, 2016 in comparison with the corresponding period ended August 31, 2015. In this Management's Discussion and Analysis ("MD&A"), "Opsens", "the Company", "we", "us" and "our" mean Opsens Inc. and its subsidiary. This discussion should be read and interpreted in conjunction with the information contained in our annual consolidated financial statements for the years ended August 31, 2016 and 2015, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. This document was prepared on November 15, 2016. All amounts are in Canadian dollars unless otherwise indicated.

This MD&A contains forward-looking statements with respect to the Company. These forward-looking statements, by their nature, require the Company to make certain assumptions and necessarily involve known and unknown risks and uncertainties that could cause actual results to differ materially from those expressed or implied in these forward-looking statements. Forward-looking statements are not guarantees of performance. These forward-looking statements, including financial outlooks, may involve, but are not limited to, comments with respect to the Company's business or financial objectives, its strategies or future actions, its targets, expectations for financial condition or outlook for operations and future contingent payments. Words such as "may", "will", "would", "could", "expect", "believe", "plan", "anticipate", "intend", "estimate", "continue", or the negative or comparable terminology, as well as terms usually used in the future and conditional, are intended to identify forward-looking statements.

Information contained in forward-looking statements is based upon certain material assumptions that were applied in drawing a conclusion or making a forecast or projection, including management's perceptions of historical trends, current conditions and expected future developments, as well as other considerations that are believed to be appropriate in the circumstances. The Company considers these assumptions to be reasonable based on information currently available to it, but cautions the reader that these assumptions regarding future events, many of which are beyond its control, may ultimately prove to be incorrect since they are subject to risks and uncertainties that affect the Company and its business. The forward-looking information set forth therein reflects the Company's expectations as at November 15, 2016 and is subject to change after such date. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, other than as required by law.

OVERVIEW

Opsens focuses mainly on the measure of Fractional Flow Reserve ("FFR") in interventional cardiology. Opsens offers an advanced optical-based pressure guidewire (OptoWire) that aims at improving the clinical outcome of patients with coronary artery disease. Opsens is also involved in industrial activities. The Company develops, manufactures and installs innovative fibre optic sensing solutions for critical applications such as the monitoring of oil wells and other demanding industrial applications.

In the interventional cardiology field, during fiscal 2015, Opsens initiated a limited market release of its OptoWire and OptoMonitor. OptoWire provides cardiologists with a guidewire that offers optimal performance to navigate in coronary arteries and cross blockages with ease, while measuring intracoronary blood pressure. This procedure is called measurement of FFR. According to management and industry sources[(1)], the FFR market was estimated at approximately US$300 million in 2014 and should exceed US$1 billion annually in the medium term.

During fiscal 2015, Opsens received approval to commercialize the OptoWire I and OptoMonitor in the U.S., Europe, Japan and Canada. These combined markets represent approximately 85% of the total market worldwide for FFR products.

(1) Opsens FFR Market Calculations based on **R. Scott Huennekens, "Volcano's CEO Hosts NASDAQ Analyst Day"** ***TRANSCRIPT*** **p.5** ***(2013-03-7)***, JOHN T. DAHLDORF, "Volcano's Annual Report 2012" and St. Jude Medical 2015 – Investors Conference , February 6, 2015.

On March 16, 2016, Opsens announced receipt of the 510(k) clearance from the U.S. Food and Drug Administration (FDA) for the OptoWire II. This major regulatory milestone allows the Company to commercialize its optical guidewire in the U.S., the largest market in the world for these types of products and expanded regulatory clearance for the OptoWire II to the U.S. from previous clearances in Europe and Japan. On June 22, 2016, the Company announced the receipt of Health Canada's approval to sell the OptoWire II in Canada.

The OptoWire II continues to draw positive comments from cardiology experts around the world. For example, an article from the «*Circulation Journal*» highlighted the performance of the OptoWire. More specifically, the article highlighted the fact that traditional guidewires showed an inevitable drift of the measure, despite major efforts to minimize it. It is also said that the occurrence of drift is the most annoying problem that can occur during a procedure in a patient because it is often unnoticed before the wire is pulled back to the guiding catheter at the end of the procedure, and if it is present, it may invalidate the measurement. In the article, it is mentioned that in their laboratories, they used approximately 100 OptoWire in the past year and they have not observed any drift in any of the OptoWire up to now.

Subsequent to approvals received to commercialize the OptoWire II, the number of orders have increased. In addition, many account conversions in Canada, in Europe and in Japan have materialized recently. Opsens also recently began its limited market release in the U.S. These recent developments enable Opsens to compete in the growing FFR market.

In Canada, Opsens has been executing its limited market release with its direct sales force following the successful completion of a clinical trials on 60 patients. The objectives of the study were to evaluate the ease of use, functionality and security of Opsens' OptoWire and OptoMonitor in patients with ischemic coronary artery disease who were referred for diagnostic angiography.

Opsens expanded its sales channels during the year ended August 31, 2016. Opsens is currently present, with its sales channels, in the U.S., in more than 20 countries, in Europe, in Middle East, in Canada and in Japan. To support revenue growth with increased production capacity, Opsens recently moved its medical devices business into a new location in Quebec City (Canada).

In the industrial sector, Opsens' technology, expertise and products can serve several markets including aerospace, geotechnical, infrastructures, oil and gas, mining, laboratories and others. For example, for the monitoring of the integrity of structures ("SHM" for Structural Health Monitoring), qualitative and non-continuous methods have long been used to assess the structures and their ability to perform their function. In the past 10 to 15 years, SHM technologies have emerged, creating new exciting fields within the different branches of engineering. SHM is widely applied to various types of infrastructures and represents solid growth opportunities considering that many countries are entering periods of pent up demand for the construction of various infrastructures ranging from bridges to skyscrapers.

As for the oil and gas market, Opsens, through a distributor, provides fiber optic sensor systems that provide reliable real-time pressure and temperature measurements at the bottom of the wells. This information is critical during operations such as Steam Assisted Gravity Drainage ("SAGD"), a process that recovers bitumen from oil sands.

Opsens' broad portfolio of products and technologies can be adapted to measure various parameters in the most harsh conditions and provide significant advantages in terms of production optimization and reduced risk to the environment and health.

Opsens holds 10 patents and 2 pending patents to protect its medical and industrial businesses.

FFR MARKET OPPORTUNITY

For the FFR market, Opsens has developed the OptoWire and OptoMonitor, instruments that assess the significance of arterial narrowing (stenosis) resulting from coronary heart disease. Coronary artery disease is a leading cause of death in the developed world and the cost related to the management and treatment of this disease is a significant burden to society. In recent years, the prevalence of coronary heart disease has increased at a rapid pace. According to the American Heart Association ("AHA"), the number of Americans who undergo surgery or cardiovascular operations

or procedures has increased to about 7.6 million patients in 2010. Based on health data compiled from over 190 countries, heart disease remains the No. 1 global cause of death with 17.3 million deaths annually based on a report from the AHA "Heart Disease and Stroke Statistics – 2015 Update". That number is expected to rise to more than 23.6 million by 2030.

The benefits of FFR were demonstrated in various clinical studies such as FAME I and FAME II published respectively in 2009 and 2012 in the New England Journal of Medicine. The FAME I study showed that FFR-guided treatment rather than standard angiography alone led to a reduction in mortality, myocardial infarction, readmission for percutaneous coronary intervention and coronary bypass by about 30% after a year. In 2011, the American College of Cardiology Foundation and the AHA established a class IIA recommendation for the use of FFR during angiography, meaning that the proposed procedure or treatment is beneficial, useful and effective. These developments have contributed to the growth of the market. According to management and industry sources' estimates, the global FFR market reached approximately US$300 million in 2014. Management estimates a potential market of approximately US$1 billion in the medium term.

INDUSTRIAL MARKET OPPORTUNITY

Structural Health Monitoring market: the opportunities in this market are related principally to strain, load and displacement measurements. The applications are found in geotechnical, civil engineering, energy, aerospace and O&G sectors. Monitoring of civil engineering structures accounts for a large proportion of this market. Only in Europe, there is more than 5 billion square meters of dams and bridges. In the U.S. alone, there are 67,000 unmonitored bridges with an anticipated cost to repair or replace of $76 billion. New industrial versions of the strain sensor like the extensometer and load cell are the main flagship products for these applications.

Pressure Monitoring Solution market: the opportunities in this market are principally related to absolute and differential pressure measurements. The measure of the pressure is found in many industrial applications of the energy, geotechnical, oil and gas and aerospace sectors. New industrial versions of the pressure sensor and the recent addition of a differential pressure sensor are the main flagship products for these applications.

Traditional Niche Applications market: include niche applications in which Opsens is currently involved like the electro explosive device (EED) application. It also includes applications such as SAGD in Western Canada and laboratories applications (special projects and custom products).

BUSINESS STRATEGY

Opsens' growth strategy is to become a key player in the interventional cardiology market by focussing on the FFR procedure where its products and technologies have competitive advantages. The Company also aims to capitalize on its technologies and products in industrial markets.

The Company's FFR growth strategy will be executed by:

- Gaining market shares in the fast-growing FFR market. In fiscal 2015, for the first time, Opsens has generated revenues from its FFR offering in the limited market release phase. In fiscal 2016, Opsens expanded its sales activities in several markets, which translated in solid revenue growth. Management believes that FFR is used in over 15% of PCI, but industry analysts suggest that up to 45% of PCI could advantageously be combined with FFR[(2)]. Management is pursuing a comprehensive market development strategy that highlights the features and distinctive capabilities of the OptoWire and exceed marketing requirements to gain market share from competitors and contribute to the expansion of the FFR market. Initially, marketing efforts are focused on the Japanese, U.S., European and Canadian markets.

(2) D. STARKS, "St Jude Medical 2013 Investor Conference" p.105 (2013-02-01); R. Scott Huennekens, "Volcano NASDAQ Analyst Day" POWERPOINT PRESENTATION p.44 (2013-03-07).

(3) Per 60601-2-34 ed3

- Investing in innovation to enhance the existing applications of the Company's technology. The Company's commitment to innovation has been a major driving force behind its success. Opsens is constantly working to improve its intellectual property portfolio and customer value proposition. In the FFR market, OptoWire is designed to provide:

    - Improved measurement reliability and fidelity from OptoWire's no drift[3] sensing technology, which is essential to the decision-making process of cardiologists; competing FFR sensing technologies have higher drift levels;
    - Improved connectivity, as OptoWire's connection and measurement accuracy is unaffected by blood contamination and the guidewire can be reconnected easily without compromising measurement accuracy;
    - Improved mechanical performance from key design attributes and product specifications such as torquability and steerability.

- Developing new applications for the Company's medical technology. Opsens plans to leverage its technologies and knowledge in the medical devices field to expand into new markets and increase clinical applications. As the Company pursues opportunities in these new markets, it plans to develop new FFR products and explore product development and marketing partnerships with other leading companies in the sector.

- Expanding and investing in FFR-focused sales force and distribution channels.

    - **Distribution agreements:** Opsens has signed distribution agreements in more than twenty countries in Europe and Asia. These agreements enable Opsens to expand its market penetration worldwide. Although the distribution agreements in place cover the most important potential markets, Opsens expects to sign additional distribution agreements during fiscal year 2017.
    - **Sales force:** Opsens plans on expanding its sales force through hiring additional sales personnel for FFR product commercialization. Sales force expansion will aim to increase Opsens' marketing and sales market penetration in the United States and in Canada.

The Company's growth strategy in the Industrial sector will be achieved by:

- Investing in innovation to enhance applications for the Company's technologies. The Company's industrial line of fiber optic sensors offers unique advantages over traditional sensors in many industries. For example traditional sensors need to be shielded and grounded for their safe operation in aircrafts and spaceships. The use of composite materials in the newly developed versions of these flying structures have seriously reduced the natural shielding and grounding capacity provided by the older metallic version of these structures. The Company's fiber optic strain and pressure sensors received attention from major players in the aerospace industry because they do not require any shielding or grounding and also because of their ease of deployment.

  In the oil and gas upstream applications using thermal recovery methods like SAGD, the capacity to control bottom hole pressure and temperature helps improving the steam/oil ratio and to reduce operating and pumping costs. Integration of the corporation OPP-W fiber optic pressure and temperature sensor in thermal recovery methods allows operators, production and reservoir engineers to monitor in real time, over a large area, pressure and temperature at the bottom of the wells. They can manage efficiently the heavy oil production reservoirs.

NON-IFRS FINANCIAL MEASURE - EBITDAO

The Company quarterly reviews net loss and Earnings Before Interest, Taxes, Depreciation, Amortization and Stock-based compensation costs ("EBITDAO"). EBITDAO has no normalized sense prescribed by IFRS. It is not very probable that this measure is comparable with measures of the same type presented by other issuers. EBITDAO is defined by the Company as the addition of net loss, current income tax expense, depreciation and amortization, impairment of assets, financial expenses (revenues), change in fair value of embedded derivative and stock-based compensation costs. The Company uses EBITDAO for the purposes of evaluating its historical and prospective financial performance. This measure also helps the Company to plan and forecast for future periods as well as to make operational and strategic decisions. The Company believes that providing this information to investors, in addition to IFRS measures, allows them to see the Company's results through the eyes of management, and to better understand its historical and future financial performance.

Reconciliation of EBITDAO to net loss

(In thousands of Canadian dollars)	Year Ended August 31, 2016	Year Ended August 31, 2015	Year Ended August 31, 2014
	$	$	$
Net loss for the year	(9,282)	(2,884)	(3,099)
Current income tax expense	-	340	-
Financial expenses (revenues)	57	(1)	114
Change in fair value of embedded derivative	732	73	102
Depreciation of property, plant and equipment	549	385	346
Amortization of intangible assets	73	62	48
Impairment of assets	-	796	-
EBITDA	(7,871)	(1,229)	(2,489)
Stock-based compensation costs	451	317	236
EBITDAO	(7,420)	(912)	(2,253)

The negative variance of EBITDAO for fiscal 2016 when compared with last year is mainly explained by the absence of non-recurring revenues of $3,457,500 from distribution rights and licensing recorded in 2015. The negative variance of EBITDAO is also explained by lower gross margin percentage due to ramp-up of FFR production and by higher administrative, marketing and research and development expenses as explained further below. Other non-recurring expenses such as the allowances for obsolete inventories and for doubtful accounts recorded in the industrial sector negatively impacted EBITDAO.

SELECTED CONSOLIDATED FINANCIAL DATA

(In thousands of Canadian dollars, except for information per share)	Year Ended August 31, 2016	Year Ended August 31, 2015	Year Ended August 31, 2014
	$	$	$
Revenues	9,601	8,665	6,788
Cost of sales	7,970	3,921	4,399
Gross margin	1,631	4,744	2,389
Gross margin percentage	17%	55%	35%
Administrative expenses	3,685	2,616	2,398
Sales and marketing expenses	3,694	1,501	1,131
R&D expenses	2,744	2,303	1,743
Financial expenses (revenues)	57	(1)	114
Change in fair value of embedded derivative	733	73	102
Impairment of assets	-	796	-
	10,913	7,288	5,488
Loss before income taxes	(9,282)	(2,544)	(3,099)
Current income tax expense	-	340	-
Net loss and comprehensive loss	(9,282)	(2,884)	(3,099)
Net loss per share - Basic	(0.14)	(0.05)	(0.06)
Net loss per share - Diluted	(0.14)	(0.05)	(0.06)

Revenues

The Company reported revenues of $9,601,000 for the year ended August 31, 2016, compared with revenues of $8,665,000 a year earlier, an increase of $936,000 or 11%.

Revenues in the medical sector totalled $6,429,000 for the year ended August 31, 2016 compared with revenues of $5,035,000 for the same period in 2015. The increase is explained by higher FFR revenues. FFR revenues totalled $5,242,000 for the year ended August 31, 2016, an increase of $4,715,000 over the $527,000 reported for the same period last year. The increase is also explained by higher other medical revenues of $136,000.

The increase in revenue was partly offset by the recognition during the year ended August 31, 2015 of non-recurring revenues of $3,457,500 related to a milestone payment of $1,115,500 (US$1,000,000) received from its Japanese distributor upon obtaining Shonin approval, deferred revenues amounting to $2,002,000 (US$2,000,000) (“non-recurring revenues”) recognized in the statement of loss and comprehensive loss when the Company received the CE mark approval in Europe and by an adjustment on revenues of $340,000 ($US300,000) to recognize additional revenues from the distribution agreement.

Revenues in the industrial sector totalled $3,172,000 for the year ended August 31, 2016 compared with revenues of $3,630,000 for the same period in 2015. The decrease in revenues is explained by a non-recurring order worth more than $1 million for fiber optic sensor systems for mining operations in South America that was completed during the second quarter of fiscal 2015. This negative impact was offset by an increase in revenues in the oil and gas activities of $281,000 when compared with last year.

Given that a proportion of the Company's revenues is generated in U.S., Euro and British pounds dollars, fluctuations in the exchange rate affect revenues and net loss. For the year ended August 31, 2016, the average exchange rate was higher than the previous year, which affected sales positively by $551,000.

Market acceptance of FFR and for industrial fiber optic sensors is increasing in the Company’s potential markets. However, some sectors, such as oil and gas, are experiencing challenging economic conditions. To address this

situation, Opsens downsized and reviewed its business model. Consequently, a partnership was announced during fiscal 2015 with a third party for the installation of its products for the oil and gas market in Western Canada. On September 22, 2016, the Company announced a partnership with Precise Downhole Services Ltd. ("Precise") for the commercialization of its product line dedicated to the Canadian oil and gas market. As part of the agreement, Opsens appoints Precise as exclusive distributors for the OPP-W sensor product line in the Canadian territory. For the periods ended August 31, 2016 and 2015, pricing fluctuations did not have a significant impact on revenues. During the year ended August 31, 2015, Opsens began the limited market release phase of its FFR products in Europe and in Japan. During the quarter ended August 31, 2016, the Company initiated the limited market release in the U.S. Management expects that the proportion of revenues generated by FFR will increase in upcoming quarters.

As of August 31, 2016, the backlog of orders amounted to $1,295,000 ($1,131,000 as at August 31, 2015). Despite a slowdown of capital expenditures by major oil and gas producers, significant efforts are being made to increase the backlog and expand the customer base. In addition, the Company will benefit from increased revenues in the medical field resulting from its regulatory clearances in the U.S., Europe, Japan and Canada.

Gross margin

Information and analysis in this section do not take into consideration revenues from distribution rights (nil and $3,457,500 for the years ended August 31, 2016 and 2015, respectively).

Gross margin was $1,631,000 for the year ended August 31, 2016 compared with $1,287,000 for the same period last year. The gross margin percentage decreased from 25% for the year ended August 31, 2015 to 17% for the year ended August 31, 2016. The increase in gross margin is explained by higher revenues from FFR products. Despite the increase in gross margin, the gross margin percentage for the year ended August 31, 2016 was affected by higher production losses due to the arrival of a high number of new employees that needed to be trained and other ramp up costs. In addition, gross margin percentage was also impacted by costs incurred by Opsens for the relocation of its activities into a new facility. Following the relocation of its medical activities, the Company had to interrupt most of the production activities for approximately half of the third quarter. Also, the Company assumed a high proportion of unallocated production overhead costs due to lower level of production than expected. During the year ended August 31, 2016, the Company had to seek regulatory approval for the facility from various geographies in order to be allowed to manufacture and ship FFR products. Finally, the Company recognized an allowance for obsolete inventory of $457,000 related to its activities in the oil and gas.

Administrative expenses

Administrative expenses were $3,684,000 and $2,616,000, respectively, for the year ended August 31, 2016 and 2015. The increase is explained by a higher allowance for doubtful account related to a client in the oil and gas sector and by higher rental fees arising from the long-term lease signed by the Company to relocate its medical activities.

Sales and marketing expenses

Sales and marketing expenses totalled $3,694,000 for the year ended August 31, 2016, an increase of $2,193,000 over the $1,501,000 reported during the same period in 2015. The increase is largely explained by higher headcount, commissions, publicity, tradeshows, travelling and subcontractor expenses when compared with last year due to the expansion of Opsens' sales channel for its FFR products.

Research and development expenses

Research and development expenses totalled $2,744,000 for the year ended August 31, 2016, an increase of 441,000$ over the $2,303,000 reported during the same period in 2015. The variation is explained by higher headcount for our FFR activities, partly offset by lower supplies and subcontractors expenses.

Financial expenses (revenues)

Financial expenses reached $57,000 for the year ended August 31, 2016 compared with financial revenues of $1,000 for the same period last year. The increase in financial expenses during fiscal 2016 is explained by lower interest income of $43,000 related to lower short-term investments, less favorable exchange rate resulting in a negative impact of $20,000 compared to last year and by an increase in interest on long-term debt of $12,000.

Change in fair value of embedded derivative

The change in fair value of embedded derivative comes from the variance of the fair market value of the conversion option component of the convertible debenture. The convertible debenture contains a cash settlement feature, which under IAS 32, "Financial Instruments: Presentation", is accounted for as a compound instrument with a debt component and a separate embedded derivative representing the conversion option. Both the debt and embedded derivative components of this compound financial instrument are measured at fair value on initial recognition. The debt component is subsequently accounted for at amortized cost using the effective interest rate method. The embedded derivative is subsequently measured at fair value at each reporting date with gains and losses in fair value recognized through profit or loss. During the year, an expense of $733,000 ($73,000 for the year ended August 31, 2015) was recorded in the consolidated statements of loss and comprehensive loss.

Current income tax expense

During the year ended August 31, 2015, an adjustment on revenues and income tax expense of $340,000 (US$300,000) was made to recognize additional revenues from the Japanese distribution agreement and withholding taxes paid by the Company.

Net loss

As a result of the foregoing, net loss for the year ended August 31, 2016 was $9,282,000 compared with $2,884,000 for the year ended August 31, 2015.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION DATA

(In thousands of Canadian dollars)	As at August 31, 2016	As at August 31, 2015	As at August 31, 2014
	$	$	$
Current assets	12,570	11,077	14,613
Total assets	16,861	12,763	16,789
Current liabilities	3,067	2,584	4,428
Long-term liabilities	6,482	4,286	4,152
Shareholders' equity	7,312	5,893	8,209

Total assets as at August 31, 2016 were $16,861,000 compared with $12,763,000 as at August 31, 2015. The increase is mainly related to higher property, plant and equipment of $2,515,000 because of acquisitions of equipment and investments in leasehold improvements arising from the relocation into the new facility. The increase in total assets is also explained by higher trade and other receivables of $1,420,000 and higher inventories of $1,219,000, a result of the increase in the FFR activities. This was partly offset by lower cash and cash equivalents of $1,301,000.

Current liabilities totalled $3,067,000 as at August 31, 2016 compared with $2,584,000 as at August 31, 2015. The increase is explained by higher accounts payable and accrued liabilities related to the increase of the production of FFR products.

Long-term liabilities totalled $6,482,000 as at August 31, 2016 compared with $4,286,000 last year, an increase of $2,196,000. The increase is explained by new loans amounting to $1,410,000 contracted during the year and by higher deferred lease inducements of $880,000 related to an amount of $900,000 received from a landlord. These amounts were used to finance the relocation costs into the new facility.

SUMMARY OF CONSOLIDATED QUARTERLY RESULTS

The summary below presents the periods in which Opsens published unaudited interim financial statements.

(Unaudited, in thousands of Canadian dollars, except for information per share)	Three-month period ended August 31, 2016	Three-month period ended May 31, 2016	Three-month period ended February 29, 2016	Three-month period ended November 30, 2015
	$	$	$	$
Revenues	3,024	2,125	2,741	1,711
Net loss for the period	(3,025)	(3,076)	(1,523)	(1,658)
Net loss per share – Basic	(0.04)	(0.05)	(0.02)	(0.03)
Net loss per share – Diluted	(0.04)	(0.05)	(0.02)	(0.03)

(Unaudited, in thousands of Canadian dollars, except for information per share)	Three-month period ended August 31, 2015	Three-month period ended May 31, 2015	Three-month period ended February 28, 2015	Three-month period ended November 30, 2014
	$	$	$	$
Revenues	1,110	831	2,287	4,437
Net earnings (loss) for the period	(1,811)	(1,355)	(880)	1,162
Net earnings (loss) per share – Basic	(0.03)	(0.02)	(0.01)	0.02
Net earnings (loss) per share – Diluted	(0.03)	(0.02)	(0.01)	0.02

Historically, the Company's revenues and net earnings (net loss) results has experienced minimal seasonality.

LIQUIDITY AND CAPITAL RESOURCES

On May 27, 2016, the Company entered into a loan agreement of $836,000, net of transaction costs of $9,000, with Investissement Québec. This loan bears interest at prime rate plus 0.25%, is payable in monthly instalments of $18,750, and will be maturing in May 2020. This loan is secured by a movable hypothec on the Company's assets. Under this loan agreement, the Company is subject to certain covenants with respect to maintaining certain financial ratios, which were met as of the date of this MD&A.

On May 16, 2016, the Company completed a non-brokered private placement offering for aggregate gross proceeds of $4,999,050. In connection with the offering, the Company issued a total of 4,761,000 units at a price of $1.05 per unit. Each unit consists of one common share in the capital stock of Opsens and one-half of one common share purchase warrant, with each whole common share purchase warrant entitling the holder thereof to purchase one common share at a price of $1.55 until November 16, 2017.

Expenses of the offering include professional fees and miscellaneous fees for total fees of $102,563.

On May 20, 2016, the Company received an amount $894,000 from the landlord in accordance with the long-term lease signed by the Company to relocate its medical activities. This amount is presented in the balance sheet under the caption “Deferred lease inducements”.

On April 18, 2016, the Company entered into a loan agreement amounting to $497,500, net of transaction costs of $2,500, with Desjardins. This loan bears interest at prime rate plus 2.0%, is payable in monthly instalments of $10,417, calculated over an amortization period of forty-eight (48) months and will be maturing in April 2017. This loan is secured by a movable hypothec on the Company’s assets. Under this loan agreement, the Company is subject to certain covenants with respect to maintaining certain financial ratios, which were met as of the date of this MD&A.

Under an agreement entered into with Canada Economic Development (“CED”), the Company may receive a refundable contribution of a maximum amount $200,000, non-interest bearing, to cover expenses related to the commercialization of its OptoWire product for the FFR market. This contribution is paid out based on presentation by the Company of invoices related to specific expenses since May 22, 2015. On April 1, 2016, the Company received an amount of $65,000 of which $28,000 was recognized against administrative and sales and marketing expenses.

On December 22, 2015, the Company completed a public offering for aggregate gross proceeds of $5,000,000. In connection with the offering, the Company issued a total of 5,681,819 units at a price of $0.88 per unit. Each unit consists of one common share in the capital stock of Opsens and one-half of one common share purchase warrant, with each whole common share purchase warrant entitling the holder thereof to purchase one common share at a price of $1.20 until June 22, 2017.

Expenses of the offering include underwriting fees of $276,202 and other professional fees and miscellaneous fees of $323,713 for total fees of $599,915.

The Company also issued 313,886 broker warrants as additional compensation, each warrant entitling the holder to purchase one common share of the Corporation at a price of $0.88 until June 22, 2017.

Concurrently with the public offering, the Company completed a non-brokered private placement offering of 184,400 units at a price of $0.88 per unit for aggregate gross proceeds of $162,272. Each unit comprises the same terms and conditions than the units issued under the public offering. Expenses related to the private placement amount to $10,083.

On April 15, 2014, the Company announced that it had entered into an agreement with Abiomed in connection with its miniature optical pressure sensor technology for applications in circulatory assist devices. The Company has granted Abiomed an exclusive worldwide license to integrate its miniature pressure sensor in connection with Abiomed’s circulatory assist devices. Under the agreement, Abiomed is expected to pay Opsens an aggregate amount of US$6 million. Of that amount, US$1,500,000 ($1,647,150) was paid upon closing of the deal, while the balance will be disbursed based on the achievement of certain milestones, such as the meeting of certain performance requirements, the filing of regulatory application, the obtaining of regulatory approval and the transfer of manufacturing to Abiomed.

On February 18, 2014, the Company completed a public offering for aggregate gross proceeds of $8,505,104. In connection with the offering, the Company issued a total of 5,340,220 units at a price of $0.75 per unit and 6,164,300 common shares at a price of $0.73 per common share. Each unit consists of one common share in the capital stock of Opsens and one-half of one common share purchase warrant, with each whole common share purchase warrant entitling the holder thereof to purchase one common share at a price of $1.05 until February 18, 2016.

Expenses of the offering include underwriting fees of $595,357 and other professional fees and miscellaneous fees of $373,991 for total fees of $969,348.

The Company also issued 805,316 broker warrants as additional compensation, each warrant entitling the holder to purchase one common share at a price of $0.73 until February 18, 2016.

On November 19, 2012, the Company announced the granting of distribution and other rights for OptoWire and OptoMonitor. Under the terms of the agreement, the Company received:

- US$3,000,000 for the distribution rights for Japan, Korea and Taiwan, which includes:

    a. US$2,000,000 ($2,002,000) at signing;

    b. US$1,000,000 ($1,115,500) with the regulatory approval in Japan;

- US$2,000,000 ($2,002,000) in a form of a subordinated secured convertible debenture, at signing.

The convertible debenture bears interest at a rate of 2.0% per annum, payable at maturity, which is November 19, 2017. At the holder's option, the convertible debenture may be converted into common shares of the Company at any time up to the maturity date, at a conversion price representing the market price of the shares. However, the conversion price is subject to a minimum of $0.50 and a maximum of $0.75 per common share (the "conversion price").

The convertible debenture is also convertible at the Company's option at the conversion price if the volume-weighted average closing price per common share for the twenty trading days immediately preceding the fifth trading day before such conversion date is at least $1.20 and if a minimum of 50,000 common shares have traded on the TSX Venture Exchange during each of the twenty trading days taken into account in the calculation of the conversion price.

To secure the repayment of the convertible debenture, a movable hypothec on certain equipment has been given. As at August 31, 2016, the net book value of property, plant and equipment pledged as collateral was nil ($2,000 as at August 31, 2015). This hypothec will rank second to certain long-term loans of the Company.

As noted above, the convertible debenture contains a conversion option that will result in an obligation to deliver a fixed amount of equity in exchange of a variable amount of convertible debenture when translated in the functional currency of the Company. Consequently, under IAS 32, "Financial Instruments: Presentation", the convertible debenture is accounted for as a compound instrument with a debt component and a separate embedded derivative representing the conversion option. Both the debt and embedded derivative components of this compound financial instrument are measured at fair value on initial recognition. The debt component is subsequently accounted for at amortized cost using the effective interest rate method. The embedded derivative is subsequently measured at fair value at each reporting date with gains and losses in fair value recognized through profit or loss.

The Company has an authorized line of credit for a maximum amount of $200,000, $50,000 of which is available at all times and does not take into consideration the margining. When using the line of credit in an amount varying from $50,000 and $100,000, the available credit is limited to an amount that is equal to 75% of Canadian accounts receivable and 65% of foreign accounts receivable plus 50% of inventories of raw materials and finished goods. If the amount used exceeds $100,000, the credit available is limited to an amount equal to 75% of Canadian accounts receivable and 90% of insured foreign accounts receivable plus 50% of inventories of raw materials and finished goods. This line of credit bears interest at the financial institution's prime rate plus 2% and is repayable on a weekly basis by $5,000 tranches. It is secured by a first-rank movable hypothec for an amount of $750,000 on the universality of receivables and inventories.

As of August 31, 2016, the Company had cash and cash equivalents of $5,903,000 compared with $7,204,000 as of August 31, 2015. Of this amount as of August 31, 2016, $5,448,000 was invested in highly liquid, safe investments. As of August 31, 2016, Opsens had a working capital of $9,503,000, compared with $8,493,000 as of August 31, 2015.

Based on the cash and cash equivalents position, Opsens has the financial resources necessary to maintain short-term operations, honour its commitments and support its anticipated growth and development activities. From a medium-term perspective, Opsens may need to raise additional financing by issuing equity securities and/or debt. From a long-term perspective, there is uncertainty about obtaining additional financing, given the risks and uncertainties identified in the *Risks and Uncertainties* section of the annual MD&A. Changes in cash and cash equivalents position will largely depend on the rate of revenue growth in upcoming quarters.

SUMMARY OF CASH FLOWS

(In thousands of Canadian dollars)	Year Ended August 31, 2016	Year Ended August 31, 2015
	$	$
Operating activities	(9,523)	(3,474)
Investing activities	(3,120)	(539)
Financing activities	11,311	65
Effect of foreign exchange rate changes on cash and cash equivalent	31	531
Net change in cash and cash equivalents	(1,301)	(3,417)

Operating activities

Cash flows used by our operating activities for the year ended August 31, 2016 were $9,523,000 compared with $3,474,000 for the same period last year. The increase in the cash flows used by our operating activities is mainly explained by a lower EBITDAO as explained.

Investing activities

For the year ended August 31, 2016, cash flows used by our investing activities reached $3,120,000 and were used for acquisition of property, plant and equipment for an amount of $3,088,000 and of intangible assets for an amount of $127,000. This was partly offset by interest income received of $95,000. Acquisitions of property, plant and equipment were made primarily for the relocation in the new facility.

For the year ended August 31, 2015, cash flows used by our investing activities reached $539,000 and were used for acquisition of property, plant and equipment for an amount of $585,000 and of intangible assets for an amount of $137,000. This was partly offset by interest income received of $140,000 and by proceeds from disposal of property, plant and equipment of $43,000. Acquisitions of property, plant and equipment were made primarily for our FFR activities.

Financing activities

For the year ended August 31, 2016, cash flows generated by our financing activities were $11,311,000. The net proceeds from the issuance of shares and units of $10,251,000 and the increase in our long-term debt of $1,399,000 were partly offset by the $338,000 payment on the long-term debt.

For the year ended August 31, 2015, cash flows generated by our financing activities reached $65,000. The proceeds from the issuance of shares of $251,000 were partly offset by the $186,000 payment on the long-term debt.

COMMITMENTS

Leases

The Company leases offices in Québec under operating leases expiring on April 30, 2018 and September 30, 2025. These agreements are renewable for an additional five-year period.

Future payments for the leases, totalling $3,135,000, required in each of the forthcoming years are as follows:

	$
2017	471,000
2018	416,000
2019	297,000
2020	303,000
2021	310,000
Thereafter	1,338,000

INFORMATION BY REPORTABLE SEGMENTS

Sector's Information

In order to strengthen its medical identity to develop its full potential in the FFR market, the Company reorganized, on September 1, 2015, its corporate structure. Following the reorganization, the Company is now organized into two segments: Medical and Industrial.

Medical segment: In this segment, Opsens focuses mainly on the measure of FFR in interventional cardiology.

Industrial segment: In this segment, Opsens' develops, manufactures and installs innovative fiber optic sensing solutions for critical applications such as the monitoring of oil wells and other demanding industrial applications.

The principal factors employed in the identification of the two segments reflected in this note include the Company's organizational structure, the nature of the reporting lines to the President and Chief Executive Officer and the structure of internal reporting documentation such as management accounts and budgets.

In accordance with IFRS 8, *Operating Segments*, the Company has restated the corresponding information for the year ended August 31, 2015 to reflect the corporate reorganization with the exception of the information on segment assets and liabilities because the information was not available and the cost to develop it would have been excessive.

The same accounting policies are used for both reportable segments. Operations are carried out in the normal course of operations and are measured at the exchange amount, which approximates prevailing prices in the markets.

	Years ended August 31,					
			2016			2015
	Medical	**Industrial**	**Total**	Medical	Industrial	Total
	$	**$**	**$**	$	$	$
External sales	**6,429,256**	**3,171,561**	**9,600,817**	5,034,767	3,629,963	8,664,730
Internal sales	**-**	**413,982**	**413,982**	-	-	-
Depreciation of property, plant and equipment	**443,355**	**105,875**	**549,230**	214,780	170,051	384,831
Amortization of intangible assets	**64,543**	**8,224**	**72,767**	48,352	13,748	62,100
Financial expenses (revenues)	**(167,106)**	**223,970**	**56,864**	(163,257)	162,691	(566)
Current income tax expense	**-**	**-**	**-**	340,000	-	340,000
Net earnings (loss)	**(7,247,523)**	**(2,031,912)**	**(9,279,435)**	708,560	(2,796,188)	(2,087,628)
Acquisition of property, plant and equipment	**2,934,675**	**131,924**	**3,066,599**	553,062	71,577	624,639
Additions to intangible assets	**108,264**	**54,376**	**162,640**	137,036	23,383	160,419
Segment assets	**14,281,597**	**2,579,879**	**16,861,476**	N/A	N/A	N/A
Segment liabilities	**8,973,258**	**575,795**	**9,549,053**	N/A	N/A	N/A

The Company's net loss per reportable segments reconciles to its consolidated financial statements as follows:

	Years ended August 31,	
	2016	2015
	$	$
Net loss per reportable segments	**(9,279,435)**	(2,087,628)
Elimination of inter-segment profits	**(2,234)**	-
Impairment charge on property, plant and equipment	**-**	(119,663)
Impairment charge on goodwill	**-**	(676,574)
Net loss and comprehensive loss	**(9,281,669)**	(2,883,865)

Geographic sector's information

	Years ended August 31,	
	2016	2015
	$	$
Revenue per geographic sector		
Japan	**3,521,669**	3,978,097
Canada	**2,207,299**	1,350,228
United States	**1,506,971**	870,179
Chile	**6,396**	1,169,182
Other*	**2,358,482**	1,297,044
	9,600,817	8,664,730

* Comprised of revenues generated in countries for which amounts are individually not significant.

Revenues are attributed to the geographic sector based on the clients' location. Capital assets, which include property, plant and equipment and intangible assets, are all located in Canada.

During the year ended August 31, 2016, revenues from one client represented individually more than 10% of the total revenues of the Company, i.e. approximately 37% (medical's reportable segment).

During the year ended August 31, 2015, revenues from two clients represented individually more than 10% of the total revenues of the Company, i.e. approximately 40% (medical's reportable segment) and 13% (industrial's reportable segment).

Medical segment

For the year ended August 31, 2016, revenues from medical segment were $6,429,000 compared with $5,035,000 for the year ended August 31, 2015, an increase of $1,394,000. The increase is explained by higher FFR revenues of $4,714,000 and by higher other medical revenues of $137,000. This was partially offset by the non-recurring revenues recognized during the year ended August 31, 2015 of $3,457,500 and by an adjustment on revenues of $340,000 (US$300,000) to recognize additional revenues from the distribution agreement.

Gross margin was $1,042,000 for the year ended August 31, 2016 compared with $4,035,000 for the year ended August 31, 2015, a decrease of $2,993,000. The gross margin percentage for the year ended August 31, 2015, without taking into consideration the non-recurring revenues, was 37% compared to 16% for year ended August 31, 2016. The decrease is explained by higher production losses due to the arrival of a high number of new employees that needed to be trained and other ramp up costs. In addition, gross margin percentage was also impacted by costs incurred by Opsens

for the relocation of its activities into a new facility. Following the relocation of its medical activities, the Company had to interrupt most of the production activities for approximately half of the third quarter. Also, the Company assume a high proportion of unallocated production overhead due to lower level of production than expected. In addition, the Company had to seek regulatory approvals for the facility from various geographies in order to be allowed to manufacture and ship FFR products.

Net loss for the medical segment was $7,248,000 for the year ended August 31, 2016 compared with net earnings of $708,000 for the year ended August 31, 2015. The increase in net loss is explained by the non-recurring revenues recorded during the year ended August 31, 2015 and by higher administrative, sales and marketing and research and development expenses as explained previously.

Working capital for the medical segment as at August 31, 2016 was $7,884,000 compared with $7,052,000 as at August 31, 2015. The increase of $832,000 is due to higher accounts receivables of $575,000, by higher inventory of $2,017,000 and by higher prepaid expenses of $165,000. This was partly offset by lower cash and cash equivalents of $1,500,000, by lower tax credit receivable of $135,000 and by a higher current portion of long-term debt of $247,000.

Industrial segment

For the year ended August 31, 2016, revenues from industrial segment were $3,172,000 compared with $3,630,000 for the year ended August 31, 2015, a decrease of $458,000. The decrease is explained by a non-recurring order worth more than $1 million for fiber optic sensor systems for mining operations in South America completed in fiscal 2015 partly offset by an increase in revenues in the oil and gas when compared with last year.

Gross margin was $591,000 for the year ended August 31, 2016 compared with $709,000 for the same period in 2015, a decrease of $118,000. Gross margin percentage decrease from 20% for the year ended August 31, 2015 to 19% for the same period in 2016. The decrease in gross margin is due to lower revenues combine with an allowance for obsolete inventory of $457,000 recorded during the year, a consequence of the difficult economic conditions prevailing in Alberta for oil and gas producers.

Net loss for the industrial segment was $2,032,000 for the year ended August 31, 2016 compared to a net loss of $2,796,000 for the year ended August 31, 2015. The decrease in the net loss is explained by lower administrative and sales and marketing expenses reflecting the effectiveness of the Company's implemented cost reduction measures. This is partly offset by a higher allowance for doubtful accounts related to a client in the oil and gas.

Working capital for the industrial segment as at August 31, 2016 was $1,619,000 compared with $1,441,000 as at August 31, 2015. The increase of $178,000 is due to higher cash and cash equivalents of $199,000, by higher accounts receivable of $845,000, by higher tax credit receivable of $150,000 and by lower deferred revenues of $243,000. This is partly offset by a decrease in inventories of $796,000 due to an allowance for obsolete inventory and by higher accounts payable of $434,000 when compared with last year.

FOURTH QUARTER 2016

Revenues

Revenues totalled $3,025,000 for the quarter ended August 31, 2016 compared to $1,110,000 for the same period last year. The increase in revenues is explained by higher FFR revenues and other medical revenues.

Gross margin

Gross margin was ($133,000) for the three-month period ended August 31, 2016 compared to ($105,000) for the same period last year, a decrease of $28,000. Gross margin as a percentage of revenues increased from (9%) for the three-month period ended August 31, 2015 to (4%) for the same period in 2016. The negative gross margin is explained by recognition of an allowance for obsolete inventory of $462,000 as explained previously.

Administrative expenses

Administrative expenses were $833,000 and $631,000 for the three-month periods ended August 31, 2016 and 2015, respectively. The increase is explained by higher headcount and professional fees.

Sales and marketing expenses

Sales and marketing expenses totalled $1,267,000 for the quarter ended August 31, 2016, an increase of $950,000 over the $317,000 reported for the same period in 2015. The increase is largely explained by higher headcount, commissions, travelling and subcontractor expenses when compared with last year due to the expansion of Opsens' sales channel for its FFR products.

Research and development expenses

Research and development expenses totalled $702,000 for the quarter ended August 31, 2016, an increase of $24,000 over the $678,000 reported for the same period in 2015. The increase is explained by higher headcount for FFR activities. This was partly offset by lower supplies and subcontractors expenses than last year because of the manufacturing in fiscal 2015 of OptoWire II for the verification and validation phase.

Financial expenses

Financial expenses totalled $2,000 and $20,000 for the three-month periods ended August 31, 2016 and 2015, respectively. The decrease in financial expenses is explained by a favorable exchange rate resulting in a positive impact of $28,000. This was offset by higher interest expense on long-term debt of $9,000.

Change in fair value of embedded derivative

The change in fair value of embedded derivative comes from the variance of the fair market value of the conversion option component for the convertible debenture. During the fourth quarter, an amount of $88,000 ($60,000 for the three-month period ended August 31, 2015) was recorded as a loss in the consolidated statement of loss.

Net loss

As a result of the foregoing, net loss for the quarter ended August 31, 2016 was $3,025,000 or 0.04 cent a share compared with a net loss of $1,811,000 or 0.03 cent a share for the same quarter in 2015.

INFORMATION ON SHARE CAPITAL

For the year ended August 31, 2016, the Company granted to some employees, Directors and consultants a total of 2,154,750 stock options with an average exercise price of $0.95, cancelled 93,750 stock options with an exercise price of $0.79 and 574,250 stock options with an average exercise price of $0.38 were exercised.

For the year ended August 31, 2015, the Company granted to some employees and Directors a total of 862,000 stock options with an average exercise price of $0.81 and cancelled 620,000 stock options with an average exercise price of $0.29. Also, 17,500 stock options with an average exercise price of $0.81 expired and 854,250 stock options with an average exercise price of $0.27 were exercised.

For the year ended August 31, 2016, the Company issued 5,313,610 warrants with units with an average exercise price of $1.36 and issued 313,886 warrants to brokers with an average exercise price of $0.88. Also, 2,670,110 warrants expired with an average exercise price of $1.05 and 790,316 warrants with an average exercise price of $0.74 were exercised.

For the year ended August 31, 2015, 25,000 warrants with an average exercise price of $0.73 were exercised.

As at November 15, 2016, the following components of shareholders' equity are outstanding:

Common shares	72,995,038
Stock options	5,198,500
Warrants	5,582,496
Convertible debenture	3,520,000
Securities on a fully diluted basis	87,296,034

The number of shares that would be issued upon conversion of the debenture may vary depending on various parameters such as the exchange rate and the conversion price per share. In the table above, the conversion was carried out on the assumption that the exchange rate between the U.S. dollar and the Canadian dollar is 1.32 and the conversion price is equal to $0.75 per share.

No dividend was declared per share for each share class.

RELATED-PARTY TRANSACTIONS

In the normal course of its operations, the Company has entered into transactions with related parties.

	Years ended August 31,	
	2016	2015
	$	$
Professional fees paid to a company controlled by a director	**29,248**	25,459

Fees are incurred for the Company's FFR activities.

FINANCIAL INSTRUMENTS

Fair Value

The fair value of cash and cash equivalents, trade and other receivables and accounts payable and accrued liabilities approximates their carrying value due to their short-term maturities.

The fair value of long-term debt is based on the discounted value of future cash flows under the current financial arrangements at the interest rate the Company expects to currently negotiate for loans with similar terms and conditions and maturity dates. The fair value of long-term debt approximates its carrying value due to the current market rates.

The fair value of the convertible debenture is based on the discounted value of future cash flows under the current financial arrangements at the interest rate the Company expects to currently negotiate for loans with similar terms and conditions and maturity dates. The fair value of the debt component of the convertible debenture approximates $1,905,700 as at August 31, 2016 ($1,693,400 as at August 31, 2015) and is classified at level 2 in the fair value hierarchy.

Valuation Techniques and Assumptions Applied for the Purposes of Measuring Fair Value

The Company must maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The Company primarily applies the market approach for recurring fair value measurements. The three input levels used by the Company to measure fair value are the following:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities. An active market for the asset or liability is a market in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 – Quoted prices for similar assets or liabilities; quoted prices 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.

Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The following table summarizes the fair value hierarchy under which the Company's financial instruments are valued.

	As at August 31, 2016			
	Total	**Level 1**	**Level 2**	**Level 3**
	$	**$**	**$**	**$**
Financial assets (liabilities) measured at fair value:				
Convertible debenture – embedded derivative	**(979,635)**	**-**	**(979,635)**	**-**

	As at August 31, 2015			
	Total	**Level 1**	**Level 2**	**Level 3**
	$	**$**	**$**	**$**
Financial assets (liabilities) measured at fair value:				
Convertible debenture – embedded derivative	(245,773)	-	(245,773)	-

The convertible debenture contains an embedded derivative that must be measured at fair value at each reporting date with gains and losses in fair value recognized through profit or loss. One of the most significant assumptions impacting the Company's valuation of this embedded derivative is the implied volatility. The fair value of the convertible debenture was determined using the Black-Scholes pricing model using an implied volatility of 55% (95% in 2015), a discount rate of 0.57% (0.44% in 2015) and an expected life of 1.2 years (2.2 years in 2015). A 1% change in the implied volatility factor would have changed the fair value of the embedded derivative by $9,575 ($1,840 for the year ended August 31, 2015).

Risk Management

The main risks arising from the Company's financial instruments are credit risk, liquidity risk, interest rate risk and foreign exchange risk. These risks arise from exposures that occur in the normal course of business and are managed on a consolidated Company basis.

Credit Risk

Credit risk is the risk of an unexpected loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company regularly monitors credit risk exposure and takes steps to mitigate the likelihood of this exposure resulting in losses. The Company's exposure to credit risk currently relates to cash and cash equivalents and to trade and other receivables. The Company's credit risk management policies include the authorization to carry out investment transactions with recognized financial institutions with credit ratings of at least A and higher, in either

bonds, money market funds or guaranteed investment certificates. Consequently, the Company manages credit risk by complying with established investment policies.

The credit risk associated with trade and other receivables is generally considered normal as trade receivables consist of a large number of customers spread across diverse geographical areas. Generally, the Company does not require collateral or other security from customers for trade accounts receivable; however, credit is extended following an evaluation of creditworthiness. In addition, the Company performs ongoing credit reviews of all of its customers and establishes an allowance for doubtful accounts when accounts are determined to be at risks and/or uncollectible. Two major customers represented 50% of the Company's total accounts receivable as at August 31, 2016 (33% as at August 31, 2015).

As at August 31, 2016, 56% (4% as at August 31, 2015) of the accounts receivable were of more than 90 days whereas 30% (55% as at August 31, 2015) of those were less than 30 days. The maximum exposure to the risk of credit for accounts receivable corresponded to their book value. As at August 31, 2016, the allowance for doubtful accounts was established at $491,623 ($3,032 as at August 31, 2015).

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled in cash and/or another financial asset. The Company's approach is to ensure it will have sufficient liquidity to meet operational, capital and regulatory requirements and obligations, under both normal and stressed circumstances. Cash flow projections are prepared and reviewed quarterly by the Board of Directors to ensure a sufficient continuity of funding. The funding strategies used to manage this risk include the Company's access to capital markets for equity and debt securities issues.

The following are the contractual maturities of the financial liabilities (principal and interest, assuming current interest rates) as at August 31, 2016 and August 31, 2015:

August 31, 2016	**Carrying amount**	**Cash flows**	**0 to 12 months**	**12 to 24 months**	**After 24 months**
	$	**$**	**$**	**$**	**$**
Accounts payable and accrued liabilities	**2,041,873**	**2,041,873**	**2,041,873**	**-**	**-**
Long-term debt	**1,784,654**	**1,930,582**	**530,651**	**502,285**	**897,646**
Convertible debenture	**3,792,839**	**2,898,533**	**-**	**2,898,533**	**-**
Total	**7,619,366**	**6,870,988**	**2,572,524**	**3,400,818**	**897,646**

August 31, 2015	**Carrying amount**	**Cash flows**	**0 to 12 months**	**12 to 24 months**	**After 24 months**
	$	$	$	$	$
Accounts payable and accrued liabilities	1,657,962	1,657,962	1,657,962	-	-
Long-term debt	695,088	862,821	244,458	180,646	437,717
Convertible debenture	2,998,702	2,907,594	-	-	2,907,594
Total	5,351,752	5,428,377	1,902,420	180,646	3,345,311

Interest Rate Risk

The Company's exposure to interest rate risk is summarized as follows:

Cash and cash equivalents	Fixed interest rates
Trade and other receivables	Non-interest bearing
Accounts payable and accrued liabilities	Non-interest bearing
Long-term debt	Non-interest bearing, fixed and variable interest rates
Convertible debenture	Fixed interest rates

Interest Rate Sensitivity Analysis

Interest rate risk exists when interest rate fluctuations modify the cash flows or the fair value of the Company's investments and embedded derivative. The Company owns investments with fixed interest rates. As at August 31, 2016, the Company was holding more than 92% (93% as at August 31, 2015) of its cash and cash equivalents in all-time redeemable term deposits.

All else being equal, a hypothetical 1% interest rate increase would have had an unfavourable impact of $2,487 on net loss and comprehensive loss for the year ended August 31, 2016 (unfavourable impact of $1,100 for the year ended August 31, 2015). A hypothetical 1% interest rate decrease would have had a favourable impact of $3,670 on net loss and comprehensive loss for the year ended August 31, 2016 (favourable impact of $1,300 for the year ended August 31, 2015).

Financial expenses (revenues)

	Years ended August 31,	
	2016	2015
	$	$
Interest and bank charges	**57,298**	60,868
Interest on long-term debt	**44,967**	32,665
Interest and accreted interest on convertible debenture	**69,629**	83,225
Loss (gain) on foreign currency translation	**(3,988)**	(23,746)
Interest income	**(111,042)**	(153,678)
	56,864	(566)

Concentration Risk

Concentration risk exists when investments are made with multiple entities that share similar characteristics or when a large investment is made with a single entity. As at August 31, 2016 and 2015, the Company was holding 100% of its cash equivalents portfolio in all-time redeemable term deposits with financial institutions with high creditworthiness.

Foreign Exchange Risk

The Company realizes certain sales and purchases and certain supplies and professional services in US dollars, Euros and British pound. Therefore, it is exposed to foreign currency fluctuations. At this time, the Company does not actively manage this risk.

Foreign Currency Sensitivity Analysis

For the year ended August 31, 2016, if the Canadian dollar had strengthened 10% against the US dollar with all other variables held constant, net loss and comprehensive loss would have been $260,000 lower ($11,000 higher for the year ended August 31, 2015). Conversely, if the Canadian dollar had weakened 10% against the US dollar with all other variables held constant, net loss and comprehensive loss would have been $260,000 higher for the year ended August 31, 2016 ($11,000 lower for the year ended August 31, 2015).

For the year ended August 31, 2016, if the Canadian dollar had strengthened 10% against the Euros with all other variables held constant, net loss and comprehensive loss would have been $159,000 higher ($20,000 higher for the year ended August 31, 2015). Conversely, if the Canadian dollar had weakened 10% against the Euros with all other variables held constant, net loss and comprehensive loss would have been $159,000 lower for the year ended August 31, 2016 ($20,000 lower for the year ended August 31, 2015).

For the year ended August 31, 2016, if the Canadian dollar had strengthened 10% against the British pound with all other variables held constant, net loss and comprehensive loss would have been $42,000 higher (nil for the year ended August 31, 2015). Conversely, if the Canadian dollar had weakened 10% against the British pound with all other variables held constant, net loss and comprehensive loss would have been $42,000 lower for the year ended August 31, 2016 (nil for the year ended August 31, 2015).

As at August 31, 2016 and August 31, 2015, the risk to which the Company was exposed is established as follows:

	As at August 31, 2016	As at August 31, 2015
	$	$
Cash and cash equivalents (US$125,202; US$2,097,017 as at August 31, 2015)	**163,903**	2,759,045
Cash and cash equivalents (Euro 22,450; nil as at August 31, 2015)	**32,842**	-
Trade and other receivables (US$440,847; US$182,630 as at August 31, 2015)	**578,410**	240,286
Trade and other receivables (Euro 205,129; Euro 53 625 as at August 31, 2015)	**300,083**	79,167
Trade and other receivables (British pound 85,745; nil as at August 31, 2015)	**147,679**	-
Accounts payable and accrued liabilities (US$317,632; US$289,251 as at August 31, 2015)	**(416,288)**	(380,567)
Convertible debenture (US$2,144,864; US$2,092,368 as at August 31, 2015)	**(2,813,204)**	(2,752,929)
Embedded derivatives (US$746,900; US$186,800 as at August 31, 2015)	**(979,635)**	(245,773)
Total	**(2,986,210)**	(300,771)

CAPITAL MANAGEMENT

The Company's objective in managing capital, primarily composed of shareholders' equity, long-term debt and the convertible debenture, is to ensure sufficient liquidity to fund R&D activities, general and administrative expenses, sales and marketing expenses, long-term debt, working capital and capital expenditures.

In the past, the Company has had access to liquidity through non-dilutive sources, including the sale of non-core assets, long-term debt, investment tax credits and government assistance, interest income and public equity offerings.

As at August 31, 2016, the Company's working capital amounted to $9,502,625 ($8,492,636 as at August 31, 2015), including cash and cash equivalents of $5,903,040 ($7,203,612 as at August 31, 2015). The accumulated deficit at the same date was $30,539,014 ($21,257,345 as at August 31, 2015). Based on the Company's assessment, which takes into account current cash and cash equivalents, as well as its strategic plan and corresponding budgets and forecasts, the Company believes that it has sufficient liquidity and financial resources to fund planned expenditures and other working capital needs for at least, but not limited to, the 12-month period following the consolidated statements of financial position date of August 31, 2016.

The Company believes that its current liquid assets are sufficient to finance its activities in the short-term.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. Capital management objectives, policies and procedures have remained unchanged since the last fiscal year.

For the years ended August 31, 2016 and 2015, the Company has not been in default under any of its obligations regarding the long-term debt.

CAPACITY TO PRODUCE RESULTS

As discussed in the section “LIQUIDITY AND CAPITAL RESOURCES”, the Company has the required financial resources for its short-term operations, to fulfill its commitments, to support its growth plan and for the development of its activities. On a mid-term perspective, it is possible that additional financing, through the issuance of shares or debt financing or any other means of financing, might be required.

During the next year, the increase in the activity level should require additional investment in working capital of approximately $3,100,000. Additional investments of approximately $2,600,000 will also be required for the acquisition of property, plant and equipment and to finance the anticipated negative EBITDAO.

From the human resources’ perspective, there are no vacancies in the major executive positions within the Company. However, additional technical and production personnel as well as sales and marketing personnel will be required to support the expected growth. Taking into account the employment market in Canada, Opsens is confident in its capacity to recruit qualified human resources in a timely fashion.

Regarding the strategy on corporate executive remuneration, it is oriented towards creation of long-term value for the shareholders. Several corporate executives hold an important share and share-purchase option position, with rights to be acquired over a four-year period in order to align shareholders’ interest with corporate executives’ interest. This long-term vision stimulates innovation and the development of recurrent revenues.

NEW ACCOUNTING STANDARDS

There are no IFRSs or International Financial Reporting Interpretations Committee ("IFRIC") that are effective for the first time in 2016 that would be expected to have a material impact on the Company.

Not yet adopted

IFRS 9, Financial Instruments

In July 2014, the IASB issued the final version of IFRS 9, *Financial Instruments*. The new standard will replace IAS 39, *Financial instruments: recognition and measurement*. The final amendments made in the new version include guidance for the classification and measurement of financial assets and a third measurement category for financial assets, fair value through other comprehensive income. The standard also contains a new expected loss impairment model for debt instruments measured at amortized cost or fair value through other comprehensive income, lease receivables, contract assets and certain written loan commitments and financial guarantee contracts. The standard is effective for annual periods beginning on or after January 1, 2018 and must be applied retrospectively with some

exceptions. Early adoption is permitted. Restatement of prior periods in relation to the classification and measurement, including impairment, is not required. The Company has not yet assessed the impact of this new standard.

IFRS 15, Revenue from Contracts with Customers

In May 2014, the IASB issued IFRS 15, *Revenue from contracts with customers*. IFRS 15 replaces all previous revenue recognition standards, including IAS 18, *Revenue*, and related interpretations such as IFRIC 13, *Customer loyalty programmes*. The standard sets out the requirements for recognizing revenue. Specifically, the new standard introduces a comprehensive framework with the general principle being that an entity recognizes revenue to depict the transfer of promised goods and services in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard introduces more prescriptive guidance than was included in previous standards and may result in changes in classification and disclosure in addition to changes in the timing of recognition for certain types of revenues. On July 22, 2015, the IASB has confirmed a one-year deferral of the effective date of IFRS 15 to January 1, 2018.

In April 2016, the IASB issued clarifications to IFRS 15, *Revenue from contracts with customers*. These clarifications provide additional clarity on revenue recognition related to identifying performance obligations, application guidance on principal versus agent and licenses of intellectual property. The Company has not yet assessed the impact of this new standard.

IFRS 16, Lease

On January 13, 2016, the IASB released IFRS 16, *Leases*, which replace IAS 17, *Leases*, and the related interpretations on leases such as IFRIC 4, *Determining whether an arrangement contains a lease*, SIC 15, *Operating leases – Incentives* and SIC 27, *Evaluating the substance of transactions in the legal form of a lease*. This new standard specifies how to recognize, measure, present and disclose leases. It also provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless lease term is 12 months or less or the underlying asset has a small value. Accounting for the lessor remain substantially unchanged. The standard is effective for periods beginning on or after January 1, 2019, with earlier application permitted for companies that also apply IFRS 15, *Revenue from Contracts with Customers*. The Company has not yet assessed the impact of this new standard.

IAS 7, Statement of cash flows

On January 29, 2016, the IASB published amendments to IAS 7, *Statements of cash flows*. The amendments are intended to clarify IAS 7 to improve information provided to users of financial statements about an entity's financing activities. They are effective for annual periods beginning on or after January 1, 2017, with earlier application being permitted. The Company has not yet assessed the impact of this new standard.

RISK FACTORS AND UNCERTAINTIES

The Company operates in an industry that contains various risks and uncertainties. The risks and uncertainties listed below are not the only ones to which the Company is subject. Additional risks and uncertainties not presently known by the Company, or which the Company deems to be currently insignificant, may impede the Company's performance. The materialization of one of the following risks could harm the Company's activities and have significant negative impacts on its financial situation and its operating results. In that case, the Company's stock price could be affected.

In the FFR market, the Company is dependent on the success of the OptoWire, its guidewire measuring FFR and cannot be certain that it will achieve the broad acceptance necessary to develop a profitable business. Expected future revenues are primarily derived from sales of the OptoWire. The OptoWire is designed to provide cardiologists with a pressure guidewire to navigate coronary arteries and cross blockages with ease, while also measuring intra-coronary blood pressure. The Company expects that sales of its FFR products will account for a majority of its revenues for the foreseeable future, however it is difficult to predict the penetration and future growth rate or size of the market for FFR technology. The expansion of the FFR market depends on a number of factors, such as:

- physicians accepting the benefits of the use of FFR in conjunction with angiography;
- physicians experience with FFR products either used alone or jointly used in a single percutaneous coronary intervention, or PCI;
- the availability of training necessary for proficient use of FFR products, as well as willingness by physicians to participate in such training;
- the additional procedure time required for use of FFR compared to the perceived benefits;
- the perceived risks generally associated with the use of the Company's products and procedures, especially its new products and procedures;
- the placement of the Company's products in treatment guidelines published by leading medical organizations;
- the availability of alternative treatments or procedures that are perceived to be or are more effective, safer, easier to use or less costly;
- hospitals' willingness, and having sufficient budgets, to purchase the Company's FFR products;
- the size and growth rate of the PCI market in the major geographies in which the Company operates;
- the availability of adequate reimbursement; and
- the success of the Company's marketing efforts and publicity regarding FFR technology.

Even if FFR technology gains wide market acceptance, the Company's FFR products may not adequately address market requirements and may not continue to gain market acceptance among physicians, healthcare payors and the medical community due to factors such as:

- the lack of perceived benefit from information related to pressure characteristics of blood around blockages available to the physician;
- the actual and perceived ease of use of the Company's FFR products;
- the quality of the measurements provided by the Company's FFR products;
- the cost, performance, benefits and reliability of the Company's FFR products relative to competing products and services; and
- the extent and timing of technological advances.

If FFR technology generally, or the Company's FFR products specifically, do not gain wide market acceptance, the Company may not be able to achieve its anticipated growth, revenues or profitability and its results of operations would suffer.

The risks inherent in the Company's international operations may adversely impact its revenues, results of operations and financial condition. The Company anticipates that it will derive a significant portion of its revenues from operations in Japan, the United States and Europe. As the Company expands internationally, it will need to retain and train its distributors, hire, train and retain qualified personnel for its direct sales efforts and train other personnel in countries where language, cultural or regulatory impediments may exist. The Company cannot ensure that distributors, physicians, regulators or other government agencies outside Canada will accept its products, services and business practices. Current or future trade, social and environmental regulations or political issues could restrict the supply of resources used in production or increase its costs. Compliance with such regulations is costly. Any failure to comply with applicable legal and regulatory obligations could impact the Company in a variety of ways that include, but are not limited to, significant criminal, civil and administrative penalties, including imprisonment of individuals, fines and penalties, denial of export privileges, seizure of shipments and restrictions on certain business activities. Failure to comply with applicable legal and regulatory obligations could result in the disruption of the Company's manufacturing, shipping and sales activities. The Company's international sales operations expose it and its representatives, agents and distributors to risks inherent in operating in foreign jurisdictions, including:

- the Company's ability to obtain, and the costs associated with obtaining export licenses and other required export or import licenses or approvals;
- changes in duties and tariffs, taxes, trade restrictions, license obligations and other non-tariff barriers to trade;
- burdens of complying with a wide variety of foreign laws and regulations related to healthcare products;
- costs of localizing product and service offerings for foreign markets;
- business practices favoring local companies;

- longer payment cycles and difficulties collecting receivables through foreign legal systems;
- difficulties in enforcing or defending agreements and intellectual property rights;
- differing local product preferences, including as a result of differing reimbursement practices;
- fluctuations in foreign currency exchange rates and their impact on the Company's operating results; and
- changes in foreign political or economic conditions.

The Company cannot ensure that one or more of these factors will not harm the Company. Inability to expand the Company's international operations would adversely impact its revenues, results of operations and financial condition.

If the third-party distributors that the Company will rely on to market and sell its products are not successful, the Company may be unable to increase or maintain its level of revenues. A portion of its revenue will be generated by third-party distributors, especially in international markets. If these distributors cease or limit operations or experience a disruption of their business operations, or are not successful in selling the Company's products, it may be unable to increase or maintain its level of revenues, and any such developments could negatively affect its international sales strategy. Over the long term, the Company intends to grow its business internationally, and to do so it will need to attract additional distributors to expand the territories in which the Company does not directly sell its products. The Company's distributors may not commit the necessary resources to market and sell its products. If current or future distributors do not continue to distribute the Company's products or do not perform adequately or if the Company is unable to locate distributors in particular geographic areas, it may not realize revenue growth internationally.

The Company may require significant additional capital to pursue its growth strategy, and its failure to raise capital when needed could prevent the Company from executing its growth strategy. The Company believes that its existing cash and cash equivalents will be sufficient to meet its anticipated cash needs for at least the next 12 months. However, the Company may need to obtain additional financing to pursue its strategy, to respond to new competitive pressures or to act on opportunities to acquire or invest in complementary businesses, products or technologies. The timing and amount of the Company's working capital and capital expenditure requirements may vary significantly depending on numerous factors, including:

- market acceptance of its products;
- the revenues generated by its products;
- the need to adapt to changing technologies and technical requirements, and the costs related thereto;
- the costs associated with expanding its manufacturing, marketing, sales and distribution efforts;
- the existence and timing of opportunities for expansion, including acquisitions and strategic transactions; and
- costs and fees associated with defending existing or potential litigation.

If the Company fails to properly manage its anticipated growth, the Company could suffer. Rapid growth of the Company is likely to place a significant strain on its managerial, operational and financial resources and systems. To execute the Company's anticipated growth successfully, it must attract and retain qualified personnel and manage and train them effectively. The Company anticipates hiring additional distributors and personnel to assist in the commercialization of its current products and in the development of future products. The Company will be dependent on its personnel and third parties to effectively market and sell its products to an increasing number of customers. It will also depend on its personnel to develop and manufacture in anticipated increased volumes its existing products, as well as new products and product enhancements. Further, the Company anticipated growth will place additional strain on its suppliers resulting in increased need for it to carefully monitor for quality assurance. Any failure by the Company to manage its growth effectively could have an adverse effect on its ability to achieve its development and commercialization goals.

If the Company is unable to protect its intellectual property effectively, its financial condition and results of operations could be adversely affected. Patents and other proprietary rights are essential to the Company and its ability to compete effectively with other companies is dependent upon the proprietary nature of its technologies. The Company also relies upon trade secrets, know-how, continuing technological innovations and licensing opportunities to develop, maintain and strengthen its competitive position. The Company seeks to protect these, in part, through confidentiality agreements with certain employees, consultants and other parties. The Company pursues a policy of generally obtaining patent protection in both Canada and in key foreign countries for patentable subject matter in its proprietary

devices and also attempt to review third-party patents and patent applications to the extent publicly available to develop an effective patent strategy, avoid infringement of third-party patents, and monitor the patent claims of others.

The Company currently owns numerous Canadian and foreign patents and has patent applications pending. The Company cannot be certain that any pending or future patent applications will result in issued patents, that any current or future patents issued will not be challenged, invalidated or circumvented or that the rights granted thereunder will provide a competitive advantage to it or prevent competitors from entering markets which the Company currently serves. In addition, the Company may have to take legal action in the future to protect its trade secrets or know-how or to defend itself against claimed infringement of the rights of others. Any legal action of that type could be costly and time consuming to the Company despite insurance policies owned by the Company and it cannot be certain of the outcome. The invalidation of key patents or proprietary rights which the Company owns or an unsuccessful outcome in lawsuits to protect its intellectual property could have a material adverse effect on its financial condition and results of operations.

Pending and future patent litigation could be costly and disruptive to the Company and may have an adverse effect on its financial condition and results of operations. The Company operates in an industry that is susceptible to significant patent litigation and, in recent years, it has been common for companies in the medical device field to aggressively challenge the rights of other companies to prevent the marketing of new devices. Companies that obtain patents for products or processes that are necessary for or are useful to the development of its products may bring legal actions against the Company claiming infringement. Defending intellectual property litigation is expensive and complex and outcomes are difficult to predict. Any pending or future patent litigation may result in significant royalty or other payments or injunctions despite insurance policies owned by the Company that can prevent the sale of products and may cause a significant diversion of the efforts of the Company's technical and management personnel. While the Company intends to defend any such lawsuits vigorously, it cannot be certain that it will be successful. In the event that the Company's right to market any of its products is successfully challenged or if the Company fails to obtain a required license or is unable to design around a patent, the Company's financial condition and results of operations could be materially adversely affected.

Quality problems with the processes and products could harm the Company's reputation for producing high-quality products and diminish its competitive advantage, sales and market share. The manufacturing of the FFR products is a highly rigorous and complex process, due in part to strict regulatory requirements. Any failure to manufacture our products in accordance with product specifications could result in increased costs, lost revenues, field corrective actions, customer dissatisfaction or voluntary product recalls, any of which could harm the Company's profitability and commercial reputation. Problems may arise during manufacturing for a variety of reasons, including equipment malfunction, failure to follow specific protocols and procedures and problems with raw materials. Quality is extremely important to us and our customers due to the serious and costly consequences of product failure. Opsens' quality certifications are critical to the marketing success of its products. If the Company's fails to meet these standards, its reputation could me damaged, it could lose customers, and its revenue and results of operations could decline. Aside from specific customer standards, our success depends generally on our ability to manufacture to exact tolerances precision-engineered components, subassemblies, and finished devices from multiple materials. If the components fail to meet these standards or fail to adapt to evolving standards, Opsens' reputation as a manufacturer of high-quality devices will be harmed, its competitive advantage could be damaged, and it could lose customers and market share.

The loss of any of the Company's sole-source suppliers or an increase in the price of inventory supplied to it could have an adverse effect on the Company's financial condition and results of operations. The Company purchases certain supplies used in its manufacturing processes from single sources due to quality considerations, costs or constraints resulting from regulatory requirements. Agreements with certain suppliers are terminable by either party upon short notice and the Company has been advised periodically by some suppliers that in an effort to reduce their potential product liability exposure, they may terminate sales of products to customers that manufacture implantable medical devices, and the Company may not be able to establish additional or replacement suppliers for certain components or materials quickly. In addition, the Company may lose a sole-source supplier due to, among other things, the acquisition of such a supplier by a competitor (which may cause the supplier to stop selling its products to it) or the bankruptcy of such a supplier, which may cause the supplier to cease operations. A reduction or interruption by a sole-source supplier of the supply of materials or key components used in the manufacturing of the Company's

products or an increase in the price of those materials or components could adversely affect the Company's financial condition and results of operations.

The Company's might encounter challenges relating to the management and operation of its new facility, and the expansion has and will continue to increase its fixed costs, which may have a negative impact on its financial results and condition. In June 2015, the Company announced a massive expansion to increase its manufacturing capacity and accommodate its growing number of employees. Therefore, Opsens entered into a leasing agreement for a 30,000 square foot building. There is no guarantee that the Company will be able to successfully operate this facility in an efficient or profitable manner. The Company will also need to transfer its manufacturing processes, technology and know-how to the new facility. If the Company is unable to operate this facility, or successfully transfer its manufacturing processes, technology and know-how in a timely and cost-effective manner, or at all, then it might experience disruption in its operations, which could negatively impact its business and financial results.

Instability in international markets or foreign currency fluctuations could adversely affect the Company's results of operations. The Company's products will be marketed in many countries, with its largest geographic markets being Japan, Europe, and the United States. As a result, the Company's faces currency and other risks associated with its international sales. The Company is exposed to foreign currency exchange rate fluctuations due to transactions denominated primarily in United States dollars and Euros which may potentially reduce the Canadian dollars the Company receives for sales denominated in any of these foreign currencies and/or increase the Canadian dollars the Company reports as expenses in these currencies, thereby affecting its reported consolidated revenues, profit margins and results of operations. Fluctuations between the currencies in which the Company does business will cause foreign currency transaction gains and losses. The Company cannot predict the effects of currency exchange rate fluctuations upon its future operating results because of the number of currencies involved, the variability of currency exposures and the volatility of currency exchange rates.

In addition to foreign currency exchange rate fluctuations, there are a number of additional risks associated with the Company's international operations, including those related to:

- the imposition of or increase in import or export duties, surtaxes, tariffs or customs duties;
- the imposition of import or export quotas or other trade restrictions;
- foreign tax laws and potential increased costs associated with overlapping tax structures;
- compliance with import/export laws;
- longer accounts receivable cycles in certain foreign countries, whether due to cultural, economic or other factors;
- changes in medical reimbursement programs and regulatory requirements in international markets in which the Company operates; and
- economic and political instability in foreign countries, including concerns over excessive levels of sovereign debt and budget deficits in countries where the Company markets its products that could result in an inability to pay or timely pay outstanding payables.

Modifications to the Company's products may require new regulatory clearances or approvals or may require the Company to recall or cease marketing its products until clearances or approvals are obtained. Modifications to the Company's products may require the submission of new regulatory filings. If a modification is implemented to address a safety concern, the Company may also initiate a recall or cease distribution of the affected device. In addition, if the modified devices require the submission of a new regulatory filing and the Company distributes such modified devices without obtaining regulatory clearances or approvals, then the Company may be required to recall or cease distributing the devices. Regulatory bodies can review a manufacturer's decision not to submit a modification and may disagree. Regulatory bodies can also on their own initiatives determine that clearances or approvals are required. The Company may make additional modifications in the future that it believes do not or will not require clearance or approval. If the Company begins manufacture and distribution of the modified devices and regulatory bodies later disagree the Company's determination and require the submission of new regulatory filing for the modifications, the Company may also be required to recall the distributed modified devices and to stop distribution of the modified devices, which could have an adverse effect on its business. If the regulatory bodies do not clear or approve the modified devices, the Company may need to redesign the devices, which could also harm its business. When a device is marketed without a required clearance or approval, the regulatory bodies have the authority to bring an enforcement action, including

injunction, seizure and criminal prosecution. Regulatory bodies consider such additional actions generally when there is a serious risk to public health or safety and the Company's corrective and preventive actions are inadequate to address the regulatory bodies' concerns.

If the Company or its suppliers fail to comply with regulatory bodies' quality system or ISO quality management systems, manufacturing of its products could be negatively impacted and sales of its products could suffer. The Company's manufacturing practices must be in compliance with regulatory bodies' quality system regulation, which governs the facility, methods, controls procedures, and records of the design, manufacture, packaging, labeling, storage, shipping, installation, and servicing its products intended for human use. The Company is also subject to similar state and foreign requirements and licenses, including the current Good Manufacturing Practice (cGMP) for medical devices, MDD-93/42/EEC and the ISO 13485 Quality Management Systems, standard applicable to medical devices. In addition, the Company must engage in regulatory reporting in the case of potential patient safety risks and makes available its manufacturing facility, procedures, and records for periodic inspections and audits by governmental agencies. If the Company fails to comply with these regulations and standards, its operations could be disrupted and its manufacturing interrupted, and it may be subject to enforcement actions if its corrective actions are not adequate to ensure compliance.

The Company's products may in the future be subject to product recalls or voluntary market withdrawals that could harm its reputation, business and financial results. Local and foreign governmental authorities have the authority to require the recall of commercialized products in the event of material deficiencies or defects in design or manufacture that could affect patient safety. Manufacturers may, under their own initiative, recall a product if any material deficiency in a device is found or suspected. A government-mandated recall or voluntary recall by the Company or one of its distributors could occur as a result of component failures, manufacturing errors, design, labeling defects or other issues. Recalls, which include corrections as well as removals, of any of the Company's products would divert managerial and financial resources and could have an adverse effect on its financial condition, harm its reputation with customers, and reduce its ability to achieve expected revenues.

The Company is required to comply with medical device reporting, or MDR, requirements and must report certain malfunctions, deaths, and serious injuries associated with its products, which can result in voluntary corrective actions or agency enforcement actions. Under MDR regulations, medical device manufacturers are required to submit information to regulatory bodies when they receive a report or become aware that a device has or may have caused or contributed to a death or serious injury or has or may have a malfunction that would likely cause or contribute to death or serious injury if the malfunction were to recur. All manufacturers placing medical devices on the market are legally bound to report any serious or potentially serious incidents involving devices they produce or sell to the competent authority in those jurisdictions the incident occurred. If this were to happen to the Company, the relevant competent authority would file an initial report, and there would then be a further inspection or assessment if there were particular issues. This would be carried out either by the competent authority or it could require that the BSI, as the notified body, carry out the inspection or assessment.

Malfunctions of the Company's products could result in future voluntary corrective actions, such as recalls, including corrections, or customer notifications, or agency action, such as inspection or enforcement actions. If malfunctions do occur, the Company cannot guarantee that it will be able to correct the malfunctions adequately or prevent further malfunctions, in which case we may need to cease manufacture and distribution of the affected devices, initiate voluntary recalls, and redesign the devices; nor can we ensure that regulatory authorities will not take actions against us, such as ordering recalls, imposing fines, or seizing the affected devices. If someone is harmed by a malfunction or by product mishandling, the Company may be subject to product liability claims. Any corrective action, whether voluntary or involuntary, as well as defending ourselves in a lawsuit, will require the dedication of its time and capital, distract management from operating the business, and may harm its reputation and financial results.

The Company has a limited operating history, and cannot assure you that it achieves and sustains profitability in future periods. The Company was incorporated in 2006 and has been profitable, on a full year basis, only in 2010. Net losses for fiscal years ended August 31, 2016 and 2015 were $9,282,000 and $2,884,000, respectively. To the extent that the Company is able to increase revenues, it expects its operating expenses will also increase as the Company will be expanded to meet anticipated growing demand for its products and will devote resources to its sales, marketing and research and development activities. If the Company is unable to reduce its operating expenses, the Company may not

achieve profitability. Additionally, expenses will fluctuate as the Company makes future investments in research and development, selling and marketing and general and administrative activities, including as a result of new product introductions. This will cause the Company to experience variability in its reported earnings and losses in future periods. You should not rely on the Company's operating results for any prior quarterly or annual period as an indication of its future operating performance.

Dependence upon a limited number of clients. Although the Company has numerous clients, a relatively small number of them contribute a significant percentage of the Company's consolidated revenues. For the year ended August 31, 2016, revenues from one client represented individually more than 10% of the total revenues of the Company, i.e. approximately 37%. The Company believes that the degree of dependence will diminish as its sales progress. However, if this client reduces current or expected purchases, this could have unfavourable impacts on the Company's activities, its revenues, its financial position and its operating results.

The Company faces intense competition and may not be able to keep pace with the rapid technological changes in the medical devices industry. The medical device market is intensely competitive and is characterized by extensive research and development and rapid technological change. The Company's future customers will consider many factors when choosing suppliers, including product reliability, clinical outcomes, product availability, inventory consignment, price and product services provided by the manufacturer, and market share can shift as a result of technological innovation and other business factors. Major shifts in industry market share have occurred in connection with product problems, physician advisories and safety alerts, reflecting the importance of product quality in the medical device industry, and any quality problems with the Company's processes, goods and services could harm its reputation for producing high-quality products and erode its competitive advantage, sales and potential market share.

The Company's competitors are larger companies which have significantly greater resources and broader product offerings than the Company, and it anticipates that in the coming years, other technologies or corporations could enter the FFR market. In addition, the Company expects that competition will intensify with the increased use of strategies such as consigned inventory, preferential pricing and bundling of products, and the Company anticipates increasing price competition as a result of managed care, consolidation among healthcare providers, increased competition and declining reimbursement rates. Product introductions or enhancements by competitors which have advanced technology, better features or lower pricing may make the Company's products or proposed products obsolete or less competitive. As a result, the Company will be required to devote continued efforts and financial resources to bring its products under development to market, enhance its existing products and develop new products for the medical marketplace. If the Company fails to develop new products, enhance existing products or compete effectively, the Company's financial condition and results of operations will be adversely affected.

Failure to innovate may adversely impact the Company's competitive position and may adversely impact its ability to drive price increases for its products and its product revenues. The Company's future success will depend upon its ability to innovate and introduce enhancements to its existing products in order to address the changing needs of the marketplace. The Company also relies on product enhancements to attempt to drive price increases for its products in its markets. Frequently, product development programs require assessments to be made of future clinical need and commercial feasibility, which are difficult to predict. Customers may forego purchases of its products and purchase its competitors' products as a result of delays in introduction of its new products and enhancements, failure to choose correctly among technical alternatives or failure to offer innovative products or enhancements at competitive prices and in a timely manner. Any delays in product releases may negatively affect the Company.

Delays in planned product introductions may adversely affect the Company and negatively impact future revenues. The Company may in the future experience delays in various phases of product development and commercial launch, including during research and development, manufacturing, limited release testing, marketing and customer education efforts. Any delays in the Company's product launches may significantly impede its ability to successfully compete in its markets and may reduce its revenues. The Company and its future collaborators may fail to develop or effectively commercialize products covered by its future collaborations if:

- the Company does not achieve its objectives under its collaboration agreements;
- the Company or its collaborators are unable to obtain patent protection for the products or proprietary technologies the Company develops with its collaborations; or

- the Company or its collaborators encounter regulatory hurdles that prevent commercialization of its products.

If the Company or its collaborators are unable to develop or commercialize products, or if conflicts arise with its collaborators, the Company will be delayed or prevented from developing and commercializing products, which will harm the Company and financial results.

Divestitures of any of the Company's businesses or product lines may materially adversely affect the Company, results of operations and financial condition. The Company continues to evaluate the performance of all of its businesses and may sell a business or product line. Any divestitures may result in significant write-offs, including those related to intangible assets, which could have a material adverse effect on the Company's business, results of operations and financial condition. Divestitures could involve additional risks, including difficulties in the separation of operations, services, products and personnel, the diversion of management's attention from other business concerns, the disruption of the Company's business and the potential loss of key employees. The Company may not be successful in managing these or any other significant risks that it encounters in divesting a business or product line.

If the Company's facilities or systems are damaged or destroyed, it may experience delays that could negatively impact its revenues or have other adverse effects. The Company's facilities may be affected by natural or man-made disasters. If one of its facilities were affected by a disaster, the Company would be forced to rely on third-party manufacturers or to shift production to another manufacturing facility. In such an event, the Company would face significant delays in manufacturing which would prevent it from being able to sell its products. In addition, the Company's insurance may not be sufficient to cover all of the potential losses and may not continue to be available to it on acceptable terms, or at all. Furthermore, although its computer and communications systems are protected through physical and software safeguards, they are still vulnerable to fire, storm, flood, power loss, earthquakes, telecommunications failures, physical or software break-ins, software viruses, and similar events, and any failure of these systems to perform for any reason and for any period of time could adversely impact the Company's ability to operate.

The Company is subject to stringent domestic and foreign medical device regulation and any adverse regulatory action may materially adversely affect its financial condition and business operations. The Company's products, development activities and manufacturing processes are subject to extensive and rigorous regulation by numerous government agencies. To varying degrees, each of these agencies monitors and enforces the Company's compliance with laws and regulations governing the development, testing, manufacturing, labelling, marketing and distribution of its medical devices. The process of obtaining marketing approval or clearance from these government agencies for new products, or for enhancements or modifications to existing products, could:

- take a significant amount of time;
- require the expenditure of substantial resources;
- involve rigorous pre-clinical and clinical testing, as well as increased post-market surveillance; and
- involve modifications, repairs or replacements of the Company's products, and result in limitations on the indicated uses of its products.

The Company cannot be certain that it will receive required approval or clearance from government agencies for new products or modifications to existing products on a timely basis. The failure to receive approval or clearance for significant new products or modifications to existing products on a timely basis could have a material adverse effect on the Company's financial condition and results of operations.

Foreign governmental regulations have become increasingly stringent and more common, and the Company may become subject to even more rigorous regulation by foreign governmental authorities in the future. Penalties for a company's noncompliance with foreign governmental regulation could be severe, including revocation or suspension of a company's business license and criminal sanctions. Any domestic or foreign governmental medical device law or regulation imposed in the future may have a material adverse effect on the Company's financial condition and business operations.

The FFR procedures and the cardiovascular field in general are continually the subject of clinical trials conducted by the Company's competitors or other third parties, the results of which may be unfavorable, or perceived as unfavorable by the market, and could have a material adverse effect on the Company's financial condition and results of operations. Unfavorable or inconsistent clinical data from existing or future clinical trials conducted by the Company, by its competitors or by third parties, or the market's perception of this clinical data, may adversely impact its ability to obtain product approvals, the size of the markets in which the Company participates, its position in, and share of, the markets in which the Company participates and the Company's financial condition and results of operations.

Any defects or malfunctions in the computer hardware or software the Company utilizes in its products could cause severe performance failures in such products, which would harm its reputation and adversely affect its results of operations and financial condition. The Company's existing and new products depend and will depend on the continuous, effective and reliable operation of computer hardware and software. Any defect, malfunction or other failing in the computer hardware or software utilized by the Company's products, including products it develops in the future, could result in inaccurate readings, misinterpretations of data, or other performance failures that could render the Company's products unreliable or ineffective and could lead to decreased confidence in its products, damage to its reputation, reduction in its sales and product liability claims, the occurrence of any of which could have a material adverse effect on the Company's results of operations and financial condition. Although the Company updates the computer software utilized in its products on a regular basis, there can be no guarantee that defects do not or will not in the future exist or that unforeseen malfunctions, whether within the Company's control or otherwise, will not occur.

If the Company fails to obtain or maintain, or experience significant delays in obtaining, regulatory clearances or approvals for its products or product enhancements, the Company's ability to commercially distribute and market its products could suffer. The Company's products are subject to rigorous regulation by federal, provincial, state and foreign governmental authorities. The Company's failure to comply with such regulations or to make adequate, timely corrections, could lead to the imposition of injunctions, suspensions or loss of marketing clearances or approvals, product recalls, manufacturing cessation, termination of distribution, product seizures, civil penalties, or some combination of such actions. The process of obtaining regulatory authorizations to market a medical device can be costly and time consuming, and there can be no assurance that such authorizations will be granted on a timely basis, if at all. If regulatory clearance or approvals are received, additional delays may occur related to manufacturing, distribution or product labeling.

Cost containment pressures and domestic and foreign legislative or administrative reforms resulting in restrictive reimbursement practices of third-party payors or preferences for alternate therapies could decrease the demand for products purchased by the Company's customers, the prices which they are willing to pay for those products and the number of procedures using its devices. FFR products will be purchased principally by healthcare providers that typically bill various third-party payors, such as governmental, private insurance plans and managed care plans, for the healthcare services provided to their patients. The ability of customers to obtain appropriate reimbursement for their services and the products they provide from government and third-party payors is critical to the success of medical technology companies. The availability of reimbursement affects which products customers purchase and the prices they are willing to pay. Reimbursement varies from country to country and can significantly impact the acceptance of new technology. After the Company develops a promising new product, it may find limited demand for the product unless reimbursement approval is obtained from private and governmental third-party payors.

Major third-party payors for healthcare provider services continue to work to contain healthcare costs. The introduction of cost containment incentives, combined with closer scrutiny of healthcare expenditures by both private health insurers and employers, has resulted in increased discounts and contractual adjustments to healthcare provider charges for services performed and in the shifting of services between inpatient and outpatient settings. Initiatives to limit the growth of healthcare costs, including price regulation, are also underway in several countries in which the Company will do business. Implementation of healthcare reforms in the United States and in significant overseas markets such as Germany, Japan and other countries may limit the price or the level at which reimbursement is provided for the Company's products and adversely affect both its pricing flexibility and the demand for its products. Healthcare providers may respond to such cost-containment pressures by substituting lower cost products or other therapies for the Company's products.

Consolidation in the healthcare industry could lead to demands for price concessions or limit or eliminate the Company's ability to sell to certain of its significant market segments. The cost of healthcare has risen significantly over the past decade and numerous initiatives and reforms initiated by legislators, regulators and third-party payors to curb these costs have resulted in a consolidation trend in the medical device industry as well as among the Company's future customers, including healthcare providers. This in turn has resulted in greater pricing pressures and limitations on the Company's ability to sell to important market segments, as group purchasing organizations, independent delivery networks and large single accounts. The Company expects that market demand, government regulation, third-party reimbursement policies and societal pressures will continue to change the worldwide healthcare industry, resulting in further business consolidations and alliances which may exert further downward pressure on the prices of its products and adversely impact the Company's financial condition and results of operations.

The success of the OptoWire depends upon strong relationships with physicians and other healthcare professionals. If the Company fails to build working relationships with physicians and other healthcare professionals, many of its products may not be developed and marketed in line with the needs and expectations of the professionals who support its products. The research, development, marketing and sales of many of its new and improved products is dependent upon the Company maintaining working relationships with physicians as well as other healthcare professionals, who are becoming increasingly instrumental in making purchasing decisions for its products. The Company relies on these professionals to provide it with considerable knowledge and experience regarding its products and the marketing and sale of its products. Physicians also assist the Company as researchers, marketing consultants, product consultants, inventors and as public speakers. If the Company is unable to maintain its strong relationships with these professionals and continue to receive their advice and input, the development and marketing and sales of its products could suffer, which could have a material adverse effect on its financial condition and results of operations. The Company's relationships with physicians and other healthcare professionals and other providers that use its products are regulated under various laws. In addition, the Company has in place and is continuously improving its internal business integrity and compliance program and policies. Failure to comply with the United States federal anti kickback law or similar state or foreign law could result in criminal or civil penalties.

OTHER INFORMATION

Updated information on the Company can be found on the SEDAR Web site at http://www.sedar.com.

On behalf of management,
Chief Financial Officer and Corporate Secretary

(s) Thierry Dumas

November 15, 2016

Consolidated Financial Statements

Opsens Inc.

Years ended August 31, 2016 and 2015

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Independent Auditor's Report

To the Shareholders of Opsens Inc.

We have audited the accompanying consolidated financial statements of Opsens Inc., which comprise the consolidated statements of financial position as at August 31, 2016, and August 31, 2015, and the consolidated statements of loss and comprehensive loss, consolidated statements of changes in equity and consolidated statements of cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

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

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Opsens Inc. as at August 31, 2016, and August 31, 2015, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

/s/ Deloitte LLP [1]

November 15, 2016

[1] CPA auditor, CA, public accountancy permit No. A112991

Opsens Inc.

Consolidated Statements of Loss and Comprehensive Loss
Years ended August 31, 2016 and 2015

	2016	2015
	$	$
Revenues		
Sales	**9,233,401**	4,840,821
Distribution rights (note 12a)	**-**	3,457,500
Licensing (note 12b)	**367,416**	366,409
	9,600,817	8,664,730
Cost of sales	**7,970,239**	3,920,547
Gross margin	**1,630,578**	4,744,183
Expenses (revenues) (note 25)		
Administrative	**3,684,431**	2,615,830
Sales and marketing	**3,694,310**	1,500,911
Research and development	**2,744,217**	2,302,365
Financial expenses (revenues) (note 26)	**56,864**	(566)
Change in fair value of embedded derivative (note 14)	**732,425**	73,271
Impairment of assets (note 9)	**-**	796,237
	10,912,247	7,288,048
Loss before income taxes	**(9,281,669)**	(2,543,865)
Current income tax expense (note 12a)	**-**	340,000
Net loss and comprehensive loss attributable to shareholders	**(9,281,669)**	(2,883,865)
Basic and diluted net loss per share (note 16)	**(0.14)**	(0.05)

The accompanying notes are an integral part of the consolidated financial statements.

Opsens Inc.

Consolidated Statements of Changes in Equity
Years ended August 31, 2016 and 2015

	Common shares					Reserve –			
					Share	Stock option	Reserve –		
	Issued	Subscribed	Warrants	**Total**	capital	plan	Warrants	Deficit	**Total**
	(number)	(number)	(number)	**(number)**	$	$	$	$	**$**
Balance as at August 31, 2015	60,497,253	140,000	3,450,426	**64,087,679**	23,226,679	1,608,161	2,315,944	(21,257,345)	**5,893,439**
Common shares and warrants issued in connection with a public offering (note 15a)	5,681,819	-	3,154,796	**8,836,615**	3,819,639	-	580,446	-	**4,400,085**
Common shares and warrants issued in connection with private placements (note 15a)	4,945,400	-	2,472,700	**7,418,100**	4,658,316	-	390,360	-	**5,048,676**
Issued pursuant to the stock option plan (note 15a)	714,250	(140,000)	-	**574,250**	358,334	(139,168)	-	-	**219,166**
Warrants expired (note 15c)	-	-	(2,670,110)	**(2,670,110)**	-	-	-	-	**-**
Warrants exercised (note 15a)	790,316	-	(790,316)	**-**	614,643	-	(33,013)	-	**581,630**
Stock-based compensation costs (note 15b)	-	-	-	**-**	-	451,096	-	-	**451,096**
Net loss	-	-	-	**-**	-	-	-	(9,281,669)	**(9,281,669)**
Balance as at August 31, 2016	72,629,038	-	5,617,496	**78,246,534**	32,677,611	1,920,089	3,253,737	(30,539,014)	**7,312,423**

The accompanying notes are an integral part of the consolidated financial statements.

Opsens Inc.

Consolidated Statements of Changes in Equity
Years ended August 31, 2016 and 2015

	Common shares					Reserve –			
					Share	Stock option	Reserve –		
	Issued	Subscribed	Warrants	**Total**	capital	plan	Warrants	Deficit	**Total**
	(number)	(number)	(number)	**(number)**	$	$	$	$	**$**
Balance as at August 31, 2014	59,758,003	-	3,475,426	**63,233,429**	22,839,799	1,426,056	2,316,854	(18,373,480)	**8,209,229**
Issued pursuant to the stock option plan (note 15a)	714,250	140,000	-	**854,250**	367,720	(134,768)	-	-	**232,952**
Warrants exercised (note 15a)	25,000	-	(25,000)	**-**	19,160	-	(910)	-	**18,250**
Stock-based compensation costs (note 15b)	-	-	-	**-**	-	316,873	-	-	**316,873**
Net loss	-	-	-	**-**	-	-	-	(2,883,865)	**(2,883,865)**
Balance as at August 31, 2015	60,497,253	140,000	3,450,426	**64,087,679**	23,226,679	1,608,161	2,315,944	(21,257,345)	**5,893,439**

The accompanying notes are an integral part of the consolidated financial statements.

Opsens Inc.

Consolidated Statements of Financial Position

	As at August 31, 2016	As at August 31, 2015
	$	$
Assets		
Current		
Cash and cash equivalents (note 17)	**5,903,040**	7,203,612
Trade and other receivables (note 5)	**1,981,426**	561,093
Tax credits receivable (note 22)	**365,000**	350,000
Inventories (note 6)	**4,056,824**	2,837,770
Prepaid expenses	**263,734**	124,369
	12,570,024	11,076,844
Property, plant and equipment (note 7)	**3,646,849**	1,131,679
Intangible assets (note 8)	**644,603**	554,730
	16,861,476	12,763,253
Liabilities		
Current		
Accounts payable and accrued liabilities (note 11)	**2,041,873**	1,657,962
Warranty provision (note 19)	**177,870**	84,000
Current portion of deferred revenues (note 12)	**366,408**	609,937
Current portion of long-term debt (note 13)	**481,248**	232,309
	3,067,399	2,584,208
Deferred revenues (note 12)	**408,085**	774,499
Long-term debt (note 13)	**1,303,406**	462,779
Convertible debenture (note 14)	**3,792,839**	2,998,702
Deferred lease inducements	**977,324**	49,626
	9,549,053	6,869,814
Shareholders' equity		
Share capital (note 15a)	**32,677,611**	23,226,679
Reserve – Stock option plan (note 15b)	**1,920,089**	1,608,161
Reserve – Warrants (note 15c)	**3,253,737**	2,315,944
Deficit	**(30,539,014)**	(21,257,345)
	7,312,423	5,893,439
	16,861,476	12,763,253

Commitments (note 18)

The accompanying notes are an integral part of the consolidated financial statements.

Approved by the board

Signed [Jean Lavigueur] director

Signed [Louis Laflamme] director

Opsens Inc.

Consolidated Statements of Cash Flows
Years ended August 31, 2016 and 2015

	2016	2015
	$	$
Operating activities		
Net loss	**(9,281,669)**	(2,883,865)
Adjustments for:		
Depreciation of property, plant and equipment	**549,230**	384,831
Amortization of intangible assets	**72,767**	62,100
Impairment of assets (note 9)	**-**	796,237
Loss (gain) on disposal of property, plant and equipment	**2,199**	(11,721)
Stock-based compensation costs	**451,096**	316,873
Change in fair value of embedded derivative	**732,425**	73,271
Interest expense (revenue)	**32,095**	(1,790)
Effect of foreign exchange rate changes on cash and cash equivalents	**(31,730)**	(530,598)
Unrealized foreign exchange loss (gain)	**(8,159)**	482,649
Government grants on long-term debt	**(27,858)**	-
Changes in non-cash operating working capital items (note 17)	**(2,013,884)**	(2,161,771)
	(9,523,488)	(3,473,784)
Investing activities		
Acquisition of property, plant and equipment	**(3,088,204)**	(584,985)
Additions to intangible assets	**(126,723)**	(136,700)
Proceeds from disposal of property, plant and equipment	**-**	43,000
Interest received	**94,806**	139,614
	(3,120,121)	(539,071)
Financing activities		
Increase in long-term debt, net of transaction costs	**1,398,637**	-
Reimbursement of long-term debt	**(338,243)**	(186,344)
Proceeds from issuance of shares and warrants (note 15a)	**10,962,118**	251,202
Shares and warrants issue costs (note 15a)	**(711,205)**	-
	11,311,307	64,858
Effect of foreign exchange rate changes on cash and cash equivalents	**31,730**	530,598
Decrease in cash and cash equivalents	**(1,300,572)**	(3,417,399)
Cash and cash equivalents – Beginning of year	**7,203,612**	10,621,011
Cash and cash equivalents – End of year	**5,903,040**	7,203,612

Additional information on the consolidated statements of cash flows is presented in note 17.

The accompanying notes are an integral part of the consolidated financial statements.

1. Incorporation and Description of Business

Opsens Inc. (“Opsens” or the “Company”) is incorporated under the *Business Corporations Act* (Quebec). Opsens focuses mainly on the measure of Fractional Flow Reserve ("FFR") in interventional cardiology. Opsens offers an advanced optical-based pressure guidewire (OptoWire) that aims at improving the clinical outcome of patients with coronary artery disease. Opsens is also involved in industrial activities. The Company develops, manufactures and installs innovative fibre optic sensing solutions for critical applications such as the monitoring of oil wells and other demanding industrial applications. The Company’s head office is located at 750, boulevard du Parc-Technologique, Québec, Québec, Canada, G1P 4S3.

2. Summary of Significant Accounting Policies

The significant accounting policies used in the preparation of the consolidated financial statements are as follows:

Basis of Measurement

The consolidated financial statements have been prepared under the historical cost convention, except for the embedded derivative, which is measured at fair value.

Basis of Preparation

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”). The Company has consistently applied the accounting policies throughout all years presented.

The preparation of consolidated financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 3.

Basis of Consolidation

The consolidated financial statements include the accounts of the Company and those of its wholly-owned subsidiary, Opsens Solutions Inc. All intra-group transactions, balances, revenues and expenses are eliminated in full on consolidation until they are realized with a third party.

Subsidiaries

Subsidiaries are all entities controlled by the Company. The Company controls an entity when it is exposed to, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date control is obtained and they are no longer consolidated at the date control ceases.

Changes in the parent company’s ownership interest in subsidiaries that do not result in a loss of control are accounted for as equity transactions.

2. Summary of Significant Accounting Policies (continued)

Revenue Recognition

The Company's revenue related to the sales of products are measured at the fair value of the consideration received or receivable upon shipment of the product and when the risks and rewards of ownership have been transferred to the customer, when there is no continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold, when the amount of revenue can be measured reliably and when the recovery of the consideration is probable and the associated costs and possible return of goods can be measured.

Industrial reportable segment revenues related to the sales of products and sensor installation services are recognized when persuasive evidence of an arrangement exists, on-site installation has occurred, the price to the buyer is fixed or determinable and collection is reasonably assured. For contract revenues earned over a long period, revenues are recorded using the percentage-of-completion method. Therefore, these revenues are recognized proportionately with the degree of completion of the work. The Company uses the efforts expended method to calculate the degree of completion of work based on the number of hours incurred as at the reporting date compared to the estimated total number of hours. Work in progress is valued by taking into consideration the number of hours worked and contract costs incurred but not yet invoiced and the payments received. For contracts where billings exceed contract costs incurred to date plus recognized profits less recognized losses, the excess is shown on the consolidated statements of financial position as deferred revenues. Expected losses are recorded as an expense when it is probable that total contract costs will exceed total contract revenue.

Reporting Currency and Foreign Currency Transactions

The consolidated financial statements are presented in Canadian dollars, which is also the functional currency of the Company, as this is the principal currency of the economic environment in which it operates.

Foreign currency transactions are translated into Canadian dollars as follows: monetary assets and liabilities are translated at the exchange rate in effect at the reporting date, non-monetary assets and liabilities are translated at historical rates, revenues and expenses are translated at the exchange rates in effect at the time of the transaction and exchange gains and losses resulting from translation are reflected in the consolidated statements of loss and comprehensive loss.

Research and Development Costs

Research costs are expensed as incurred. Development costs are expensed as incurred except for those which meet generally accepted criteria for deferral, in which case, the costs are capitalized and amortized to operations over the estimated period of benefit. No costs have been deferred during any of the years presented.

Research and Development Refundable Tax Credits and Government Assistance

Refundable research and development ("R&D") tax credits and government assistance are accounted for using the cost reduction method. Accordingly, refundable R&D tax credits and government assistance are recorded as a reduction of the related expenses or capital expenditures in the period the expenses are incurred, provided that the Company has reasonable assurance the refundable R&D tax credits or government assistance will be realized.

2. Summary of Significant Accounting Policies (continued)

Equity

Share capital represents the value of shares that have been issued. Any transaction costs associated with the issuance of shares are deducted from share capital.

From time to time, the Company issues units consisting of common shares and common share purchase warrants. The Company estimates the fair value of the common shares purchase warrants using the Black-Scholes option pricing model. The difference between the unit price and the fair value of each warrants represents the fair value attributable to each common share. Any transaction costs associated with the issuance of units are apportioned between the common shares and warrants based on their relative fair values.

Share-based Payments

The Company offers a stock option plan described in note 15, which is determined as an equity-settled plan.

The Company uses the fair value-based method to assess the fair value of stock options as at their date of allocation. The fair value is determined using the Black-Scholes option pricing model and is recognized in the consolidated statements of loss and comprehensive loss as a compensation expense and credited to the stock option plan reserve, using a graded vesting schedule over the vesting period, based on the Company's estimate of the number of shares that will eventually vest. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of original estimates, if any, is recognized in the consolidated statements of loss and comprehensive loss such that the cumulative compensation expense reflects the revised estimate, with a corresponding adjustment to the stock option plan reserve.

Any consideration received by the Company upon the exercise of stock options is credited to share capital, and the stock option plan reserve component resulting from stock-based compensation is transferred to share capital upon the issuance of the shares.

Cash and Cash Equivalents

Cash and cash equivalents include cash and short-term investments redeemable anytime or with a maturity of three months or less beginning on the acquisition date.

Inventories

Inventories are valued at the lower of cost and net realizable value. Cost is essentially determined using the weighted average cost. The cost of work in progress and finished goods comprises the cost of raw materials, direct labor costs and an allocation of fixed and variable manufacturing overhead, including applicable depreciation of property, plant and equipment based on normal production capability.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses. Inventories are written down to net realizable value when the cost of inventories is determined not to be recoverable. When the circumstances that previously caused the inventories to be written down below cost no longer exist or when there is clear evidence of an increase in net realizable value because of changed economic circumstances, the amount of the write-down is reversed. The reversal is limited to the amount of the original write-down.

2. Summary of Significant Accounting Policies (continued)

Property, Plant and Equipment

Property, plant and equipment are recorded at cost, less accumulated depreciation and accumulated impairment losses, if any. The cost of property, plant and equipment includes the purchase price and the directly attributable costs of acquisition.

Depreciation is recorded using the straight-line method based on estimated useful lives, taking into account any residual value, as follows:

Office furniture and equipment	10 years
Production equipment	7 years
Automotive equipment	7 years
Research and development equipment	7 years
Diagnostic and demonstration equipment	3 to 5 years
Research and development computer equipment	3 years
Computer equipment	3 years
Leasehold improvements	Remaining lease terms of nine years

Depreciation methods, residual values and useful lives of property, plant and equipment are reviewed annually. Any change is accounted for prospectively as a change in accounting estimates.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount and are recognized in the consolidated statements of loss and comprehensive loss.

Intangible Assets

Intangible assets with finite useful lives consist of patents and software. They are recorded at cost and amortization is recorded using the straight-line method based on estimated useful lives taking into account any residual values, as follows:

Patents	Term of underlying patent - 20 years
Software	3 years

The Company's indefinite-life intangible assets consist of trademarks resulting from a business combination and are not amortized.

Goodwill

Goodwill represents the excess of the purchase price of an acquisition over the fair value of the Company's share of the identifiable net assets of acquired businesses at the date of acquisition. Goodwill is carried at cost less any accumulated impairment losses. Goodwill is allocated to each Cash Generating Unit ("CGU") or group of CGUs that is expected to benefit from the related business combination. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of cash inflows from other assets or group of assets. Gains and losses on the disposal of an entity include the carrying amount of goodwill related to the entity sold.

2. Summary of Significant Accounting Policies (continued)

Impairment of Non-Financial Assets

Goodwill and Indefinite-Life Intangible Assets

The carrying values of identifiable intangible assets with indefinite life and goodwill are tested annually for impairment. Goodwill and indefinite-life intangible assets are allocated to CGUs for the purpose of impairment testing based on the level at which management monitors it, which is not higher than an operating segment. The allocation is made to those CGUs that are expected to benefit from the business combination in which goodwill arose. The Company has elected to carry its annual impairment test during the last quarter of each year or at any time if an indicator of impairment exists.

Non-Financial Assets with Definite Useful Life

The carrying values of non-financial assets with definite useful life, such as property, plant and equipment and intangible assets with definite useful life, are assessed for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount of the asset must be determined. Such assets are impaired if their recoverable amount is lower than their carrying amount. If it is not possible to estimate the recoverable amount of an individual asset, the recoverable amount of the CGU to which the asset belongs is tested for impairment.

Recognition of Impairment Charge

The recoverable amount is the higher of an asset's fair value less costs of disposal or its value in use. If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset or CGU is reduced to its recoverable amount. The resulting impairment charge is recognized in the consolidated statements of loss and comprehensive loss. Impairment charges recognized in prior periods are determined at each reporting date for any indications that the impairment charge has decreased or no longer exists. When an impairment charge is subsequently reversed, the carrying amount of the asset or CGU is increased to the revised estimate of its recoverable amount so that the increased carrying amount does not exceed the carrying amount that would have been recorded had no impairment charges been recognized for the asset or CGU in prior years. An impairment charge recognized for goodwill cannot be reversed.

Leases

Leases are classified as either operating or finance, based on the substance of the transaction at the inception of the lease. The Company leases certain office premises and equipment in which a significant portion of the risks and rewards of ownership are retained by the lessor. These are classified as operating leases. Payments made under these leases are charged to the consolidated statements of loss and comprehensive loss on a straight-line basis over the period of the lease.

The Company has a facility lease arrangement that includes tenant inducements. Rent expense is recorded evenly over the term of the lease agreement. The difference between cash rental payments and the rent expense recorded for accounting purposes is reflected as a deferred lease inducement in the consolidated statements of financial position.

Finance leases which transfer to the Company substantially all the risks and benefits of ownership of the asset are capitalized at the inception of the lease at the fair value of the leased asset or at the present value of the minimum lease payments. Finance expenses are charged to the consolidated statements of loss and comprehensive loss over the period of the agreement. Obligations under finance leases are included in financial liabilities, net of finance costs allocated to future periods. Capitalized leased assets are depreciated over the shorter of the estimated life of the asset or the lease term.

2. Summary of Significant Accounting Policies (continued)

Warranty Provision

The Company offers a standard 12-month warranty excluding consumable and accessories.

For downhole materials, the Company guarantees that the downhole materials shall be free from defects but given that the downhole environmental conditions are not exactly known, the Company does not guarantee the performance of the downhole materials once they have entered the wellbore. The estimated cost of the warranty is based on the history of defective products and accessories, the probability that these defects will arise and the costs to repair them.

Income Taxes

Income tax expenses comprise current and deferred income taxes. Income taxes are recognized in the consolidated statements of loss and comprehensive loss except to the extent that it relates to items recognized directly in equity, in which case the income taxes are also recognized directly in equity.

Current Income Taxes

The current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be paid to or recovered from the taxation authorities. The income tax rates used to calculate the amount are those that are enacted or substantively enacted at the consolidated statements of financial position date in the tax jurisdiction where the Company and its subsidiary generate taxable income/loss.

Deferred Income Taxes

The Company provides for deferred income taxes using the liability method. Under this method, deferred income tax assets and liabilities are determined based on deductible or taxable temporary differences between carrying values and tax values of assets and liabilities as well as the carryforward of unused tax losses and deductions, using enacted or substantively enacted income tax rates expected to be in effect for the years in which the assets are expected to be realized or the liabilities settled.

Deferred income tax assets are recognized only to the extent that it is probable that taxable profits will be available against which the deductible temporary differences can be utilized. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities are generally recognized for all taxable temporary differences and for taxable temporary differences arising on investments in subsidiaries, except where the reversal of the temporary differences can be controlled and it is probable that the differences will not reverse in the foreseeable future. However, deferred tax is not recognized if it arises from the initial recognition of goodwill or the initial recognition of an asset or liability in a transaction other than a business combination that, at the time of the transaction, affects neither accounting nor taxable profit or loss.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Deferred income tax assets and liabilities are presented as non-current in the consolidated statements of financial position.

2. Summary of Significant Accounting Policies (continued)

Loss per Share

Basic net loss per share is calculated by dividing the net loss for the year attributable to equity owners of the Company by the weighted-average number of common shares outstanding during the year.

Diluted net loss per share is calculated by dividing the net loss for the year attributable to equity owners of the Company adjusted for the interests on the convertible debenture, net of tax, the unrealized foreign exchange gain or loss, net of tax, and for the change in fair value of embedded derivative, net of tax, by the weighted-average number of common shares outstanding during the year, plus the effects of dilutive common share equivalents. This method requires that diluted net loss per share be calculated using the treasury stock method, as if all dilutive potential common share equivalents had been exercised at the beginning of the reporting period, or period of issuance, as the case may be, and that the funds obtained thereby be used to purchase common shares of the Company at the fair value of the common shares during the period.

Financial Instruments

a) Classification

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

Financial assets and liabilities are offset and the net amount reported in the consolidated statements of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the assets and settle the liabilities simultaneously.

At initial recognition, the Company classifies its financial instruments in the following categories, depending on the purpose for which the instruments are required:

- Loans and receivables: Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. The Company's loans and receivables are comprised of cash and cash equivalents and trade and other receivables and are included in the current assets due to their short-term nature. Loans and receivables are initially recognized at fair value plus transaction costs. Subsequently, loans and receivables are measured at amortized cost using the effective interest method, which generally corresponds to the nominal amount due to their short-term maturity, less a provision for impairment.

- Financial liabilities at amortized cost: Financial liabilities at amortized cost include accounts payable and accrued liabilities, long-term debt and the debt component of the convertible debenture. They are initially recognized at fair value less transaction costs. Subsequently, they are measured at amortized cost using the effective interest rate method.

  Financial liabilities are classified as current liabilities if payment is due within twelve months. Otherwise, they are presented as non-current liabilities.

- Derivative financial instruments: Derivative financial instruments are comprised of the embedded derivative representing the conversion option of the convertible debenture. The embedded derivative is measured at fair value at each reporting date. The embedded derivative has been classified as held-for-trading and is included in the consolidated statements of financial position within the convertible debenture. It is classified as non-current based on the contractual terms specific to the instrument. Gains and losses on re-measurement of the embedded derivative are recognized in the consolidated statements of loss and comprehensive loss.

2. Summary of Significant Accounting Policies (continued)

Financial Instruments (continued)

b) Impairment of financial assets

A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

Objective evidence that financial assets are impaired can include default or delinquency by a debtor and indications that a debtor or issuer will enter bankruptcy.

c) Compound Financial Instrument

The compound financial instrument issued by the Company consists of the convertible debenture that can be converted into common shares of the Company at the option of the holder. Since the debenture is convertible into shares and contains a cash settlement feature, as described in note 14, it is accounted for as a compound instrument with a debt component and a separate embedded derivative representing the conversion option also classified as a liability. Both the debt and embedded derivative components of this compound financial instrument are measured at fair value on initial recognition.

The debt component is subsequently accounted for at amortized cost using the effective interest rate method. The embedded derivative is subsequently measured at fair value at each reporting date, with gains and losses in fair value recognized in the consolidated statements of loss and comprehensive loss.

3. Critical Accounting Estimates, Assumptions and Judgments

The preparation of the Company's consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in a material adjustment to the carrying value of the asset or liability affected.

For all these items, relevant accounting policies are discussed in note 2 of these consolidated financial statements.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised if the revision affects only that period or in the period of the revision and future periods, if the revision affects both the current and future periods.

The estimates, assumptions and judgments that have a risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below:

Inventories

The Company states its inventories at the lower of cost, determined with the weighted average cost basis method, and net realizable value, and provides reserves for excess and obsolete inventories. The Company determines its reserves for excess and obsolete inventories based on the quantities on hand at the reporting dates, compared to foreseeable needs over the next twelve months, taking into account changes in demand, technology or market.

3. Critical Accounting Estimates, Assumptions and Judgments (continued)

Useful Life of Depreciable Assets

Management reviews the useful life of depreciable assets at each reporting date. As at August 31, 2016, management assesses that the useful lives represent the expected utility of the assets to the Company. The carrying amounts are presented in notes 7 and 8. Actual results, however, may vary due to technical obsolescence or changes in the market, particularly for computer equipment and software.

Impairment of Goodwill

The Company performs an annual test for goodwill impairment, or when there is any indication that goodwill has suffered impairment, in accordance with the accounting policy stated in the summary of significant accounting policies of the consolidated financial statements. The recoverable amounts of CGUs have been determined based on the fair value less costs to sell calculations for the 2015 impairment test. These calculations require the use of estimates, assumptions and judgments. Information on goodwill is presented in note 9.

Government Assistance and Research and Development Tax Credits

Government assistance and research and development tax credits are recorded in the consolidated financial statements when there is reasonable assurance that the Company has complied with, and will continue to comply with, all of the conditions necessary to obtain the government assistance and research and development tax credits.

Warranty Provision

The Company estimated warranty provision based on the history of defective products and the probability that these defects will arise, as well as the related costs.

Revenue Recognition

Delivery generally occurs when the product is handed over to a transporter for shipment. At the time of the transaction, the Company assesses whether the price associated with its revenue transaction is fixed or determinable and whether or not collection is reasonably assured. The Company assesses collection based on a number of factors, including past transaction history and the creditworthiness of the customer.

Stock-based Compensation

The Company uses judgment in assessing expected life, volatility, risk-free interest rate, as well as the estimated number of options that will ultimately vest.

Warrants

Warrants are issued as part of equity financing. Warrants may be exercised at any moment after their issuance until the expiration date. The Company uses judgment in assessing parameters like volatility and risk-free interest rate.

4. Changes in Accounting Policies

New and amended standards issued but not yet effective

IFRS 9, Financial Instruments

In July 2014, the IASB issued the final version of IFRS 9, *Financial Instruments*. The new standard will replace IAS 39, *Financial instruments: recognition and measurement*. The final amendments made in the new version include guidance for the classification and measurement of financial assets and a third measurement category for financial assets, fair value through other comprehensive income. The standard also contains a new expected loss impairment model for debt instruments measured at amortized cost or fair value through other comprehensive income, lease receivables, contract assets and certain written loan commitments and financial guarantee contracts. The standard is effective for annual periods beginning on or after January 1, 2018 and must be applied retrospectively with some exceptions. Early adoption is permitted. Restatement of prior periods in relation to the classification and measurement, including impairment, is not required. The Company has not yet assessed the impact of this new standard.

IFRS 15, Revenue from Contracts with Customers

In May 2014, the IASB issued IFRS 15, *Revenue from contracts with customers*. IFRS 15 replaces all previous revenue recognition standards, including IAS 18, *Revenue*, and related interpretations such as IFRIC 13, *Customer loyalty programmes*. The standard sets out the requirements for recognizing revenue. Specifically, the new standard introduces a comprehensive framework with the general principle being that an entity recognizes revenue to depict the transfer of promised goods and services in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard introduces more prescriptive guidance than was included in previous standards and may result in changes in classification and disclosure in addition to changes in the timing of recognition for certain types of revenues. On July 22, 2015, the IASB has confirmed a one-year deferral of the effective date of IFRS 15 to January 1, 2018.

In April 2016, the IASB issued clarifications to IFRS 15, *Revenue from contracts with customers*. These clarifications provide additional clarity on revenue recognition related to identifying performance obligations, application guidance on principal versus agent and licenses of intellectual property. The Company has not yet assessed the impact of this new standard.

IFRS 16, Lease

On January 13, 2016, the IASB released IFRS 16, *Leases*, which replace IAS 17, *Leases*, and the related interpretations on leases such as IFRIC 4, *Determining whether an arrangement contains a lease*, SIC 15, *Operating leases – Incentives* and SIC 27, *Evaluating the substance of transactions in the legal form of a lease*. This new standard specifies how to recognize, measure, present and disclose leases. It also provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless lease term is 12 months or less or the underlying asset has a small value. Accounting for the lessor remain substantially unchanged. The standard is effective for periods beginning on or after January 1, 2019, with earlier application permitted for companies that also apply IFRS 15, *Revenue from Contracts with Customers*. The Company has not yet assessed the impact of this new standard.

IAS 7, Statement of cash flows

On January 29, 2016, the IASB published amendments to IAS 7, *Statements of cash flows*. The amendments are intended to clarify IAS 7 to improve information provided to users of financial statements about an entity's financing activities. They are effective for annual periods beginning on or after January 1, 2017, with earlier application being permitted. The Company has not yet assessed the impact of this new standard.

5. Trade and other receivables

	As at August 31, 2016	As at August 31, 2015
	$	$
Trade	**2,176,251**	469,038
Allowance for doubtful accounts	**(491,623)**	(3,032)
Sales taxes receivable	**217,817**	95,087
Other receivables	**78,981**	-
Total	**1,981,426**	561,093

Allowance for doubtful accounts variation

	Years ended August 31,	
	2016	2015
	$	$
Balance – Beginning of year	**(3,032)**	(3,032)
Amounts written off during the year	**1,759**	-
Additional provisions recognized	**(490,350)**	-
Balance – End of year	**(491,623)**	(3,032)

6. Inventories

	As at August 31, 2016	As at August 31, 2015
	$	$
Raw materials	**2,205,139**	1,674,001
Work in progress	**1,240,091**	168,281
Finished goods	**611,594**	995,488
Total	**4,056,824**	2,837,770

For the year ended August 31, 2016, $4,556,764 of inventories were expensed in the consolidated statements of loss and comprehensive loss and presented in cost of sales ($2,039,668 for the year ended August 31, 2015).

Write-downs of inventories amounting to $809,000 ($347,000 in 2015) were included under cost of sales.

Opsens Inc.

Notes to Consolidated Financial Statements
Years ended August 31, 2016 and 2015

7. Property, Plant and Equipment

	Office furniture and equipment	Leased office furniture and equipment	Production equipment	Diagnostic and demonstration equipment	Leased automotive equipment	Research and development equipment, net of income tax credits and government assistance of $55,303	Research and development computer equipment, net of income tax credits of $3,078	Computer equipment	Leasehold improvements	Total
	$	$	$	$	$	$	$	$	$	$
Cost										
Balance as at August 31, 2015	189,479	8,326	1,199,224	-	14,300	1,082,189	50,425	275,865	378,152	3,197,960
Additions	173,503	-	1,797,856	229,956	-	18,893	11,938	141,026	693,427	3,066,599
Disposals	-	-	-	(2,473)	-	-	-	-	-	(2,473)
Balance as at August 31, 2016	362,982	8,326	2,997,080	227,483	14,300	1,101,082	62,363	416,891	1,071,579	6,262,086
Accumulated depreciation										
Balance as at August 31, 2015	91,331	8,326	458,823	-	14,300	928,041	42,067	223,454	299,939	2,066,281
Disposals	-	-	-	(274)	-	-	-	-	-	(274)
Depreciation	24,920	-	296,690	20,328	-	56,468	6,946	52,200	91,678	549,230
Balance as at August 31, 2016	116,251	8,326	755,513	20,054	14,300	984,509	49,013	275,654	391,617	2,615,237
Net book value as at August 31, 2016	246,731	-	2,241,567	207,429	-	116,573	13,350	141,237	679,962	3,646,849

7. Property, Plant and Equipment (continued)

	Office furniture and equipment	Leased office furniture and equipment	Production equipment	Leased automotive equipment	Research and development equipment, net of income tax credits and government assistance of $55,303	Research and development computer equipment, net of income tax credits of $3,078	Computer equipment	Leasehold improvements	Total
	$	$	$	$	$	$	$	$	$
Cost									
Balance as at August 31, 2014	152,047	8,326	997,940	59,028	1,025,830	43,657	224,776	346,678	2,858,282
Additions	37,432	-	441,517	-	56,359	6,768	51,089	31,474	624,639
Disposals	-	-	(55,542)	(44,728)	-	-	-	-	(100,270)
Impairment (note 9)	-	-	(184,691)	-	-	-	-	-	(184,691)
Balance as at August 31, 2015	189,479	8,326	1,199,224	14,300	1,082,189	50,425	275,865	378,152	3,197,960
Accumulated depreciation									
Balance as at August 31, 2014	75,737	8,326	412,495	58,001	836,962	35,930	203,262	184,756	1,815,469
Disposals	-	-	(24,263)	(44,728)	-	-	-	-	(68,991)
Depreciation	15,594	-	135,619	1,027	91,079	6,137	20,192	115,183	384,831
Impairment (note 9)	-	-	(65,028)	-	-	-	-	-	(65,028)
Balance as at August 31, 2015	91,331	8,326	458,823	14,300	928,041	42,067	223,454	299,939	2,066,281
Net book value as at August 31, 2015	98,148	-	740,401	-	154,148	8,358	52,411	78,213	1,131,679

8. Intangible Assets

	Indefinite lives – Trademarks	Limited lives – Patents	Limited lives – Software, net of income tax credits of $1,518	Internally developed Limited lives – Patents	Total
	$	$	$	$	$
Cost					
Balance as at August 31, 2015	**13,567**	**30,000**	**108,172**	**708,015**	**859,754**
Additions	**5,153**	**5,060**	**73,153**	**79,274**	**162,640**
Balance as at August 31, 2016	**18,720**	**35,060**	**181,325**	**787,289**	**1,022,394**
Accumulated amortization					
Balance as at August 31, 2015	**-**	**5,025**	**81,442**	**218,557**	**305,024**
Amortization	**-**	**2,193**	**24,047**	**46,527**	**72,767**
Balance as at August 31, 2016	**-**	**7,218**	**105,489**	**265,084**	**377,791**
Net book value as at August 31, 2016	**18,720**	**27,842**	**75,836**	**522,205**	**644,603**

	Indefinite lives – Trademarks	Limited lives – Patents	Limited lives – Software, net of income tax credits of $1,518	Internally developed Limited lives – Patents	Total
	$	$	$	$	$
Cost					
Balance as at August 31, 2014	200	30,000	85,723	583,412	699,335
Additions	13,367	-	22,449	124,603	160,419
Balance as at August 31, 2015	13,567	30,000	108,172	708,015	859,754
Accumulated amortization					
Balance as at August 31, 2014	-	3,174	65,853	173,897	242,924
Amortization	-	1,851	15,589	44,660	62,100
Balance as at August 31, 2015	-	5,025	81,442	218,557	305,024
Net book value as at August 31, 2015	13,567	24,975	26,730	489,458	554,730

9. Goodwill

During the three-month period ended November 30, 2014, the Company performed its annual test for goodwill, in accordance with its policy described in note 2. For the purposes of the impairment test, goodwill was entirely allocated to Opsens Solutions Inc.'s CGU. The recoverable value of the CGU of Opsens Solutions Inc. was determined based on the fair value less costs to sell method.

2015 Impairment Test

The fair value less costs to sell method is based on the best information available to reflect the amount that could be obtained from the disposal of the CGU in an arm's length transaction between knowledgeable parties, net of estimates of the costs of disposal.

During the three-month period ended November 30, 2014, the Company updated its long-term financial forecast for Opsens Solutions Inc.'s CGU which corresponds to a reportable segment of the Company. As a result of lower than anticipated long-term revenue projections due to economic factors, including the significant decrease of the crude oil prices, the Company concluded its goodwill and some long-term assets may be impaired and as a result performed an impairment analysis. The recoverable amount of the goodwill as at November 30, 2014 was determined using the fair value less costs to sell method. In applying this method to its goodwill impairment test, the Company used replacement costs, market data and comparable transactions to determine the recoverable value of Opsens Solutions Inc.'s CGU.

As a result of the impairment analysis performed as at November 30, 2014, the Company concluded the carrying value of the Opsens Solutions Inc.'s CGU was in excess of its recoverable amount. The recoverable amount of Opsens Solutions Inc.'s CGU amounted to $1,611,000 and was classified at level 3 in the fair value hierarchy. The Company has recorded an impairment charge relating to its goodwill of $676,574 for the year ended August 31, 2015.

In addition, an impairment charge of $119,663 was also recorded during the year ended August 31, 2015 for automotive equipment resulting from the challenging economic environment Opsens Solutions Inc.'s CGU is facing.

There were no tax impacts as a result of the impairment charges.

10. Authorized Line of Credit

The Company has an authorized line of credit for a maximum amount of $200,000, $50,000 of which is available at all times and does not take into consideration the margining. When using the line of credit in an amount varying from $50,000 and $100,000, the available credit is limited to an amount that is equal to 75% of Canadian accounts receivable and 65% of foreign accounts receivable plus 50% of inventories of raw materials and finished goods. If the amount used exceeds $100,000, the credit available is limited to an amount equal to 75% of Canadian accounts receivable and 90% of insured foreign accounts receivable plus 50% of inventories of raw materials and finished goods. This line of credit bears interest at the financial institution's prime rate plus 2% and is repayable on a weekly basis by $5,000 tranches. It is secured by a first-rank movable hypothec for an amount of $750,000 on the universality of receivables and inventories. The credit line was not used as at August 31, 2016 and 2015.

The Company also has credit cards for a maximum of $85,000 to finance its current operations. The balance used on these credit cards bears interest at the financial institution's prime rate plus 8.5%.

11. Accounts payable and accrued liabilities

	As at August 31, 2016	As at August 31, 2015
	$	$
Suppliers	**875,027**	666,278
Salaries, employee benefits and others	**423,716**	427,499
Other liabilities	**743,130**	564,185
Total	**2,041,873**	1,657,962

12. Deferred Revenues

a) Distribution and Other Rights Agreement

On November 19, 2012, the Company announced the granting of distribution and other rights for OptoWire and OptoMonitor, Opsens' products for measuring FFR. Under the terms of the agreement, the Company received:

- US$3 million for the distribution rights for its FFR products for Japan, Korea and Taiwan, which includes:
  a. US$2 million at signing ("upfront license fee");
  b. US$1 million once Opsens gets regulatory approval for its FFR devices in Japan ("milestone payment");
- US$2 million in convertible debenture, at signing, as described in note 14 of these consolidated financial statements.

Under the terms of the agreement, the Company shall reimburse the upfront license fee upon the occurrence of any of the following events:

a. The Company fails to obtain regulatory approval for the OptoWire and the OptoMonitor within five years of the agreement date for all the following geographic regions: Canada, European Union and the United States;

b. The Company abandons the development of the OptoWire and OptoMonitor before obtaining the milestone payment;

c. The Company materially breaches any terms of the agreement or is subject to bankruptcy.

On October 2, 2014, the Company announced it had received Shonin approval from the Japanese Ministry of Health, Labor and Welfare to market the OptoWire and the OptoMonitor. Obtaining Shonin approval was the final condition for the release of a milestone payment of $1,115,500 (US$1,000,000), net of income taxes. This amount has been recorded in the consolidated statements of loss and comprehensive loss under the caption "Distribution rights".

On November 19, 2014, the Company announced it has received CE Mark approval to market in Europe its FFR products. The CE mark approval allows the Company to record in the consolidated statements of loss and comprehensive loss under the caption "Distribution rights" the $2,002,000 (US$2,000,000) upfront license fee, net of income taxes, it received upon the signature of the agreement that were previously accounted for as deferred revenues.

12. Deferred Revenues (continued)

a) Distribution and Other Rights Agreement (continued)

During the year ended August 31, 2015, an adjustment on revenues and income tax expense of $340,000 (US$300,000) was made to recognize additional revenues from the distribution agreement and withholding taxes paid by the Company.

b) Licensing Agreement

On April 15, 2014, the Company announced it had entered into an agreement with Abiomed, Inc. ("Abiomed") in connection with its miniature optical pressure sensor technology for applications in circulatory assist devices. The Company has granted Abiomed an exclusive worldwide license to integrate its miniature pressure sensor in connection with Abiomed's circulatory assist devices. Under the agreement, Abiomed will pay Opsens an aggregate amount of US$6,000,000. $1,647,000 (US$1,500,000) has been paid on closing, while the balance will be disbursed based on the achievement of certain milestones.

The Company applies the principles of IAS 18, *Revenue*, to record revenues arising from the agreement with Abiomed. Therefore, the amount of $1,647,000 (US$1,500,000) paid on closing is recognized over the term of the agreement. Revenues from milestone payments will be limited to costs incurred as long as the milestones are not achieved. Upon the achievement of a milestone, the unrecognized portion of the milestone will be recorded as revenues. During the year ended August 31, 2016, an amount of $367,416 ($366,409 for the year ended August 31, 2015) related to the Abiomed agreement has been recognized as licensing revenues in the consolidated statements of loss and comprehensive loss.

c) Other Deferred Revenues

Deferred revenues also comprise contracts where billings exceed contract costs incurred to date plus recognized profits less recognized losses or when the Company receives payments in advance of meeting the revenue recognition criteria.

13. Long-term Debt

	As of August 31, 2016	As of August 31, 2015
	$	$
Contributions repayable to Ministère des Finances et de l'Économie (MFE), without interest (effective rate of 9%), repayable in five equal and consecutive annual instalments of $82,718, maturing in February 2020.		
Debt balance	**330,872**	413,590
Imputed interest	**(52,841)**	(80,364)
	278,031	333,226
Term loans, bearing interest at rates varying from 5.69% to 6.79%, payable in monthly instalments of $3,161, including interest, maturing from October to December 2017.	**45,492**	79,291
Contributions repayable to Canada Economic Development, without interest (effective rate of 13.5%), repayable in twenty equal and consecutive quarterly instalments of $15,000, maturing in August 2020.		
Debt balance	**240,000**	300,000
Imputed interest	**(54,664)**	(81,239)
	185,336	218,761
Contributions repayable to Canada Economic Development, without interest (effective rate of 12%), repayable in 59 equal and consecutive monthly instalments of $1,086 and a final payment of $1,063, maturing in October 2023. The difference between amounts received and estimated fair value is recognized as government grants.		
Debt balance	**65,137**	-
Imputed interest	**(26,054)**	-
	39,083	-
Secured loan from Export Development Canada, bearing interest at prime rate plus 2.0%, secured by a movable hypothec on the universality of the Company's present and future property, plant and equipment and intangible assets, payable in 48 monthly instalments of $10,417, maturing in April 2017. Amounts received are net of transaction costs of $2,500.	**456,241**	-
Term loan, bearing interest at prime rate plus 0.25%, secured by a movable hypothec on the universality of the Company's present and future property, plant and equipment and intangible assets, payable in forty-eight monthly instalments of $18,750, maturing in May 2020. Amounts received are net of transaction costs of $9,000.	**780,471**	-
Reimbursed during the year	-	63,810
	1,784,654	695,088
Current portion	**481,248**	232,309
	1,303,406	462,779

13. Long-term Debt (continued)

The annual principal instalments due on the long-term debt are $481,248 in 2017, $466,493 in 2018, $465,749 in 2019, $336,335 in 2020 and $9,679 in 2021.

Under the terms and conditions of the agreements on long-term debt with its lenders, the Company is subject to certain covenants with respect to maintaining minimum financial ratios. As at August 31, 2016 and 2015, these financial ratios were met by the Company.

14. Convertible Debenture

	As at August 31, 2016	As at August 31, 2015
	$	$
Debt component reported as long-term liability (US$2,144,864; US$2,092,368 as at August 31, 2015)	**2,813,204**	2,752,929
Embedded derivative reported as long-term liability (US$746,900; US$186,800 as at August 31, 2015)	**979,635**	245,773
Total	**3,792,839**	2,998,702

On November 19, 2012, the Company issued a US$2,000,000 ($2,002,000) subordinated secured convertible debenture maturing November 19, 2017. The convertible debenture bears interest at a rate of 2.0% per annum, payable at maturity. At the holder's option, the convertible debenture may be converted into common shares of the Company at any time up to the maturity date, at a conversion price representing the market price of the shares. However, the conversion price is subject to a minimum of $0.50 and a maximum of $0.75 per common share (the "conversion price").

The convertible debenture is also convertible at the Company's option at the conversion price if the volume-weighted average closing price per common share for the twenty trading days immediately preceding the fifth trading day before such conversion date is at least $1.20 and if a minimum of 50,000 common shares have traded on the TSX Venture Exchange during each of the twenty trading days taken into account in the calculation of the conversion price.

To secure the repayment of the convertible debenture, a movable hypothec on certain equipment has been given. As at August 31, 2016, the net book value of property, plant and equipment pledged as collateral was nil ($2,000 as at August 31, 2015). This hypothec ranks second to certain long-term debts of the Company.

As noted above, the convertible debenture contains a conversion option that will result in an obligation to deliver a fixed amount of equity in exchange of a variable amount of convertible debenture when translated in the functional currency of the Company. Consequently, under IAS 32, "Financial Instruments: Presentation", the convertible debenture is accounted for as a compound instrument with a debt component and a separate embedded derivative representing the conversion option. Both the debt and embedded derivative components of this compound financial instrument are measured at fair value on initial recognition. The debt component is subsequently accounted for at amortized cost using the effective interest rate method. The embedded derivative is subsequently measured at fair value at each reporting date, with gains and losses in fair value recognized through profit or loss.

14. Convertible Debenture (continued)

Expenses associated with the debenture consist of:

	Years ended August 31,	
	2016	2015
	$	$
Interest expense	**56,659**	71,465
Accretion interest	**12,970**	11,760
Change in fair value of embedded derivative	**732,425**	73,271
Total	**802,054**	156,496

As at August 31, 2016, the debt component of the convertible debenture has a fair value of $1,905,700 ($1,693,400 as at August 31, 2015).

15. Share Capital, Stock Options and Warrants

a) Share capital

The Company has authorized an unlimited number of common shares (being voting and participating shares) with no par value.

On May 16, 2016, the Company completed a non-brokered private placement offering for aggregate gross proceeds of $4,999,050. In connection with the offering, the Company issued a total of 4,761,000 units at a price of $1.05 per unit. Each unit consists of one common share in the capital stock of Opsens and one-half of one common share purchase warrant, with each whole common share purchase warrant entitling the holder thereof to purchase one common share at a price of $1.55 until November 16, 2017. The value of one-half of one common share purchase warrant was established at $0.08.

Expenses of the offering include professional fees and miscellaneous fees for total fees of $102,563. The fees have been allocated on a prorata basis between share capital and the warrants reserve, $94,749 and $7,814 respectively, based on the ratio established by their respective values as discussed above.

On December 22, 2015, the Company completed a public offering for aggregate gross proceeds of $5,000,000. In connection with the offering, the Company issued a total of 5,681,819 units at a price of $0.88 per unit. Each unit consists of one common share in the capital stock of Opsens and one-half of one common share purchase warrant, with each whole common share purchase warrant entitling the holder thereof to purchase one common share at a price of $1.20 until June 22, 2017. The value of one-half of one common share purchase warrant was established at $0.10.

Expenses of the offering include underwriting fees of $276,202 and other professional fees and miscellaneous fees of $323,713 for total fees of $599,915 of which $598,559 have been paid and $1,356 are included in accounts payable and accrued liabilities.

15. Share Capital, Stock Options and Warrants (continued)

a) Share capital (continued)

The Company also issued 313,886 broker warrants as additional compensation, each warrant entitling the holder to purchase one common share of the Corporation at a price of $0.88 until June 22, 2017. The value of one broker warrant was established at $0.29.

The total fees of $599,915 and the broker warrants value of $91,027 have been allocated on a prorata basis between share capital and the warrants reserve, $612,179 and $78,763 respectively, based on the ratio established by their respective values as described above.

Concurrently with the public offering, the Company completed a non-brokered private placement offering of 184,400 units at a price of $0.88 per unit for aggregate gross proceeds of $162,272. Each unit comprises the same terms and conditions than the units issued under the public offering. Expenses related to the private placement amounted to $10,083. The fees have been allocated on a prorata basis between share capital and the warrants reserve, $8,937 and $1,146 respectively, based on the ratio established by their respective values as discussed above.

During the year ended August 31, 2016, following the exercise of stock options, the Company issued 574,250 common shares (714,250 common shares and 140,000 common shares were subscribed but not issued for the year ended August 31, 2015) for a cash consideration of $219,166 ($232,952 for the year ended August 31, 2015). As a result, an amount of $139,168 was reallocated from “Reserve – Stock option plan” to “Share capital” in shareholders’ equity ($134,768 for the year ended August 31, 2015).

During the year ended August 31, 2016, following the exercise of warrants, the Company issued 790,316 common shares (25,000 common shares for the year ended August 31, 2015) for a cash consideration of $581,630 ($18,250 for the year ended August 31, 2015). As a result, an amount of $33,013 was reallocated from “Reserve – Warrants” to “Share capital” in shareholders’ equity ($910 for the year ended August 31, 2015).

b) Stock options

The Shareholders approved the stock option plan on January 18, 2016 because, according to the policies of the TSX Venture Exchange, the stock option plan must be approved by the Company’s shareholders every year. The number of common shares reserved by the Board of Directors for options granted under the plan shall not exceed 10% of the issued and outstanding common shares of the Company. The plan is available to the Company’s directors, consultants, officers and employees.

The stock option plan stipulates that the terms of the options and the option price shall be fixed by the directors subject to the price restrictions and other requirements imposed by the TSX Venture Exchange. The exercise period cannot exceed five years, beginning on the grant date. These options generally vest over a four-year period, except for 600,000 outstanding stock options granted (700,000 stock options granted as at August 31, 2015), which were completely vested at grant date. The exercise price of the options is the closing price of the shares of the Company on the TSX Venture Exchange on the trading day immediately preceding the date of grant.

The compensation expense in regards to the stock option plan for the year ended August 31, 2016 is $451,096 ($316,873 for the year ended August 31, 2015).

15. Share Capital, Stock Options and Warrants (continued)

b) Stock options *(continued)*

The fair value of options granted was determined using the Black-Scholes option pricing model with the following assumptions:

	Years ended August 31,	
	2016	2015
Risk-free interest rate	Between 0.32% and 0.80%	Between 0.63% and 1.55%
Volatility	Between 62% and 112%	Between 88% and 124%
Dividend yield on shares	Nil	Nil
Expected life	5 years	5 years
Weighted share price	$0.95	$0.80
Weighted fair value per option at the grant date	$0.55	$0.52

In addition, option valuation models require the input of highly-subjective assumptions, including the expected stock price volatility. Any changes in the subjective input assumptions can affect the fair value estimate.

The expected volatility is based on the historical volatility of the underlying share price for a period equivalent to the expected life of the options.

The situation of the outstanding stock option plan and the changes that took place between August 31, 2014 and August 31, 2016 are as follows:

	Number of options	Weighted-average exercise price
		$
Outstanding as at August 31, 2014	4,172,500	0.36
Options granted	862,000	0.81
Options exercised*	(854,250)	0.27
Options forfeited	(17,500)	0.81
Options cancelled	(620,000)	0.29
Outstanding as at August 31, 2015	3,542,750	0.50
Options granted	2,154,750	0.95
Options exercised	(574,250)	0.38
Options forfeited	-	-
Options cancelled	(93,750)	0.79
Outstanding as at August 31, 2016	5,029,500	0.70
Options exercisable as at August 31, 2016	1,913,125	0.43

* 140,000 common shares arising from the exercise of stock options were issued after August 31, 2015.

15. Share Capital, Stock Options and Warrants (continued)

b) Stock options *(continued)*

The table below provides information on the outstanding stock options as at August 31, 2016:

Exercise price	Number of outstanding stock options	Number of exercisable stock options	Weighted-average remaining contractual life (years)
$			
0.20	160,750	160,750	0.55
0.21	250,000	187,500	1.35
0.23	282,500	282,500	0.21
0.24	40,000	40,000	1.24
0.25	608,500	456,375	1.39
0.44	100,000	100,000	2.13
0.66	200,000	100,000	2.92
0.68	200,000	50,000	3.06
0.69	140,000	140,000	3.38
0.70	400,000	-	4.02
0.72	100,000	25,000	3.23
0.75	351,000	175,500	2.65
0.80	25,000	-	4.09
0.85	120,000	80,000	2.23
0.90	350,000	-	4.41
0.93	1 002,250	-	4.38
0.94	402,000	115,500	3.64
1.20	97,500	-	4.63
1.22	50,000	-	4.63
1.66	150,000	-	4.94
	5,029,500	1,913,125	3.04

c) Warrants

The situation of the outstanding warrants and the changes that took place between August 31, 2014 and August 31, 2016 are as follows:

	Number of warrants	Weighted-average exercise price
		$
Outstanding as at August 31, 2014	3,475,426	0.98
Warrants exercised (note 15a)	(25,000)	0.73
Outstanding as at August 31, 2015	3,450,426	0.98
Issued with units (note 15a)	5,313,610	1.36
Issued to brokers (note 15a)	313,886	0.88
Warrants expired	(2,670,110)	1.05
Warrants exercised (note 15a)	(790,316)	0.74
Outstanding as at August 31, 2016	5,617,496	1.33
Warrants exercisable as at August 31, 2016	5,617,496	1.33

15. Share Capital, Stock Options and Warrants (continued)

c) Warrants (continued)

The fair value of the warrants issued was estimated using the Black-Scholes option pricing model using the following assumptions:

	Year ended August 31, 2016
Risk-free interest rate	Between 0.51% and 0.56%
Volatility	Between 58% and 69%
Dividend yield on shares	Nil
Expected life	1.5 years
Weighted share price	$1.33
Weighted fair value per warrant at the grant date	$0.19

In addition, option valuation models require the input of highly-subjective assumptions, including the expected stock price volatility. Any changes in the subjective assumptions can affect the fair value estimate.

The expected volatility is based on the historical volatility of the underlying share price for a period equivalent to the expected life of the warrants.

16. Net Loss per Share

The table below presents a reconciliation between the basic net loss and the diluted net loss per share:

	Years ended August 31,	
	2016	2015
	$	$
Net loss attributable to shareholders		
Basic and diluted	**(9,281,669)**	(2,883,865)
Number of shares		
Basic and diluted weighted-average number of shares outstanding	**66,735,651**	60,179,119
Amount per share		
Net loss per share		
Basic	**(0.14)**	(0.05)
Diluted	**(0.14)**	(0.05)

16. Net Loss per Share (continued)

Stock options, warrants and the convertible debenture are excluded from the calculation of the diluted weighted-average number of shares outstanding when their exercise price is greater than the average market price of common shares or when their effect is antidilutive. The number of such stock options, warrants and the nominal value of the convertible debenture is presented below:

	Years ended August 31,	
	2016	**2015**
Stock options	**297,500**	542,000
Warrants	**5,303,610**	2,670,110
Convertible debenture (US$2,000,000)	**$2,002,000**	$2,002,000

For the years ended August 31, 2016 and 2015, the diluted amount per share was the same amount as the basic amount per share, since the dilutive effect of stock options, warrants and convertible debenture was not included in the calculation; otherwise, the effect would have been antidilutive. Accordingly, the diluted amount per share for these years was calculated using the basic weighted average number of shares outstanding.

17. Additional Information on the Consolidated Statements of Cash Flows

	Years ended August 31,	
	2016	2015
	$	$
Changes in non-cash operating working capital items		
Trade and other receivables	**(1,420,333)**	408,218
Tax credits receivable	**(15,000)**	33,500
Inventories	**(1,219,054)**	(391,886)
Prepaid expenses	**(139,365)**	68,747
Accounts payable and accrued liabilities	**368,243**	181,797
Warranty provision	**93,870**	(49,500)
Deferred revenues	**(609,943)**	(2,462,273)
Deferred lease inducement	**927,698**	49,626
	(2,013,884)	(2,161,771)
Supplementary information		
Unpaid acquisition of property, plant and equipment	**18,049**	39,654
Unpaid additions to intangible assets	**59,636**	23,719

	As at August 31, 2016	As at August 31, 2015
	$	$
Cash and cash equivalents		
Cash	**454,740**	449,658
Short-term investments	**5,448,300**	6,753,954
	5,903,040	7,203,612

18. Commitments

Leases

The Company leases offices in Québec under operating leases expiring on April 30, 2018 and September 30, 2025. These agreements are renewable for an additional five-year period.

Future payments for the leases, totalling $3,135,000, required in each of the forthcoming years are as follows:

	$
2017	471,000
2018	416,000
2019	297,000
2020	303,000
2021	310,000
Thereafter	1,338,000

In 2016, the offices lease expense is $909,969 ($393,106 in 2015).

19. Contractual Guarantees

During the normal course of business, the Company replaces defective parts under warranties offered at the sale of the products. The term of the warranties is generally 12 months. During the year ended August 31, 2016, the Company recognized an expense of $93,870 (reversal of $49,500 recognized for the year ended August 31, 2015) for guarantees. A provision of $177,870 is recorded for guarantees as at August 31, 2016 ($84,000 as at August 31, 2015). The following table summarizes changes in warranty provision:

	Years ended August 31,	
	2016	2015
	$	$
Balance – Beginning of year	**84,000**	133,500
Provisions recognized (reversed)	**93,870**	(49,500)
Balance – End of year	**177,870**	84,000

This provision estimate is based on past experience. The actual costs that the Company may incur, as well as the moment when the parts should be replaced, can differ from the estimated amount.

20. Government Assistance

Under an agreement entered into with Canada Economic Development (CED), the Company may receive a refundable contribution of a maximum amount of $200,000, non-interest bearing, to cover expenses related to the commercialization of its FFR products. This contribution is paid out based on presentation by the Company of invoices related to specific expenses since May 22, 2015. During the year ended August 31, 2016, the Company received an amount of $65,137 for which an amount of $27,858 (nil for the year ended August 31, 2015) was recognized against administrative and sales and marketing.

21. Income Taxes

The reconciliation of the income tax provision calculated using the combined Canadian federal and provincial statutory income tax rate with the income tax provision in the consolidated financial statements is as follows:

	Years ended August 31,	
	2016	2015
	$	$
Income tax payable using the combined federal and provincial statutory tax rate (26.9%; 26.0% in 2015)	**(2,498,200)**	(660,646)
Non-deductible expenses and others	**1,317,525**	1,023,486
Deductible financing fees	**(98,835)**	(58,012)
Taxable income	**(95,929)**	(734,951)
Non-taxable income tax credits	**(114,103)**	(121,752)
Losses carried forward	**1,489,542**	551,875
Foreign income taxes	**-**	340,000
Income tax using effective income tax rate	**-**	340,000

As at August 31, 2016, the Company has tax losses of approximately $17,512,400 for federal purposes and $17,248,400 for provincial purposes that can be used to reduce future taxable income. These losses expire as follows:

	Federal	Provincial
	$	$
2024	515,000	463,000
2025	42,000	40,000
2026	400	400
2027	1,552,000	1,509,000
2028	716,000	692,000
2029	1,404,000	1,214,000
2030	500,000	500,000
2031	2,123,000	2,146,000
2032	1,285,000	1,280,000
2033	237,000	239,000
2034	1,091,000	1,125,000
2035	2,513,000	2,510,000
2036	5,534,000	5,530,000
	17,512,400	17,248,400

21. Income Taxes (continued)

The Company also has undeducted research and development expenses of $8,205,000 ($7,106,000 as at August 31, 2015) for federal purposes and $10,920,000 ($9,798,000 as at August 31, 2015) for provincial purposes that are deferred over an undetermined period.

Deferred income tax assets related to unclaimed tax losses, financing costs and research and development expenses as well as non-refundable scientific research tax credits adding up to approximately $10,974,000 ($7,461,000 as at August 31, 2015) were not recognized due to the uncertainty concerning the Company's ability to generate taxable income. In addition, deferred tax liabilities of approximately $672,000 ($507,500 as at August 31, 2015) related to federal investment tax credits on property, plant and equipment were recognized and offset by a deferred income tax asset.

22. Tax Credits for Scientific Research and Experimental Development

For tax purposes, research and development expenses are detailed as follows:

	Years ended August 31,	
	2016	2015
	$	$
Federal	**1,499,000**	1,519,018
Provincial	**1,539,000**	1,519,018

These expenses have enabled the Company to become eligible for scientific research and experimental development tax credits reimbursable for the following amounts:

	Years ended August 31,	
	2016	2015
	$	$
Federal	**-**	-
Provincial	**365,000**	350,000
	365,000	350,000

These credits were recorded in research and development expenses in the consolidated statements of loss and comprehensive loss.

Reimbursable scientific research and experimental development income tax credits earned for the year ended August 31, 2016 and 2015 have not yet been reviewed by the taxation authorities, and the amounts granted could differ from those that have been recorded.

Over the years, the Company qualified for federal income tax credits for scientific research and experimental development, which were non-refundable and could be used against Part I Company tax. The accumulated credits for the year ended August 31, 2016 are about $2,496,000 ($2,217,000 as at August 31, 2015) and expire over a period of 8 to 20 years beginning in 2016.

23. Segmented Information

Sector's Information

In order to strengthen its medical identity to develop its full potential in the FFR market, the Company reorganized, on September 1, 2015, its corporate structure. Following the reorganization, the Company is now organized into two segments: Medical and Industrial.

Medical segment: In this segment, Opsens focuses mainly on the measure of FFR in interventional cardiology.

Industrial: In this segment, Opsens' develops, manufactures and installs innovative fiber optic sensing solutions for critical applications such as the monitoring of oil wells and other demanding industrial applications.

The principal factors employed in the identification of the two segments reflected in this note include the Company's organizational structure, the nature of the reporting lines to the President and Chief Executive Officer and the structure of internal reporting documentation such as management accounts and budgets.

In accordance with IFRS 8, *Operating Segments*, the Company has restated the corresponding information for the year ended August 31, 2015 to reflect the corporate reorganization with the exception of the information on segment assets and liabilities because the information was not available and the cost to develop it would have been excessive.

The same accounting policies are used for both reportable segments. Operations are carried out in the normal course of operations and are measured at the exchange amount, which approximates prevailing prices in the markets.

	Years ended August 31,					
			2016			2015
	Medical	**Industrial**	**Total**	Medical	Industrial	Total
	$	**$**	**$**	$	$	$
External sales	**6,429,256**	**3,171,561**	**9,600,817**	5,034,767	3,629,963	8,664,730
Internal sales	**-**	**413,982**	**413,982**	-	-	-
Depreciation of property, plant and equipment	**443,355**	**105,875**	**549,230**	214,780	170,051	384,831
Amortization of intangible assets	**64,543**	**8,224**	**72,767**	48,352	13,748	62,100
Financial expenses (revenues)	**(167,106)**	**223,970**	**56,864**	(163,257)	162,691	(566)
Current income tax expense	**-**	**-**	**-**	340,000	-	340,000
Net earnings (loss)	**(7,247,523)**	**(2,031,912)**	**(9,279,435)**	708,560	(2,796,188)	(2,087,628)
Acquisition of property, plant and equipment	**2,934,675**	**131,924**	**3,066,599**	553,062	71,577	624,639
Additions to intangible assets	**108,264**	**54,376**	**162,640**	137,036	23,383	160,419
Segment assets	**14,281,597**	**2,579,879**	**16,861,476**	N/A	N/A	N/A
Segment liabilities	**8,973,258**	**575,795**	**9,549,053**	N/A	N/A	N/A

23. Segmented Information (continued)

The Company's net loss per reportable segments reconciles to its consolidated financial statements as follows:

	Years ended August 31,	
	2016	2015
	$	$
Net loss per reportable segments	**(9,279,435)**	(2,087,628)
Elimination of inter-segment profits	**(2,234)**	-
Impairment charge on property, plant and equipment (note 9)	**-**	(119,663)
Impairment charge on goodwill (note 9)	**-**	(676,574)
Net loss and comprehensive loss	**(9,281,669)**	(2,883,865)

Geographic sector's information

	Years ended August 31,	
	2016	2015
	$	$
Revenue per geographic sector		
Japan	**3,521,669**	3,978,097
Canada	**2,207,299**	1,350,228
United States	**1,506,971**	870,179
Chile	**6,396**	1,169,182
Other*	**2,358,482**	1,297,044
	9,600,817	8,664,730

* Comprised of revenues generated in countries for which amounts are individually not significant.

Revenues are attributed to the geographic sector based on the clients' location. Capital assets, which include property, plant and equipment and intangible assets, are all located in Canada.

During the year ended August 31, 2016, revenues from one client represented individually more than 10% of the total revenues of the Company, i.e. approximately 37% (medical's reportable segment).

During the year ended August 31, 2015, revenues from two clients represented individually more than 10% of the total revenues of the Company, i.e. approximately 40% (medical's reportable segment) and 13% (industrial's reportable segment).

24. Related-party Transactions

In the normal course of its operations, the Company has entered into transactions with related parties.

	Years ended August 31,	
	2016	2015
	$	$
Professional fees paid to a company controlled by a director	**29,248**	25,459

Fees are incurred for the Company's FFR activities.

Key management personnel, having authority and responsibility for planning, directing and controlling the activities of the Company, comprise the Chief Executive Officer, the Chief Financial Officer, the Business Unit Manager of Opsens Solutions Inc. and other vice presidents. Compensation of key management personnel during the year was as follows:

	Years ended August 31,	
	2016	2015
	$	$
Short-term salaries and other benefits	**1,317,208**	966,200
Option-based awards	**95,646**	83,300
Termination benefits	**-**	57,500
	1,412,854	1,107,000

The compensation of key executives is determined by the Human Resources and Compensation Committee, taking into consideration individual performance and market trends.

25. Additional Information to the Consolidated Statements of Loss and Comprehensive Loss

	Years ended August 31,	
Expenses (revenues) included in functions	**2016**	2015
	$	$
Salaries & Other Benefits	**7,604,580**	4,856,965
Cost of sales		
Administrative		
Sales and marketing		
Research and development		
Depreciation of Property, Plant and Equipment	**549,230**	384,831
Cost of sales		
Administrative		
Sales and Marketing		
Research and development		
Amortization of Intangible Assets	**72,767**	62,100
Administrative		
Research and development		
Government Assistance	**(113,054)**	(25,920)
Cost of sales		
Administrative		
Sales and marketing		
Research and development		
Income tax credits for research and development	**(424,173)**	(447,610)
Research and development		

26. Financial Instruments

Fair Value

The fair value of cash and cash equivalents, trade and other receivables and accounts payable and accrued liabilities approximates their carrying value due to their short-term maturities.

The fair value of long-term debt is based on the discounted value of future cash flows under the current financial arrangements at the interest rate the Company expects to currently negotiate for loans with similar terms and conditions and maturity dates. The fair value of long-term debt approximates its carrying value due to the current market rates.

26. Financial Instruments (continued)

Fair Value (continued)

The fair value of the convertible debenture is based on the discounted value of future cash flows under the current financial arrangements at the interest rate the Company expects to currently negotiate for loans with similar terms and conditions and maturity dates. The fair value of the debt component of the convertible debenture approximates $1,905,700 as at August 31, 2016 ($1,693,400 as at August 31, 2015) and is classified at level 2 in the fair value hierarchy.

Valuation Techniques and Assumptions Applied for the Purposes of Measuring Fair Value

The Company must maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The Company primarily applies the market approach for recurring fair value measurements. The three input levels used by the Company to measure fair value are the following:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities. An active market for the asset or liability is a market in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 – Quoted prices for similar assets or liabilities; quoted prices 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.

Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The following table summarizes the fair value hierarchy under which the Company's financial instruments are valued.

	As at August 31, 2016			
	Total	**Level 1**	**Level 2**	**Level 3**
	$	**$**	**$**	**$**
Financial assets (liabilities) measured at fair value:				
Convertible debenture – embedded derivative	**(979,635)**	**-**	**(979,635)**	**-**

	As at August 31, 2015			
	Total	**Level 1**	**Level 2**	**Level 3**
	$	**$**	**$**	**$**
Financial assets (liabilities) measured at fair value:				
Convertible debenture – embedded derivative	(245,773)	-	(245,773)	**-**

26. Financial Instruments (continued)

Valuation Techniques and Assumptions Applied for the Purposes of Measuring Fair Value (continued)

As explained in note 14, the convertible debenture contains an embedded derivative that must be measured at fair value at each reporting date with gains and losses in fair value recognized through profit or loss. One of the most significant assumptions impacting the Company's valuation of this embedded derivative is the implied volatility. The fair value of the convertible debenture was determined using the Black-Scholes pricing model using an implied volatility of 55% (95% in 2015), a discount rate of 0.57% (0.44% in 2015) and an expected life of 1.2 years (2.2 years in 2015). A 1% change in the implied volatility factor would have changed the fair value of the embedded derivative by $9,575 ($1,840 for the year ended August 31, 2015).

Risk Management

The main risks arising from the Company's financial instruments are credit risk, liquidity risk, interest rate risk and foreign exchange risk. These risks arise from exposures that occur in the normal course of business and are managed on a consolidated Company basis.

Credit Risk

Credit risk is the risk of an unexpected loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company regularly monitors credit risk exposure and takes steps to mitigate the likelihood of this exposure resulting in losses. The Company's exposure to credit risk currently relates to cash and cash equivalents and to trade and other receivables. The Company's credit risk management policies include the authorization to carry out investment transactions with recognized financial institutions with credit ratings of at least A and higher, in either bonds, money market funds or guaranteed investment certificates. Consequently, the Company manages credit risk by complying with established investment policies.

The credit risk associated with trade and other receivables is generally considered normal as trade receivables consist of a large number of customers spread across diverse geographical areas. Generally, the Company does not require collateral or other security from customers for trade accounts receivable; however, credit is extended following an evaluation of creditworthiness. In addition, the Company performs ongoing credit reviews of all of its customers and establishes an allowance for doubtful accounts when accounts are determined to be at risks and/or uncollectible. Two major customers represented 50% of the Company's total accounts receivable as at August 31, 2016 (33% as at August 31, 2015).

As at August 31, 2016, 56% (4% as at August 31, 2015) of the accounts receivable were of more than 90 days whereas 30% (55% as at August 31, 2015) of those were less than 30 days. The maximum exposure to the risk of credit for accounts receivable corresponded to their book value. As at August 31, 2016, the allowance for doubtful accounts was established at $491,623 ($3,032 as at August 31, 2015).

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled in cash and/or another financial asset. The Company's approach is to ensure it will have sufficient liquidity to meet operational, capital and regulatory requirements and obligations, under both normal and stressed circumstances. Cash flow projections are prepared and reviewed quarterly by the Board of Directors to ensure a sufficient continuity of funding. The funding strategies used to manage this risk include the Company's access to capital markets and debt securities issues.

26. Financial Instruments (continued)

Risk Management (continued)

Liquidity Risk (continued)

The following are the contractual maturities of the financial liabilities (principal and interest, assuming current interest rates) as at August 31, 2016 and August 31, 2015:

August 31, 2016	**Carrying amount**	**Cash flows**	**0 to 12 months**	**12 to 24 months**	**After 24 months**
	$	**$**	**$**	**$**	**$**
Accounts payable and accrued liabilities	**2,041,873**	**2,041,873**	**2,041,873**	**-**	**-**
Long-term debt	**1,784,654**	**1,930,582**	**530,651**	**502,285**	**897,646**
Convertible debenture	**3,792,839**	**2,898,533**	**-**	**2,898,533**	**-**
Total	**7,619,366**	**6,870,988**	**2,572,524**	**3,400,818**	**897,646**

August 31, 2015	**Carrying amount**	**Cash flows**	**0 to 12 months**	**12 to 24 months**	**After 24 months**
	$	**$**	**$**	**$**	**$**
Accounts payable and accrued liabilities	1,657,962	1,657,962	1,657,962	-	-
Long-term debt	695,088	862,821	244,458	180,646	437,717
Convertible debenture	2,998,702	2,907,594	-	-	2,907,594
Total	5,351,752	5,428,377	1,902,420	180,646	3,345,311

Interest Rate Risk

The Company's exposure to interest rate risk is summarized as follows:

Cash and cash equivalents	Fixed interest rates
Trade and other receivables	Non-interest bearing
Accounts payable and accrued liabilities	Non-interest bearing
Long-term debt	Non-interest bearing, fixed and variable interest rates
Convertible debenture	Fixed interest rates

Interest Rate Sensitivity Analysis

Interest rate risk exists when interest rate fluctuations modify the cash flows or the fair value of the Company's investments and embedded derivative. The Company owns investments with fixed interest rates. As at August 31, 2016, the Company was holding more than 92% (93% as at August 31, 2015) of its cash and cash equivalents in all-time redeemable term deposits.

All else being equal, a hypothetical 1% interest rate increase would have had an unfavourable impact of $2,487 on net loss and comprehensive loss for the year ended August 31, 2016 (unfavourable impact of $1,100 for the year ended August 31, 2015). A hypothetical 1% interest rate decrease would have had a favourable impact of $3,670 on net loss and comprehensive loss for the year ended August 31, 2016 (favourable impact of $1,300 for the year ended August 31, 2015).

26. Financial Instruments (continued)

Risk Management (continued)

Financial expenses (revenues)

	Years ended August 31,	
	2016	2015
	$	$
Interest and bank charges	**57,298**	60,868
Interest on long-term debt	**44,967**	32,665
Interest and accreted interest on convertible debenture (note 14)	**69,629**	83,225
Gain on foreign currency translation	**(3,988)**	(23,746)
Interest income	**(111,042)**	(153,578)
	56,864	(566)

Concentration Risk

Concentration risk exists when investments are made with multiple entities that share similar characteristics or when a large investment is made with a single entity. As at August 31, 2016 and 2015, the Company was holding 100% of its cash equivalents portfolio in all-time redeemable term deposits with financial institutions with high creditworthiness.

Foreign Exchange Risk

The Company realizes certain sales and purchases and certain supplies and professional services in US dollars, Euros and British pound. Therefore, it is exposed to foreign currency fluctuations. The Company does not actively manage this risk.

Foreign Currency Sensitivity Analysis

For the year ended August 31, 2016, if the Canadian dollar had strengthened 10% against the US dollar with all other variables held constant, net loss and comprehensive loss would have been $260,000 lower ($11,000 higher for the year ended August 31, 2015). Conversely, if the Canadian dollar had weakened 10% against the US dollar with all other variables held constant, net loss and comprehensive loss would have been $260,000 higher for the year ended August 31, 2016 ($11,000 lower for the year ended August 31, 2015).

For the year ended August 31, 2016, if the Canadian dollar had strengthened 10% against the Euros with all other variables held constant, net loss and comprehensive loss would have been $159,000 higher ($20,000 higher for the year ended August 31, 2015). Conversely, if the Canadian dollar had weakened 10% against the Euros with all other variables held constant, net loss and comprehensive loss would have been $159,000 lower for the year ended August 31, 2016 ($20,000 lower for the year ended August 31, 2015).

For the year ended August 31, 2016, if the Canadian dollar had strengthened 10% against the British pound with all other variables held constant, net loss and comprehensive loss would have been $42,000 higher (nil for the year ended August 31, 2015). Conversely, if the Canadian dollar had weakened 10% against the British pound with all other variables held constant, net loss and comprehensive loss would have been $42,000 lower for the year ended August 31, 2016 (nil for the year ended August 31, 2015).

26. Financial Instruments (continued)

Risk Management (continued)

Foreign Currency Sensitivity Analysis (continued)

As at August 31, 2016 and August 31, 2015, the risk to which the Company was exposed is established as follows:

	As at August 31, 2016	As at August 31, 2015
	$	$
Cash and cash equivalents (US$125,202; US$2,097,017 as at August 31, 2015)	**163,903**	2,759,045
Cash and cash equivalents (Euro 22,450; nil as at August 31, 2015)	**32,842**	-
Trade and other receivables (US$440,847; US$182,630 as at August 31, 2015)	**578,410**	240,286
Trade and other receivables (Euro 205,129; Euro 53 625 as at August 31, 2015)	**300,083**	79,167
Trade and other receivables (British pound 85,745; nil as at August 31, 2015)	**147,679**	-
Accounts payable and accrued liabilities (US$317,632; US$289,251 as at August 31, 2015)	**(416,288)**	(380,567)
Convertible debenture (US$2,144,864; US$2,092,368 as at August 31, 2015)	**(2,813,204)**	(2,752,929)
Embedded derivative (US$746,900; US$186,800 as at August 31, 2015)	**(979,635)**	(245,773)
Total	**(2,986,210)**	(300,771)

27. Capital Management

The Company's objective in managing capital, primarily composed of shareholders' equity, long-term debt and the convertible debenture, is to ensure sufficient liquidity to fund R&D activities, general and administrative expenses, sales and marketing expenses, working capital and capital expenditures.

In the past, the Company has had access to liquidity through non-dilutive sources, including the sale of non-core assets, long-term debts, investment tax credits and government assistance, interest income and public equity offerings.

As at August 31, 2016, the Company's working capital amounted to $9,502,625 ($8,492,636 as at August 31, 2015), including cash and cash equivalents of $5,903,040 ($7,203,612 as at August 31, 2015). The accumulated deficit at the same date was $30,539,014 ($21,257,345 as at August 31, 2015). Based on the Company's assessment, which takes into account current cash and cash equivalents, as well as its strategic plan and corresponding budgets and forecasts, the Company believes that it has sufficient liquidity and financial resources to fund planned expenditures and other working capital needs for at least, but not limited to, the 12-month period following the consolidated statements of financial position date of August 31, 2016.

The Company believes that its current liquid assets are sufficient to finance its activities in the short-term.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. Capital management objectives, policies and procedures have remained unchanged since the last fiscal year.

27. Capital Management (continued)

For the years ended August 31, 2016 and 2015, the Company has not been in default under any of its obligations regarding the long-term debt.

28. Approval of Consolidated Financial Statements

The consolidated financial statements were approved by the Board of Directors and authorized for issue on November 15, 2016.

GOVERNANCE

Directors

DENIS M. SIROIS
Chairman of the Board of Directors

LOUIS LAFLAMME, CPA, CA
President and Chief Executive Officer

CLAUDE BELLEVILLE
Vice President, Medical Devices

GAÉTAN DUPLAIN
President, Opsens Solutions

DENIS HARRINGTON
Director

JEAN LAVIGUEUR
Director

PAT MACKIN
Director

Officiers

LOUIS LAFLAMME, CPA, CA
President and Chief Executive Officer

CLAUDE BELLEVILLE
Vice President, Medical Devices

GAÉTAN DUPLAIN
President, Opsens Solutions

THIERRY DUMAS, CPA, CA
Chief Financial Officer and Corporate Secretary

CORPORATE INFORMATION

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Investor relations

For information about Opsens Inc. or to be placed on the mailing list for quarterly reports and news releases, contact Marie-Claude Poitras at the head office or marie-claude.poitras@opsens.com.

Stock exchange listing

Toronto Venture Exchange - Symbol: OPS
OTCQX - Symbol: OPSSF

Auditors

Deloitte LLP Quebec, QC

Shares outstanding

72,629,038 (August 31, 2016)

Transfer Agent & Registrar
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320 Bay Street – B1 Level
Toronto, ON M5H 4A6

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Annual meeting of shareholders

750 boulevard du Parc-Technologique
Quebec, QC G1P 4S3

Tuesday, January 24 2017 – 10:30 a.m.

OPSENS' MARKETS

INTERVENTIONAL CARDIOLOGY – MEASURE OF FFR OPSENS POSITIONED FOR GROWTH

During fiscal year 2016, Opsens has taken a share in the global FFR market, which offers great growth opportunities. For 2017 and beyond, Opsens is targeting significant gains in market share.

In the United States, Europe, Japan and Canada, Opsens' OptoWire impressed key opinion leaders in cardiology, who commented positively on its performance. The OptoWire addresses cardiologists' most common concerns regarding products available to measure FFR.

This performance has also been highlighted in a prestigious medical journal, the Circulation Journal, the official journal of the Japanese Circulation Society.

EDITORIAL

CIRCULATION JOURNAL
OFFICIAL JOURNAL OF THE JAPANESE CIRCULATION SOCIETY
http://www.j-circ.or.jp

FRACTIONAL FLOW RESERVE, CORONARY PRESSURE WIRES, AND DRIFT

Nico HJ Pijls, MD, PhD; Bernard De Bruyne, MD, PhD

Circulation Journal, Official Journal of the Japanese Circulation Society; Vol. 80, Aug. 2016: 1704-1706.

INDUSTRIAL - GROWING MARKETS

Opsens' versatile technologies can answer needs in key, valuable markets. There is a positive sentiment around our single-point measurement technology in leading areas. This growing interest stems from the fact that traditional technologies do not perform as expected under certain conditions, opening avenues for Opsens' fiber optic technology.

Opsens capitalizes on its easily adaptable technology and invests to offer applications to growing markets, like structure monitoring and various other applications in sectors such as mining, energy, marine and laboratories.

INTERVENTIONAL CARDIOLOGY – FFR

RELIABLE FFR MEASUREMENT

INDUSTRIAL APPLICATIONS

FIBER-OPTIC-BASED INNOVATIVE SOLUTIONS FOR VARIOUS INDUSTRIES

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