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

Form 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-163
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of **March, 2021**
Commission File Number **0-30314**

PORTAGE BIOTECH INC.
(Translation of registrant's name into English)

6 Adelaide Street East Suite 300. Toronto, Ontario, Canada M5C 1H6
(Address of principal executive office)

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

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

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

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

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

EXHIBITS

Exhibit No.	Exhibit
99.1	Unaudited Condensed Consolidated Interim Financial Statements for the three and nine months ended December 31, 2020. Unaudited - Prepared by Management as of March 1, 2021.
99.2	Management's Discussion and Analysis for the three and nine months ended December 31, 2020.

SIGNATURES

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

Dated: March 1, 2021

PORTAGE BIOTECH INC.

By: /s/ Allan Shaw
Allan Shaw
Chief Financial Officer

Exhibit 99.1

Portage Biotech Inc.

Condensed Consolidated Interim Financial Statements

For the Three and Nine months Ended December 31, 2020

(Unaudited - Prepared by Management)

(U.S. Dollars)

Portage Biotech Inc.
Condensed Consolidated Interim Financial Statements

NOTICE TO READER OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

The condensed consolidated interim financial statements for Portage Biotech Inc. are comprised of the condensed consolidated statements of financial position as of December 31, 2020 and March 31, 2020, and the condensed consolidated interim statements of operations and comprehensive loss for the three and nine months ended December 31, 2020 and 2019 and the statements of equity and cash flows for each of the nine months then ended and are the responsibility of the Company's management.

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

"signed"
Allan Shaw, CFO

"signed"
Ian Walters MD, Director

DATE: March 1, 2021

Portage Biotech Inc.
Condensed Consolidated Interim Statements of Financial Position
(U.S. Dollars)
(Unaudited - see Notice to Reader dated March 1, 2021)

As of,	Note	December 31, 2020	March 31, 2020
		In 000'$	(Audited) In 000'$
Assets			
Current assets			
Cash and cash equivalents		**$ 3,637**	$ 3,152
Prepaid expenses and other receivables	**6**	**563**	574
Investments in marketable equity securities	**7**	**-**	68
		4,200	3,794
Long-term assets			
Long-term portion of other receivables	**6**	**34**	34
Investment in associates	**8**	**2,495**	1,225
Investment in private companies	**10**	**7,409**	7,409
Goodwill	**11**	**43,324**	43,324
In process research and development	**12**	**117,388**	117,388
Other assets		**36**	-
Total assets		**$ 174,886**	$ 173,174
Liabilities and Equity			
Current liabilities			
Accounts payable and accrued liabilities		**$ 254**	$ 1,268
Warrant liability	**14**	**771**	-
Unsecured notes payable	**13**	**300**	300
Advance from related party		**-**	1,000
		1,325	2,568
Non-current liabilities			
Unsecured notes payable	**13**	**-**	3,361
Deferred tax liability	**12**	**21,604**	21,604
		21,604	24,965
Total liabilities		**22,929**	27,533
Shareholders' Equity			
Capital stock	**15**	**130,588**	117,817
Stock option reserve	**16**	**36**	58
Accumulated other comprehensive income		**958**	958
Accumulated deficit		**(26,637)**	(22,302)
Total equity attributable to owners of the Company		**104,945**	96,531
Non-controlling interest	**22**	**47,012**	49,110
Total equity		**$ 151,957**	$ 145,641
Total liabilities and equity		**$ 174,886**	$ 173,174
Commitments and Contingent Liabilities (Note 18)			

On behalf of the Board "Allan Shaw" (signed) Chief Financial Officer "Ian Walters" (signed)

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

Portage Biotech Inc.
Condensed Consolidated Interim Statements of Operations and Other Comprehensive Loss
(U.S. Dollars)
(Unaudited - see Notice to Reader dated March 1, 2021)

	Note	Three months ended December 31,		Nine months ended December 31,	
		2020	2019 (Revised)	**2020**	**2019**
		In 000'$	In 000'$	**In 000'$**	In 000'$
Expenses					
Research and development		**$ (368)**	$ (791)	**$ (1,658)**	$ (3,175)
General and administrative expenses		**(498)**	(291)	**(1,349)**	(1,275)
Loss from operations		**(866)**	(1,082)	**(3,007)**	(4,450)
Gain on sale of marketable equity securities	**7**	**-**	-	**72**	-
Change in fair value of warrant liability	**14**	**(500)**	-	**(441)**	-
Income (loss) on equity issued at a discount	**15**	**77**	-	**(1,256)**	-
(Loss) on extinguishment of notes payable	**13**	**-**	(33)	**(223)**	(33)
Share of (loss) income in associates accounted for using equity method	**8**	**(121)**	(60)	**270**	(126)
Foreign exchange (loss)		**(2)**	(350)	**(2)**	(350)
Research and development tax credit		**65**	-	**65**	-
Interest (expense)		**(3)**	(201)	**(172)**	(404)
Net (loss)		**(1,350)**	(1,726)	**(4,694)**	(5,363)
Other comprehensive (loss)					
Unrealised gain on investment in investments	**7, 10**	-	1,635	-	1,617
Total comprehensive (loss) for period		**$ (1,350)**	$ (91)	**$ (4,694)**	$ (3,746)
Net (loss) attributable to:	**2**				
Owners of the Company		**$ (1,184)**	$ (1,316)	**$ (4,335)**	$ (4,031)
Non-controlling interest		**(166)**	(410)	**(359)**	(1,332)
		$ (1,350)	$ (1,726)	**$ (4,694)**	$ (5,363)
Comprehensive (loss) income attributable to:	**2**				
Owners of the Company		**$ (1,184)**	$ 319	**$ (4,335)**	$ (2,414)
Non-controlling interest		**(166)**	(410)	**(359)**	(1,332)
		$ (1,350)	$ (91)	**$ (4,694)**	$ (3,746)
(Loss) per share (Actual)	**17**				
Basic and diluted		**$ (0.10)**	$ (0.12)	**$ (0.37)**	$ (0.37)
Weighted average shares outstanding					
Basic and diluted		**12,031**	10,988	**11,619**	10,940

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

Portage Biotech Inc.
Condensed Consolidated Interim Statements of Changes in Shareholders' Equity
For the Nine months Ended December 31, 2020 and 2019
(U.S. Dollars)
(Unaudited - see Notice to Reader dated March 1, 2021)

	Number of Shares	Capital Stock	Stock Option Reserve	Accumulated Other Comprehensive Income	Retained Earnings (Accumulated Deficit)	Equity Attributable to Owners of Company	Non-controlling Interest	Total Equity
	In '000'	In '000'$	In '000'$	In '000'$	In '000'$	In '000'$	In '000'$	In '000'$
Balance, April 1, 2020	**10,988**	**117,817**	**58**	**958**	**(22,302)**	**96,531**	**49,110**	**145,641**
Issued under private placement	**698**	**6,980**	**-**	**-**	**-**	**6,980**	**-**	**6,980**
Share issuance costs	**-**	**(248)**	**-**	**-**	**-**	**(248)**	**-**	**(248)**
Share-based compensation	**-**	**-**	**-**	**-**	**-**	**-**	**712**	**712**
Exchange of SalvaRx warrants for Portage warrants	**-**	**2,640**	**-**	**-**	**-**	**2,640**	**-**	**2,640**
Settlement of non-controlling interest in SalvaRx	**-**	**2,451**	**-**	**-**	**-**	**2,451**	**(2,451)**	**-**
Warrant liability at contract price	**-**	**(330)**	**-**	**-**	**-**	**(330)**	**-**	**(330)**
Fair value adjustment for shares issued at a discount in SalvaRx	**397**	**1,256**	**-**	**-**	**-**	**1,256**	**-**	**1,256**
Expiration of unexercised stock options	**-**	**22**	**(22)**	**-**	**-**	**-**	**-**	**-**
Net loss for period	**-**	**-**	**-**	**-**	**(4,335)**	**(4,335)**	**(359)**	**(4,694)**
Balance, December 31, 2020	**12,083**	**130,588**	**36**	**958**	**(26,637)**	**104,945**	**47,012**	**151,957**
Balance, April 1, 2019	1,085,790							
After 100:1 reverse stock split	10,858	116,237	324	82	(16,969)	99,674	48,883	148,557
Shares issued on acquisition of Intensity Holdings Limited	130	1,298	-	-	-	1,298	-	1,298
Share-based compensation	-	-	16	-	-	16	1,777	1,793
Unrealized gain on investment in investments	-	-	-	1,617	-	1,617	-	1,617
Net loss for period	-	-	-	-	(4,031)	(4,031)	(1,332)	(5,363)
Balance, December 31, 2019	10,988	117,535	340	1,699	(21,000)	98,574	49,328	147,902

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

Portage Biotech Inc.
Condensed Consolidated Interim Statements of Cash Flows
For the Nine months Ended December 31, 2020 and 2019
(U.S. Dollars)
(Unaudited - see Notice to Reader dated March 1, 2021)

For the nine months ended December 31,	**2020**	2019
	In 000'$	In 000'$
Cash flows provided by (used in) operating activities:		
Net loss for the period	**$ (4,694)**	$ (5,363)
Adjustments for non-cash items:		
Gain on sale of marketable securities	**(72)**	-
Loss on fair value of warrant liability	**441**	-
Loss on equity issued at a discount	**1,256**	-
Amortization of debt discount	**76**	210
Loss on early extinguishment of debt	**223**	33
Share of (gain) loss in associates	**(270)**	126
Stock-based compensation expenses	**712**	1,793
Foreign exchange transaction loss	**2**	350
Changes in operating working capital:		
Accounts receivable	**23**	-
Prepaid expenses and other receivables	**14**	(163)
Accounts payable and accrued liabilities	**(1,014)**	142
Other assets	**(36)**	-
Other	**(28)**	-
Net cash used in operating activities	**(3,367)**	(2,872)
Cash flows provided by (used in) investing activities:		
Proceeds from sale of marketable securities	**140**	-
Investment in associates	**(1,000)**	-
Net cash used in investing activities	**(860)**	-
Cash flows provided by (used in) financing activities:		
Proceeds from shares issued under private placement	**6,980**	-
Share issuance costs	**(248)**	-
Repayment of unsecured notes payable - SalvaRx	**(1,020)**	-
Repayment of advance from related party	**(1,000)**	-
Repayment of unsecured notes payable	**-**	(300)
Net cash provided by (used in) financing activities	**4,712**	(300)
Increase (decrease) in cash and cash equivalents during period	**485**	(3,172)
Cash and cash equivalents at beginning of period	**3,152**	6,166
Cash and cash equivalents at end of period	**$ 3,637**	$ 2,994
Supplemental disclosure of cash flow information:		
Cash paid for interest	**$ 748**	$ -
Supplemental disclosure of non-cash investing and financing activities:		
Accrued equity issuable under warrants exercised in exchange for unsecured notes payable issued by SalvaRx	**$ 2,640**	$ -
Fair value of warrant liability for Portage warrants issued	**$ 771**	$ -
Fair value of shares issued to acquire investment in Intensity Holdings Limited	**$ -**	$ 1,298
Unrealised gain on investment in investments	**$ -**	$ 1,617

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

NOTE 1. NATURE OF OPERATIONS

Portage Biotech Inc. (the "Company") is incorporated in the British Virgin Islands ("BVI") with its registered office located at FH Chambers, P.O. Box 4649, Road Town, Tortola, BVI. Its Toronto agent, Portage Services Ltd., is located at 6 Adelaide Street East, Suite 300, Toronto, Ontario, M5C 1H6, Canada.

The Company is a reporting issuer with the securities commissions of the provinces of Ontario and British Columbia. Its ordinary shares are listed on the Canadian Stock Exchange under the symbol "PBT.U". On February 25, 2021, the ordinary shares of the Company began trading on NASDAQ under the symbol "PRTG".

Portage is a clinical stage immune-oncology company focused on overcoming immune resistance and currently managing 10 immuno-oncology assets at various development stages. We source, nurture and develop the creation of early- to mid-stage, first- and best-in-class therapies for a variety of cancers, by funding, implementing viable, cost effective product development strategies, clinical counsel/trial design, shared services, financial and project management to enable efficient, turnkey execution of commercially informed development plans. Our drug development pipeline portfolio encompasses products or technologies based on biology addressing known resistance pathways/mechanisms of current check point inhibitors with established scientific rationales, including intratumoral delivery, nanoparticles, liposomes, aptamers, and virus-like particles.

On June 5, 2020, the Company effected a 100:1 reverse stock split. All share and per share information included in the condensed consolidated interim financial statements have been retroactively adjusted to reflect the impact of the reverse stock split. The shares of ordinary shares authorized remained at an unlimited number of ordinary shares without par value.

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

NOTE 2. PRIOR PERIOD FINANCIAL STATEMENT REVISION

The financial results for the three months ended December 31, 2019 have been revised to correct the classification of net loss and comprehensive (loss) between the net loss and comprehensive (loss) attributable to owners and the net loss and comprehensive (loss) attributable to the non-controlling interests. The effect of this revision was to increase the net loss and comprehensive (loss) attributable to owners by $0.940 million and reduce the net loss and comprehensive (loss) reported to the non-controlling interests by the same amount. This revision has no effect on the consolidated total assets, total liabilities and equity, the net loss or cash flows otherwise reported by the Company for that period.

NOTE 3. GOING CONCERN

The accompanying consolidated financial statements have been prepared on a basis that assumes that the Company will continue as a going concern and that contemplates the continuity of operations, the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. Accordingly, the accompanying consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts of liabilities that might result from the outcome of this uncertainty.

NOTE 3. GOING CONCERN (*Cont'd*)

As of December 31, 2020, the Company had cash and cash equivalents of $3.637 million and total current liabilities of $1.325 million (inclusive of $771 warrant liability settleable on a non-cash basis). For the nine months ended December 31, 2020, the Company is reporting a net loss of ($4.694) million and cash used in operating activities of $3.367 million. As of January 31, 2021, we had approximately $3.418 million of cash on hand.

On June 16, 2020, the Company completed a private placement of 698,145 restricted ordinary shares at a price of $10.00 per share for gross proceeds of $6.98 million to accredited investors. Directors of the Company subscribed for 215,000 shares, or approximately 30.8% of the private placement, for proceeds of $2.15 million. The Company incurred costs of approximately $0.25 million in connection with the offering, which was treated as contra-equity on the Company's balance sheet.

The Company's cash and cash equivalents balance is decreasing and we will not generate positive cash flows from operations for the year ending March 31, 2021.

The Company has and may continue to delay, scale-back, or eliminate certain of its activities and other aspects of its operations until such time as the Company is successful in securing additional funding. The Company is exploring various dilutive and non-dilutive sources of funding, including equity and debt financings, strategic alliances, business development and other sources. In the event the Company's Common Stock is delisted from Nasdaq due to its failure to meet minimum stockholders' equity requirements, the Company's ability to raise additional capital may be materially adversely impacted. The future success of the Company is dependent upon its ability to obtain additional funding. There can be no assurance, however, that the Company will be successful in obtaining such funding in sufficient amounts, on terms acceptable to the Company, or at all. As of the date of this filing, the Company currently anticipates that current cash and cash equivalents will be sufficient to meet its anticipated cash requirements through the end of the second quarter of fiscal year ended March 31, 2022 (September 30, 2021). These factors raise substantial doubt about the Company's ability to continue as a going concern within one year after the date that the financial statements are issued.

The Company has incurred substantial operating losses since inception and expects to continue to incur significant operating losses for the foreseeable future and may never become profitable. The losses result primarily from its conduct of research and development activities. As of December 31, 2020, the Company had cash balances totaling approximately $3.6 million and working capital of approximately $2.9 million ($3.6 million after adjusting for warrant liability settleable on a non-cash basis), as compared to approximately $1.2 million as of March 31, 2020.

The Company historically has funded its operations principally from proceeds from issuances of equity and debt securities. The Company will require significant additional capital to make the investments it needs to execute its longer-term business plan. The Company's ability to successfully raise sufficient funds through the sale of debt or equity securities when needed is subject to many risks and uncertainties and, future equity issuances would result in dilution to existing stockholders and any future debt securities may contain covenants that limit the Company's operations or ability to enter into certain transactions.

COVID-19 Effect

Beginning in early March 2020, the COVID-19 pandemic and the measures imposed to contain this pandemic have disrupted and are expected to continue to impact the Company's business operations. The magnitude of the impact of the COVID-19 pandemic on the Company's productivity, results of operations and financial position, and its disruption to the Company's business and clinical programs and timelines, will depend, in part, on the length and severity of these restrictions and on the Company's ability to conduct business in the ordinary course.

NOTE 4. BASIS OF PRESENTATION

Statement of Compliance and Basis of Presentation

These condensed consolidated interim financial statements have been prepared in accordance with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB"), IAS 34 *Interim Financial Reporting* and interpretations of the International Financial Reporting Interpretations Committee. These condensed consolidated interim financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the audited consolidated financial statements of the Company for the year ended March 31, 2020.

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

The Company has only one material operating segment.

These condensed consolidated interim financial statements were approved and authorized for issue by the Audit Committee and Board of Directors on February 25, 2021.

Consolidation

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

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

(b) Portage Pharmaceuticals Ltd. ("PPL") a wholly owned subsidiary acquired in a merger on July 23, 2013, incorporated in the British Virgin Islands.

(c) EyGen Limited, ("EyGen"), a wholly owned subsidiary of PPL, incorporated on September 20, 2016, in the British Virgin Islands.

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

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

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

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

(h) Portage Developmental Services, a 100% owned subsidiary incorporated in Delaware.

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

Non-controlling interest in the equity of a subsidiary is accounted for and reported as a component of stockholders' equity. Non-controlling interests represent the 39.51% shareholder ownership interest in iOx and the 30% shareholder ownership interest in Saugatuck, and the 35% shareholder ownership interest in PGL, which are consolidated by the Company.

NOTE 4. BASIS OF PRESENTATION (*Cont'd*)

Functional and Presentation Currency

The Company's functional and presentation currency is U.S. Dollar.

Use of Estimates and Judgments

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

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Significant areas where estimates are made include valuation of financial instruments, research and development costs, fair value used for acquisition and measurement of share-based compensation. Significant areas where critical judgments are applied include assessment of impairment of investments and goodwill and the determination of the accounting acquirer and acquiree in the business combination accounting.

Reclassifications

Certain prior year amounts have been reclassified for consistency with the current year presentation. These reclassifications had no effect on the reported results of operations.

NOTE 5. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies are set out in Note 3 to the fiscal 2020 audited consolidated financial statements. These policies have been applied consistently to all periods presented in these condensed consolidated interim financial statements.

New accounting standards, interpretations and amendments

Standards issued but not yet effective up to the date of issuance of the Company's condensed consolidated interim financial statements are listed below. This listing is of standards and interpretations issued, which the Company reasonably expects to be applicable at a future date. The Company intends to adopt those standards when they become effective.

Amendments to IFRS 10 and IAS 28: Sale or Contribution of Assets between an Investor and Its Associate or Joint Venture

The amendment addresses the conflict between IFRS 10 and IAS 28 in dealing with the loss of control of a subsidiary that is sold or contributed to an associate or joint venture. The amendments clarify that the gain or loss resulting from the sale or contribution of assets that constitute a business, as defined in IFRS 3, between an investor and its associate or joint venture, is recognized in full. Any gain or loss resulting from the sale or contribution of assets that do not constitute a business, however, is recognized only to the extent of unrelated investors' interests in the associate or joint venture. The IASB has deferred the effective date of these amendments indefinitely, but an entity that early adopts the amendments must apply them prospectively. The Company does not believe that the above amendment will have any material impact on its financial statements.

NOTE 6. PREPAID EXPENSES AND OTHER RECEIVABLES

	As of December 31, 2020	As of March 31, 2020
	In 000'$	In 000'$
Prepaid expenses	**$ 7**	$ 14
Research & development tax credits	**515**	500
Other receivables	**41**	60
	$ 563	$ 574

In October 2016, the Company's wholly owned subsidiary, PPL, agreed to a settlement from a claim made against a supplier, to receive $120,000 in annual installments of $11,250. Through December 31, 2020, the Company has collected $86,250. The balance of $33,750 was classified as a long-term asset as of December 31, 2020. As of March 31, 2020, the outstanding balance of $45,000 reported $11,250 as a current asset within other receivables and $33,750 as a long-term asset.

NOTE 7. INVESTMENT IN MARKETABLE EQUITY SECURITIES

As of March 31, 2020, the Company's investment in marketable equity securities was comprised of 2,000 shares in Biohaven Pharmaceutical Holding Company Limited ("Biohaven"), a public company listed on the New York Stock Exchange. The Company accounts for its investment in Biohaven as a financial asset classified as fair value through the statement of other comprehensive income ("FVTOCI").

In August 2020, the Company sold the shares of Biohaven for proceeds of $140,000 resulting in a gain of $72,000.

The following table is a roll-forward of the investment in Biohaven:

	Nine months Ended December 31, 2020	Nine months Ended December 31, 2019
	In 000'$	In 000'$
Balance, beginning of period	**$ 68**	$ 103
Unrealized gain on investment	**-**	6
Proceeds from the sale of the investment	**(140)**	-
Gain on sale	**72**	-
Balance, end of period	**$ -**	$ 109

NOTE 8. INVESTMENT IN ASSOCIATE

Details of the Company's associate as of December 31, 2020 and March 31, 2020 are as follows:

Name	Principal Activity	Place of Incorporation and Principal Place of Business	Voting Rights Held as of December 31, 2020	Voting Rights Held as of March 31, 2020
Associate: Stimunity S.A.	Biotechnology	Paris, France	44.0%	36.4%

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

NOTE 8. INVESTMENT IN ASSOCIATE (*Cont'd*)

The following table is a roll-forward of the investment Stimunity S.A.:

	Nine months Ended December 31, 2020	Nine months Ended December 31, 2019
	In 000'$	In 000'$
Balance, beginning of period	**$ 1,225**	$ 1,207
Additional investment	**1,000**	-
Share of income (loss)	**270**	(126)
Balance, end of period	**$ 2,495**	$ 1,081

On June 1, 2020, the Company made an additional $1.0 million investment in Stimunity upon Stimunity's achievement of certain agreed milestones, increasing its equity share in Stimunity to 44% (see Note 18 (b)).

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

The following table illustrates the summarized financial information of the Company's investment in Stimunity S.A (in millions):

	March 31,	
	2020	**2019**
	(Unaudited)	**(Unaudited)**
Current assets	$ 1.3	$ 1.1
Non-current assets	$ -	$ -
Current liabilities	$ 0.3	$ 0.2
Non-current liabilities	$ 0.1	$ -
Equity	$ 0.9	$ 0.9
Company's share in equity - 36.4% and 36.5%	$ 0.3	$ 0.3

Years ended March 31,	**2020**	**2019**
	(Unaudited)	**(Unaudited)**
Revenue	$ 0.2	$ 0.2
Loss from operations	$ (0.3)	$ (0.5)
Net loss	$ -	$ (0.5)

The Company accounts for its investment in Stimunity under the equity method and accordingly, records its share of Stimunity's earnings or loss based on its ownership percentage. The Company recorded equity in (loss) earnings in Stimunity of ($120,000) and $271,000 for the three and nine months ended December 31, 2020, respectively.

NOTE 9. INVESTMENT IN PGL

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

As per the terms of a Convertible Loan Agreement dated January 31, 2018, signed with PGL, PPL has committed to provide PGL with an unsecured convertible loan facility up to £1 million ($1.4 million) with a minimum drawdown of £50,000 ($70,075) and maximum drawdown of £250,000 ($350,375) during any three-month period. Interest will be at 7% accruing monthly and the facility is repayable within nine years from the date of the agreement. The outstanding loan with accrued interest can be converted into ordinary shares of PGL to be priced at between £9,000 per share and £5,000 per share depending on the conversion date being within one year to eight years. However, completion of an eligible fundraising by PGL, being £5 million ($7.0 million) at a pre-money valuation of minimum £10 million ($14.0 million), will require the loan to be converted as per the terms of conversion described above. As of each of December 31, 2020 and March 31, 2020, the outstanding balance on the loan facility was $200,000. This loan facility is an intercompany loan that is eliminated in consolidation.

NOTE 10. INVESTMENT IN PRIVATE COMPANIES

The following is a discussion of our investments in private companies as of December 31, 2020 and March 31, 2020.

Sentien

In August 2015, the Company acquired 210,210 shares of Series A preferred stock in Sentien ("Preferred Stock"), a Medford, MA based private company for $700,000 of cash. The Preferred Stock is fully convertible into an equal number of common shares. The Company's holdings represent 5.06% of the equity of Sentien on a fully diluted basis as of December 31, 2020 and March 31, 2020, respectively. The investment in Sentien has been irrevocably designated as a financial asset recorded at fair value with changes in fair value recorded through other comprehensive income. As of March 31, 2020, the Company determined that cost no longer was the best estimate of fair value due to a significant change in the strategy of Sentien and determined that the investment in Sentien no longer had any fair value as Sentien was no longer pursing the proposed indication from the time of the Company's initial investment.

Intensity

In connection with the SalvaRx Acquisition in fiscal 2019, the Company acquired a $4.5 million interest in Intensity, a clinical stage biotechnology company, of 1.0 million shares, which represented a 7.5% equity interest in Intensity. The investment was recorded at fair value (which approximates cost) at the acquisition date. The investment in Intensity has been irrevocably designated as a financial asset recorded at fair value with gains and losses recorded through other comprehensive income. The fair value of the asset is determined by considering other comparable equity funding transactions by Intensity with unrelated investors.

On July 11, 2019, the Company entered into an agreement with Fast Forward Innovations Limited ("Fast Forward") to purchase Intensity Holdings Limited ("IHL"), a wholly owned subsidiary of Fast Forward. The Company paid $1.3 million for IHL through the issuance of 129,806 ordinary shares. The sole asset of IHL consists of 288,458 shares of the private company, Intensity. This transaction increased the Company's ownership to 1,288,458 shares of Intensity. As of December 31, 2020, and March 31, 2020, the Company owned approximately 9.0% of the outstanding shares of Intensity.

NOTE 10. INVESTMENT IN PRIVATE COMPANIES *(Cont'd)*

As of December 31, 2020 and March 31, 2020, the Company has determined that there was no evidence of any impairment in the value of the above investments and as a result no adjustment was considered necessary in their carrying values.

NOTE 11. GOODWILL

	Nine months Ended December 31, 2020			Year Ended March 31, 2020		
	Goodwill	**IPRD**	**DTL**	Goodwill	IPRD	DTL
	In 000'$	**In 000'$**	**In 000'$**	In 000'$	In 000'$	In 000'$
Balance, beginning of period	**43,324**	**117,388**	**(21,604)**	**43,324**	**117,388**	(21,604)
On Acquisition of SalvaRx Ltd	-	-	-	-	-	-
Amortization	-	-	-	-	-	-
Impairment	-	-	-	-	-	-
Balance, end of period	**43,324**	**117,388**	**(21,604)**	43,324	117,388	(21,604)

The Company's goodwill arose from the acquisition of SalvaRx and its portfolio of several projects and investments.

As of December 31, 2020, the Company determined that it has only one cash-generating unit ("CGU"), the consolidated Portage Biotech, Inc.

On an annual basis, the Company assesses its long-lived assets with definite lives, which are not yet available for use for potential indicators of impairment. If any such indication exists, the Company estimates the recoverable amount of the asset or CGU and compares it to the carrying value.

The Company performed its annual impairment test in 2020 and estimated the recoverable amount of the above-noted CGU based on its value in use, which was determined using a capitalized cash flow methodology and categorized within level 3 of the fair market value hierarchy.

The recoverable amount of the CGU has been determined based on its value in use. The recoverable amount considered assumptions based on probabilities of technical, regulatory and clinical acceptances and financial support. Further, Management uses risk-adjusted cash flow projections based on financial budgets. Management believes that any reasonably possible change in the key assumptions on which the recoverable amount is based would not cause the carrying amount to exceed its recoverable amount. The discount rate has been determined based on the Company's best estimate of a risk adjusted discount rate.

The key assumptions used in the calculation of the recoverable amount include forecasts of the following:
(a) revenues;
(b) normalized operating expenses;
(c) income taxes; and
(d) capital expenditures.

Discounted cash flows are determined with reference to undiscounted risk adjusted cash flows, and the discount rate approximated 20.5% based on the individual characteristics of the Company's CGU, the risk-free rate of return and other economic and operating factors.

NOTE 11. GOODWILL *(Cont'd)*

Additionally, at the end of each reporting period, the Company is required to assess whether there is any indication that an asset may be impaired. Pursuant to IAS 36, the Company reviewed its assets for any indicators of impairment and considered underlying fundamentals, execution, de-risking/advancement of assets and the value creation activities during the three and nine months ended December 31, 2020.

As of December 31, 2020, management assessed whether any indications of impairment existed for the Company's CGU and concluded no indicators were present. Therefore, a test for impairment was not required and no impairment was recorded for the three and nine months ended December 31, 2020.

NOTE 12. IN PROCESS RESEARCH AND DEVELOPMENT AND DEFERRED TAX LIABILITY

In process research and development ("IPRD") consists of the following projects (in 000'$):

Project #	Description	Value as of December 31, 2020	Value as of March 31, 2020
iOx:			
IMM 60	Melanoma & Lung Cancers	**$ 84,213**	$ 84,213
IMM 65	Ovarian/Prostate Cancers	**32,997**	32,997
		117,210	117,210
Oncomer/Saugatuck	DNA Aptamers	**178**	178
		$ 117,388	$ 117,388
Deferred tax liability		**$ 21,604**	$ 21,604

Additionally, at the end of each reporting period, the Company is required to assess whether there is any indication that an asset may be impaired. Pursuant to IAS 36, the Company reviewed its assets for any indicators of impairment and considered underlying fundamentals, execution, de-risking/advancement of assets and the value creation activities during the three and nine months ended December 31, 2020.

As of December 31, 2020, management assessed whether any indications of impairment existed for the Company's IPRD and concluded no indicators were present. Therefore, a test for impairment was not required and no impairment was recorded for the three and nine months ended December 31, 2020.

Deferred tax liability (DTL) related to IPRD at iOx is subject to tax in the United Kingdom. As of December 31, 2020, there was no change in the amount and status of iOx IPRD and as a result, no changes were considered necessary in the amount of deferred tax.

NOTE 13. UNSECURED NOTES PAYABLE

Following is a roll-forward of notes payable:

Notes payable	CURRENT PPL	CURRENT iOx	NON-CURRENT SalvaRx	Total
	In 000'$	In 000'$	In 000'$	In 000'$
Balance, April 1, 2019	193	100	3,370	3,663
Repayment	-	-	(300)	(300)
Amortization of debt discount	7	-	258	265
Loss on extinguishment of debt	-	-	33	33
Balance, March 31, 2020	**200**	**100**	**3,361**	**3,661**
Repayment	-	-	**(1,020)**	**(1,020)**
Amortization of debt discount	-	-	**76**	**76**
Value of notes exchanged in warrant exercise	-	-	**(2,640)**	**(2,640)**
Loss on extinguishment of debt	-	-	**223**	**223**
Balance, December 31, 2020	**200**	**100**	**-**	**300**

PPL and EyGen Unsecured Notes Payables

The Unsecured Notes bear interest at 7% per annum, payable annually on the corresponding date of issuance. The Unsecured Notes are not redeemable by the Company prior to the maturity date of March 2020. The Unsecured Notes matured in March 2020, but have not been repaid, and accordingly, the Unsecured Notes are included in current liabilities.

In conjunction with the issuance of the Unsecured Notes, the note holders were also issued a warrant to subscribe for $7,500 new PPL or EyGen ordinary shares for every $10,000 of principal issued, respectively, provided that a certain qualifying event occurs within three years of issuance. The warrants were only exercisable on a qualifying event and the exercise price of the warrant would be based on the price of equity shares determined by the qualifying event and the year in which it took place. The warrants had a three-year term. The unexpired warrants expired during the year ended March 31, 2020, and thus do not have any fair value.

SalvaRx Unsecured Notes Payable and Warrants

In connection with the SalvaRx Acquisition in January 2019, the Company assumed $3.96 million of principal in unsecured notes due on March 2, 2021 (or earlier upon a qualifying event), that bear interest at 7% per annum (the "SalvaRx Notes"). The fair value of the SalvaRx Notes was determined to be $3.4 million at January 2019. As the SalvaRx Acquisition was a qualifying event, the unsecured notes became due upon the acquisition. In December 2019, the maturity date of the SalvaRx Notes was extended to June 2021.

The holders of the SalvaRx Notes received $7,500 of warrants in respect of each $10 thousand of principal issued. The warrants vest in the event of a qualifying transaction and are exercisable at a 30% discount to the implied valuation of SalvaRx. On the Acquisition Date, the fair value of the warrants, which are included in non-controlling interest, was determined to be $2.5 million using the Black Scholes Model.

NOTE 13. UNSECURED NOTES PAYABLE AND WARRANTS *(Cont'd)*

During September 2020, the Company settled the SalvaRx Note obligations originally due in June 2021 in an aggregate principal amount of approximately $3.7 million, plus accrued interest of $0.75 million in exchange for cash payments totaling $1.77 million and 397,604 of the associated SalvaRx warrants with an exercise price of $6.64 per share. The warrants were exchanged for an equal number of warrants to acquire Portage stock at the same price per share. The Company accounted for the contractual value of the exercised and outstanding warrants of $2.64 million (397,604 shares at $6.64 per share) as accrued equity issuable at September 30, 2020. The Company also recorded a loss of $1.33 million during the three months ended September 30, 2020 to recognize the discount between the fair value of the underlying shares at September 30, 2020 ($9.99 per share) and the contract price of $6.64 per share. The exchange was completed on October 13, 2020 and the Company recorded a gain of $0.075 million to recognize the difference between the fair value of the shares at September 30, 2020 ($9.99 per share) and the fair value of the shares on October 13, 2020 ($9.80 per share). The condensed consolidated interim statements of operations for the three and nine months ended December 31, 2020 reflect a gain of $0.07 million and a loss of $1.26 million, respectively, with respect to equity issued at a discount.

Four of the Company's directors, Gregory Bailey, James Mellon, Steven Mintz (in trust) and Kam Shah, received, in total, 363,718 of the warrants pursuant to this transaction. Subsequent to the exercise of the warrants in October 2020, Portage had 12,083,395 and 49,701 issued and outstanding shares and warrants, respectively (see Note 15 (b)).

The Company also recorded a loss on early extinguishment of debt of $0.22 million in the nine months ended December 31, 2020.

iOx Unsecured Notes Payable and Warrants

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

NOTE 14. WARRANT LIABILITY

Below is the roll-forward of warrants issued by entity (see Note 13):

	PBI			SalvaRx		
	Exercise Price	Warrants	Amount	Exercise Price	Warrants	Contract Amount
		In 000'	In 000'$		In 000'	In 000'$
Warrants outstanding, April 1, 2020	-	-	$ -	$ 6.64	447,305	$ 2,970 (1)
Exchange of warrants pursuant to SalvaRx Note settlement	$ 6.64	447,305	2,970	$ 6.64	(447,305)	(2,970)
Reclassification to accrued equity issuable	$ 6.64	(397,604)	(2,640)	-	-	-
Fair value adjustment at December 31, 2020 (2)	-	-	441	-	-	-
Warrants outstanding, December 31, 2020	$ 6.64	49,701	$ 771	-	-	$ -

(1) Treated as non-controlling interest accounted for at fair value.
(2) Portage warrant liability valued at contract price, adjusted for fair value using the Black Scholes model.

NOTE 15. CAPITAL STOCK

(a) Authorized ordinary shares**:** Unlimited number of common shares without par value.
(b) Following is a roll-forward of ordinary shares:

	Nine months Ended December 31, 2020		Nine months Ended December 31, 2019	
	Ordinary shares	Amount	Ordinary shares	Amount
	In 000'	In 000'$	In 000'	In 000'$
Balance, beginning of period	10,988	$ 117,817	10,858	$ 116,237
Shares issued in a private placement, net of issue costs	698	6,732	-	-
Exchange of SalvaRx warrants for PBI warrants	-	2,640	-	-
Settlement of non-controlling interest in SalvaRx	-	2,451	-	-
To reflect warrants issued and outstanding (d)	-	(330)	-	-
Fair value adjustment for shares issued at a discount in SalvaRx	397	1,256	-	-
Expiration of unexercised stock options	-	22	-	-
Shares issued in connection with the acquisition of interest in Intensity Holding Limited	-	-	130	1,298
Balance, end of period	12,083	$ 130,588	10,988	$ 117,535

(c) Number of ordinary shares have been retroactively adjusted to reflect the impact of 100:1 reverse stock split on June 5, 2020.
(d) Represents the contractual value of the Portage warrants, which was adjusted to fair value of $271 using the Black Scholes model.

On June 16, 2020, the Company completed a private placement of 698,145 restricted ordinary shares at a price of $10.00 per share for gross proceeds of $6.98 million to accredited investors. Directors of the Company subscribed for 215,000 shares, or approximately 30.8% of the private placement, for proceeds of $2.15 million. The Company incurred costs of approximately $0.25 million in connection with the offering, which was treated as contra-equity on the Company's balance sheet.

NOTE 15. CAPITAL STOCK (*Cont'd)*

During September 2020, the Company settled the SalvaRx Note obligations originally due in June 2021 in an aggregate principal amount of approximately $3.7 million, plus accrued interest of $0.75 million in exchange for cash payments totaling $1.77 million and 397,604 of the associated SalvaRx warrants with an exercise price of $6.64 per share. The warrants were exchanged for an equal number of warrants to acquire Portage stock at the same price per share. The Company accounted for the contractual value of the exercised and outstanding warrants of $2.64 million (397,604 shares at $6.64 per share) as accrued equity issuable at September 30, 2020. The Company also recorded a loss of $1.33 million during the three months ended September 30, 2020 to recognize the discount between the fair value of the underlying shares at September 30, 2020 ($9.99 per share) and the contract price of $6.64 per share. The exchange was completed on October 13, 2020 and the Company recorded a gain of $0.07 million to recognize the difference between the fair value of the shares at September 30, 2020 ($9.99 per share) and the fair value of the shares on October 13, 2020 ($9.80 per share). The condensed consolidated interim statements of operations for the three and nine months ended December 31, 2020 reflect a gain of $0.07 million and a loss of $1.26 million, respectively, with respect to equity issued at a discount.

Four of the Company's directors, Gregory Bailey, James Mellon, Steven Mintz (in trust) and Kam Shah, received, in total, 363,718 of the shares pursuant to this transaction. Subsequent to the exercise of the warrants in October 2020, Portage had 12,083,395 and 49,701 issued and outstanding shares and warrants, respectively.

NOTE 16. STOCK OPTION RESERVE

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

	Nine months Ended December 31, 2020		Nine months Ended December 31,2019	
	Non-Controlling Interest	**Stock Option Reserve**	Non-Controlling Interest	Stock Option Reserve
	In 000'$	**In 000'$**	In 000'$	In 000'$
Balance, beginning of period	**10,618**	**58**	8,475	324
Share-based compensation expense	**712**	-	1,777	16
Expiration of unexercised stock options	**-**	**(22)**	-	-
Balance, end of period	**11,330**	**36**	10,252	340

(b) The movements in the number of options issued were:

	PBI 2013 Option Plan		**PPL Option Plan (Subsidiary Plan)**		**iOx Option Plan (Subsidiary Plan)**	
	Nine months Ended Dec. 31, 2020	Nine months Ended Dec. 31, 2019	**Nine months Ended Dec. 31, 2020**	Nine months Ended Dec. 31, 2019	**Nine months Ended Dec. 31, 2020**	Nine months Ended Dec. 31, 2019
Balance, beginning of period	**2,980**	5,959	**9,341**	57,258	**2,599**	2,599
Expired or forfeited	**(2,980)**	-	-	-	**(675)**	-
Balance, end of period	**-**	5,959	**9,341**	57,258	**1,924**	2,599
Exercisable, end of period	-	5,959	**9,341**	57,258	**1,604**	1,960

The Board discontinued the 2013 Option Plan in fiscal 2019.

NOTE 16. STOCK OPTION RESERVE *(Cont'd)*

There were no other options issued under the PPL and iOx Plans.

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

	PBI 2013 Option Plan		PPL Option Plan (Subsidiary Plan)		iOx Option Plan (Subsidiary Plan)	
	As of Dec. 31, 2020	As of Dec. 31, 2019	**As of Dec. 31, 2020**	As of Dec. 31, 2019	**As of Dec. 31, 2020**	As of Dec. 31, 2019
Weighted average exercise price	**$ -**	$ 15.00	**$ 2.83**	$ 2.83	**$ 163.80**	$ 152.84
Weighted average remaining contractual life (in years)	**-**	1.04	**1.86**	0.60	**1.20**	1.88

The vested options can be exercised at any time in accordance with the applicable option agreement. The exercise price was greater than the market price on the date of the grants for all options outstanding as of December 31, 2020 and March 31, 2020.

The Company recorded $183,000 and $712,000 of compensation expense related to the iOx stock option plans for the three and nine months ended December 31, 2020, respectively, and $454,000 and $1,777,000 for the three and nine months ended December 31, 2019, respectively.

On June 25, 2020, at the annual meeting of shareholders, the Company's new incentive stock option plan (the "2020 Stock Option Plan") was approved, which authorized the directors to fix the option exercise price and to issue stock options under the plan as they see fit. The Company's 2020 Stock Option Plan is a 10% rolling stock option plan under which the directors are authorized to grant up to a maximum of 10% of the issued and outstanding ordinary shares on the date of grant. Through December 31, 2020, no stock options had been granted under the 2020 Stock Option Plan.

NOTE 17. EARNINGS (LOSS) PER SHARE

Basic earnings per share ("EPS") is calculated by dividing the net income (loss) attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the period.

Diluted EPS is calculated by dividing the net income (loss) attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the period plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

	Three Months Ended December 31,		Nine months Ended December 31,	
	2020	2019 (Revised)	**2020**	2019
Numerator (in 000'$)				
Net loss attributable to owners of the Company	**$ (1,184)**	$ (1,316)	**$ (4,335)**	$ (4,031)
Denominator (in 000')				
Weighted average number of shares - Basic and Diluted	**12,031**	10,988	**11,619**	10,940
Basic and diluted (loss) per share (Actual)	**$ (0.10)**	$ (0.12)	**$ (0.37)**	$ (0.37)

Inclusion of outstanding options or other common stock equivalents in the computation of diluted loss per share would have an anti-dilutive effect on the loss per share and are therefore excluded from the computation. Consequently, there is no difference between loss per share and diluted loss per share. Net loss for the three months ended December 31, 2020 has been revised as described in Note 2, Prior Period Financial Statement Revision.

NOTE 18. COMMITMENTS AND CONTINGENT LIABILITIES

(a) Under the terms of a License Agreement dated January 25, 2013, PPL is required to reimburse to the Licensor, Trojan Technologies Limited ("Trojan"), 50% of all maintenance costs of the U.S. Patent #7,968,512 and to pay royalties of 3% on Net Receipts from sales of the Licensed Product and 5% on Net Receipts from third parties in respect of development or other exploitation of Licensed Intellectual Property and/or Licensed Products up to a maximum of $30 million. As of December 31, 2020, no royalties have been earned and maintenance fees are insignificant, therefore no payments have been made to Trojan.

(b) The Company was committed to invest approximately €1.5 million ($1.9 million) in Stimunity upon Stimunity's achievement of certain agreed milestones. During the year ended March 31, 2019, the Company made a discretionary investment of €600,129 ($688,359) and on June 1, 2020, the Company made a discretionary investment of €800,000 ($1.0 million) investment towards the commitment. The remaining commitment was €100,000 as of December 31, 2020 (see Note 8).

(c) PPL is committed to provide a loan facility to PGL of up to £1 million ($1.4 million). As of December 31, 2020, PPL advanced £188,733 ($257,622) against the loan facility (see Note 9).

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

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

NOTE 19. RELATED PARTY TRANSACTIONS

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

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

(b) Stimunity: One of the three directors on the Board of Directors of Stimunity is controlled by Portage.

(c) iOx: Two of the five directorships on the Board of Directors of iOx is controlled by Portage. Additionally, Portage has an observer on the Board of iOx. The CEO of the Company is also the CEO of iOx, and the management team of the Company comprise the management team of iOx.

(d) Saugatuck: One of the three directorships on the Board of Directors of Saugatuck is controlled by Portage. Additionally, the CEO of the Company is also the CEO of Saugatuck and the management team of the Company comprise the management team of Saugatuck.

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

NOTE 19. RELATED PARTY TRANSACTIONS *(Cont'd)*

(f) PGL: PPL holds 65% equity in PGL, committed to provide financing and also handles financial and administrative matters of PGL.

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

(a) Unsecured notes payable includes $200,000 notes issued to directors of the Company by PPL. See (b) below for discussion of the exchange and settlement of approximately $3.2 million notes issued to directors by SalvaRx.

(b) Interest expense includes $78,427 interest for the nine months ended December 31, 2020, and $59,850 and $119,700 interest for the three and nine months ended December 31, 2019, respectively, incurred on notes issued to members of the Portage board of directors. The SalvaRx Notes were settled in August 2020 and, accordingly, no interest expense was incurred in the three months ended December 31, 2020. In connection with the settlement of the SalvaRx unsecured notes, $692,045 of accrued interest and $805,000 of principal was paid to directors. The directors also exchanged an aggregate $2,415,000 of notes payable for SalvaRx warrants at a price of $6.64, which were exchanged for Portage warrants and immediately converted to Portage stock, which was included in accrued equity issuable on the condensed consolidated interim statements of financial position at December 31, 2020 (see Note 13).

(c) In January 2020, a board member of the Company advanced the Company $1.0 million, which was repaid in July 2020. There was no interest or fees associated with this advance.

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

NOTE 20. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments recognized in the Company's condensed consolidated interim statements of financial position consist of the following:

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

NOTE 20. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT *(Cont'd)*

The following table summarizes the Company's financial instruments as of December 31, 2020 and March 31, 2020:

	As of December 31, 2020		As of March 31, 2020	
	Amortized Cost	**Fair Value to Other Comprehensive Income (FVTOCI)**	Amortized Cost	FVTOCI
	in 000'$	**in 000'$**	in 000'$	in 000'$
Financial assets				
Cash and cash equivalents	**3,637**	-	3,152	-
Prepaid expenses and other receivables	**563**	-	574	-
Investments	-	**9,904**	-	8,702
	Amortized Cost	**Fair Value through profit or loss (FVTPL)**	Amortized Cost	FVTPL
Financial liabilities				
Accounts payable and accrued liabilities	**254**	-	1,268	-
Unsecured notes payable	**300**	-	3,661	-
Warrant liability	-	**771**	-	-

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

Fair value of financial instruments

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

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

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

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

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

NOTE 20. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT *(Cont'd)*

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

Investment in Biohaven: Fair value was based on a quoted market price of $34.03 per share as of March 31, 2020 (Level 1). The investment was sold in August 2020.

Investment and option in Nekonal: Fair value has been listed at $0.

Investment in Sentien: Fair value of the asset is determined by considering strategy changes by Sentien (Level 3).

Investment in Intensity: Fair value of the asset is determined by considering other comparable equity funding transactions by Intensity with unrelated investors (Level 3).

Accrued equity issuable: The fair value is estimated based on the quoted market price at December 31, 2020 (Level 1).

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

Warrant Liability: The fair value is estimated using a Black Scholes model (Level 3).

There have been no transfers between levels of the fair value hierarchy for the three and nine months ended December 31, 2020 and the year ended March 31, 2020.

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

***Credit risk*.** Credit risk is the risk of loss associated with a counterparty's inability to fulfil its payment obligations. The credit risk is attributable to various financial instruments, as noted below. The credit risk is limited to the carrying value as reflected on the condensed consolidated interim statements of financial position.

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

Other receivables. The Company is exposed to credit risk attributable to its debtor since a significant portion of this amount represents the amount agreed on a settlement of a claim by PPL (see Note 6), payable over the next four years. The debtor has so far been diligent in paying the amounts on the due dates and PPL management will be monitoring the account on a regular basis.

Liquidity risk. Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due.

The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions without incurring unacceptable losses or risking harm to the Company's reputation. The Company holds sufficient cash to satisfy obligations under accounts payable and accruals.

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

(U.S. Dollars)

NOTE 20. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT *(Cont'd)*

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

NOTE 21. CAPITAL DISCLOSURES

The Company considers the items included in shareholders' equity as capital. The Company had accounts payable and accrued expenses of approximately $0.254 million as of December 31, 2020 (approximately $1.3 million as of March 31, 2020) and current assets, primarily in cash, of approximately $4.2 million as of December 31, 2020 (approximately $3.8 million as of March 31, 2020). The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue new business opportunities and to maintain a flexible capital structure, which optimizes the costs of capital at an acceptable risk.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets.

As of December 31, 2020, shareholders' equity attributable to the owners of the company was approximately $104.9 million (approximately $96.5 million as of March 31, 2020).

The Company is not subject to any externally imposed capital requirements and does not presently utilize any quantitative measures to monitor its capital. There have been no changes to the Company's approach to capital management during the three and nine months ended December 31, 2020 and 2019.

NOTE 22. NON-CONTROLLING INTEREST

	PGL	**SalvaRx**	**iOx**	**Saugatuck**	**Total**
	000'$	**000'$**	**000'$**	**000'$**	**000'$**
Balance, April 1, 2020	**(81)**	**2,451**	**46,712**	**28**	**49,110**
Stock-based compensation expense	**-**	**-**	**712**	**-**	**712**
Exchange of SalvaRx warrants for PBI warrants in SalvaRx Note settlement	**-**	**(2,451)**	**-**	**-**	**(2,451)**
Net loss attributable to non-controlling interest	**(10)**	**-**	**(317)**	**(32)**	**(359)**
Non-controlling interest, December 31, 2020	**(91)**	**-**	**47,107**	**(4)**	**47,012**

	PGL	SalvaRx	iOx	Saugatuck	Total
	000'$	000'$	000'$	000'$	000'$
Balance, April 1, 2019	(31)	2,451	46,376	87	48,883
Stock-based compensation expense	-	-	1,777	-	1,777
Net loss attributable to non-controlling interest	(55)	-	(1,260)	(17)	(1,332)
Non-controlling interest, December 31, 2019	(86)	2,451	46,893	70	49,328

NOTE 23. SUBSEQUENT EVENT

Effective January 13, 2021, the Company amended its 2020 Stock Option Plan (the "Amended 2020 Stock Option Plan") to permit the grant of additional types of equity compensation securities including restricted stock units and dividend equivalent rights. The aggregate number of equity securities, which may be issued under the Amended 2020 Stock Option Plan has not been changed. Pursuant to the Amended 2020 Stock Option Plan, on January 13, 2021, the Company granted an aggregate of 868,000 stock options exercisable at a price of US$17.75 per share, representing closing price of the shares on the day immediately preceding the grant date, which expire on January 14, 2026 and 243,000 restricted stock units to various directors, officers and consultants of the Company. 501,000 options granted to members of the board of directors vest 1/3 on grant date, 1/3 on the first anniversary of the grant and 1/3 on the second anniversary of the grant. 367,000 options granted to consultants vest 1/3 on each of the first three anniversaries of the date of grant. The restricted stock units vest on the date of grant but underlying shares cannot be sold until one of four conditions are met. Further details regarding these grants may be found in a Form 11 filed with the Canadian Securities Exchange on January 20, 2021.

PORTAGE BIOTECH INC.

THREE AND NINE MONTHS ENDED DECEMBER 31, 2020

MANAGEMENT'S DISCUSSION AND ANALYSIS

Prepared as of March 1, 2021

Index

Management Discussion and Analysis

The following discussion and analysis by management of the financial condition and financial results for Portage Biotech Inc. for the three and nine months ended December 31, 2020, should be read in conjunction with the unaudited condensed consolidated interim financial statements for the three and nine months ended December 31, 2020, the three and six months ended September 30, 2020 and for the three months ended June 30, 2020, together with the related Management's Discussion and Analysis and audited consolidated financial statements for the year ended March 31, 2020, and Annual Report on Form 20-F for the same period.

Forward-Looking Statements

This document includes "forward-looking statements." All statements, other than statements of historical facts, included herein or incorporated by reference herein, including without limitation, statements regarding our business strategy, plans and objectives of management for future operations and those statements preceded by, followed by, or that otherwise include the words "believe," "expects," "anticipates," "intends," "estimates" or similar expressions or variations on such expressions are forward-looking statements. We can give no assurances that such forward-looking statements will prove to be correct.

Each forward-looking statement reflects our current view of future events and is subject to risks, uncertainties and other factors that could cause actual results to differ materially from any results expressed or implied by our forward-looking statements.

Risks and uncertainties include, but are not limited to:

- our plans and ability to develop and commercialize product candidates and the timing of these development programs;
- clinical development of our product candidates, including the results of current and future clinical trials;
- the benefits and risks of our product candidates as compared to others;
- our maintenance and establishment of intellectual property rights in our product candidates;
- our need for additional financing and our estimates regarding our capital requirements and future revenues and profitability;
- our estimates of the size of the potential markets for our product candidates; and
- our selection and licensing of product candidates.

These statements are based on assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions and expected future developments based on the focus of our business activities on biotechnology, as well as other factors we believe are appropriate in particular circumstances. However, whether actual results and developments will meet our expectations and predictions depends on a number of risks and uncertainties, which could cause actual results to differ materially from our expectations, including the risks set forth in "Item 3 - Key Information - Risk Factors" in the Company's Annual Report on Form 20-F for the year ended March 31, 2020.

Our business focus is that of being primarily a pharmaceutical development business subject to all of the risks of a pharmaceutical development business. We do not anticipate directly engaging in the post pharmaceutical development endeavors of manufacturing, marketing and distribution of our development products.

Consequently, all of the forward-looking statements made in this document are qualified by these cautionary statements. We cannot assure you that the actual results or developments anticipated by us will be realized or, even if substantially realized, that they will have the expected effect on us or our business or operations.

Unless the context indicates otherwise the terms "Portage Biotech Inc.," the "Company," "Portage," "we," "us," "our" are used interchangeably in this Annual Report and refer to Portage Biotech Inc. and its subsidiaries.

Nature of Operations and Overview

Portage is a clinical stage immune-oncology company focused on overcoming immune resistance. It currently manages 10 immuno-oncology assets at various development stages. We source, nurture and develop the creation of early- to mid-stage, first- and best-in-class therapies for a variety of cancers, by funding, implementing viable, cost effective product development strategies, clinical counsel/trial design, shared services, financial and project management to enable efficient, turnkey execution of commercially informed development plans. Our drug development pipeline portfolio encompasses products or technologies based on biology addressing known resistance pathways/mechanisms of current check point inhibitors with established scientific rationales, including intratumoral delivery, nanoparticles, liposomes, aptamers, and virus-like particles.

The Portage Approach

Our mission is to advance and grow a portfolio of innovative, early-stage oncology assets based on the latest scientific breakthroughs focused on overcoming immune resistance. Given these foundations, we manage capital allocation and risk as much as we oversee drug development. By focusing our efforts on translational medicine and pipeline diversification, we seek to mitigate overall exposure to many of the inherent risks of drug development. Our approach is guided by the following core elements:

- Portfolio diversification to mitigate risk and maximize optionality;
- Capital allocation based on risk-adjusted potential, including staged funding to pre-specified scientific and clinical results;
- Virtual infrastructure and key external relationships to maintain a lean operating base;
- Internal development capabilities complemented by external business development;
- Rigorous asset selection with disciplined ongoing evaluation; and
- Focus on translational medicine and therapeutic candidates with in vivo single agent activity.

We believe that our corporate structure results in enhanced operational efficiency and maintains an optimal cost structure by centralizing strategic/tactical support, shared services, including all research and development operations, capital allocation/contribution, human resources, administrative services, and business development, as well as other services to each of our immuno-oncology platforms and assets currently in various development stages. Our execution is achieved, in part, through our internal core team and utilizing our large network of experts, contract labs, and academic partners.

Our Science Strategy

Our goal is to develop immune-oncology therapeutics that will dramatically improve the standard-of-care for patients with cancer. The key elements of our scientific strategy are to:

- Build a pipeline of differentiated oncology therapeutic candidates that are diversified by mechanism, therapeutic approach, modality, stage of development, leading to a variety of deal types that can be executed with partners;
- Expand our pipeline through research collaborations, business development, and internally designed programs;
- Continue to advance and evolve our pipeline with a goal of advancing one therapeutic candidate into the clinic and one program into IND-enabling studies each year; and
- Evaluate strategic opportunities to accelerate development timelines and maximize the value of our portfolio.

Our Pipeline

We have built a pipeline of targeted oncology and immuno-oncology therapeutic candidates and programs that are diversified by mechanism, therapeutic approach, modality, and stage of development. On an ongoing basis, we rigorously assess each of our programs using internally defined success criteria to justify continued investment and determine proper capital allocation. When certain programs do not meet our de-risking criteria for advancement, we look to monetize or terminate those programs and preserve our capital and resources to invest in programs with greater potential. As a result, our pipeline will continue to be dynamic.

The chart below sets forth only as of February 1, 2021, the current state of our immuno-oncology therapeutic candidates and programs. The chart contains forward looking information and projections based on management's current estimates. The chart information is based on and subject to many assumptions, as determined by management and not verified by any independent third party, which may change or may not occur as modeled. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Before you make an investment decision regarding the company, you should make your own analysis of forward-looking statements and our projections about candidate and program development and results.

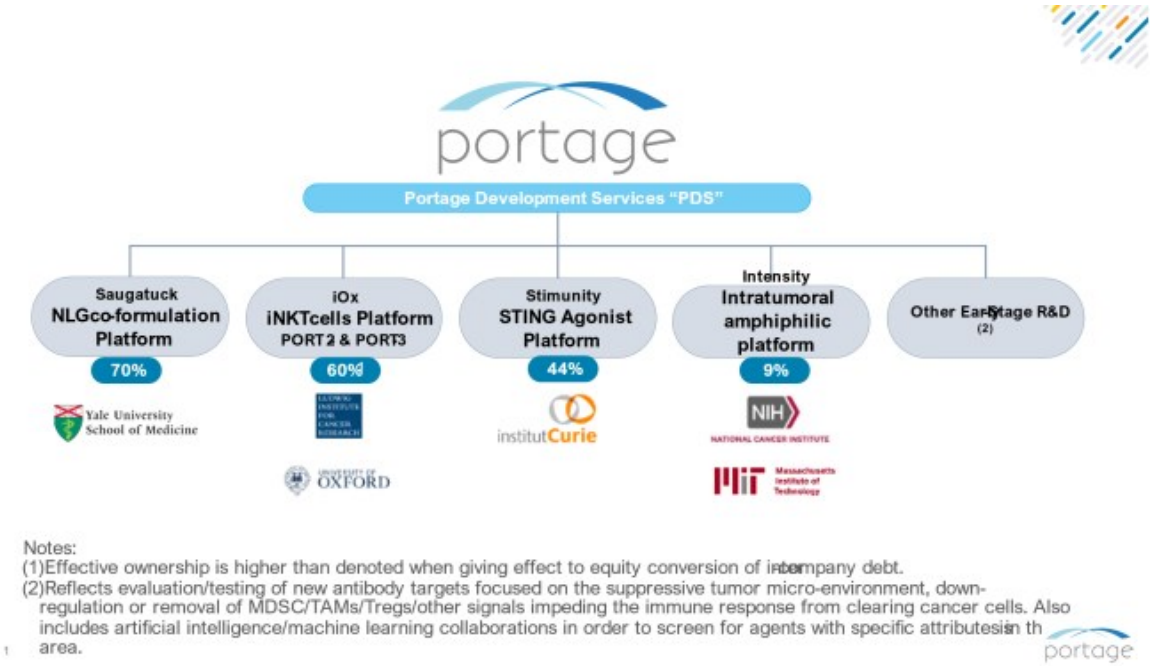
Our Business Model

We employ a shared service business model to execute our strategy of building a diversified oncology company in a capital efficient manner and to provide us with the flexibility to either advance therapeutic candidates ourselves or through transactions with third parties. Our flat organization consists of a holding company, Portage Biotech Inc. and an operating company, Portage Development Services ("PDS"), which provide human resources, and other services to each operating subsidiary via a shared services agreement. We believe that by centralizing these shared services, including all research and development operations, administrative services, and business development, and allocating employees and resources to each operating subsidiary, we can enhance operational efficiency and maintain an optimal cost structure.

Our business model also enables us to access both internal and external expertise to build and develop our pipeline. We incubate internal programs in our hub, leveraging PDS's internal resources and network of service providers as needed to support our discovery, lead optimization, and IND-enabling efforts. When we decide to license from or collaborate with external parties, we establish distinct subsidiaries, to hold and advance those programs. This structure enables us to keep licensors economically incentivized at the program level through our ability to offer equity and access to potential cash milestones and royalty payments.

In the figure below, each operating subsidiary reflects its respective technology platform, therapeutic candidates as well as economic ownership, as of December 31, 2020, as a percentage of shares outstanding is listed below each circle.

Our Organization



The structure of our financing arrangements with each subsidiary enables us to increase our economic ownership when we provide additional capital.

PDS is our wholly-owned operating subsidiary that employs all of our team members and incubates discovery programs until we establish an operating subsidiary in which to further advance them. We centralize shared services, including all research and development operations, administrative services, and business development at PDS Management, and allocate employees and resources to each spoke based on the needs and development stage of each therapeutic candidate.

Our business model is designed to (i) enhance operational efficiency, (ii) maintain an optimal cost structure, (iii) attract leading collaborators, and (iv) promote asset flexibility, as further described below.

- *Enhance operational efficiency*: We centralize all employees and services at our hub and allocate resources to spokes as needed. We empower managers to access these resources and make program-level decisions in order to increase productivity and speed. We believe this model enables a flexible organizational structure that can achieve scale through the addition of programs without increasing burdensome bureaucracy or redundant infrastructure.

- *Maintain an optimal cost structure*: We have a relatively small number of employees and have built a network of trusted external service providers, choosing to leverage their infrastructure and expertise as needed instead of embarking on capital-intensive lab, manufacturing, and equipment expenditures. By reducing overhead costs, we believe we can increase the likelihood that we can generate a return on invested capital.

- *Attract leading collaborators and licensors*: Each of our subsidiaries has its own capitalization and governance, enabling us to keep licensors economically incentivized at the program level. We believe that the experienced leadership team and shared services at our hub differentiate us from other potential licensees.

- *Promote asset flexibility*: Each operating subsidiary is a separate legal entity that holds the relevant intellectual property of its therapeutic candidates or programs and has none of its own employees, fixed assets, or overhead costs. This allows us to efficiently pursue various subsidiary-level transactions, such as stock or asset sales, licensing transactions, strategic partnerships, co-development arrangements, or spin-outs. It also provides us with the flexibility to terminate programs with minimal costs if results do not meet our de-risking criteria for advancement.

The Company is a BVI incorporated company with its registered office located at FH Chambers, P.O. Box 4649, Road Town, Tortola, BVI. Its Toronto agent, Portage Services Ltd., is located at 6 Adelaide Street East, Suite 300, Toronto, Ontario, M5C 1H6, Canada.

The Company is a reporting issuer with the securities commissions of the provinces of Ontario and British Columbia. Its ordinary shares are listed on the Canadian Stock Exchange under the symbol "PBT.U". On February 25, 2021, the ordinary shares of the Company began trading on NASDAQ under the symbol "PRTG".

Summary of Results

The following table summarizes financial information for the quarter ended December 31, 2020, and the preceding eight quarters (all amounts in 000'US$ except net loss per share, which are actual amounts). All share and per share amounts reflect the 1:100 reverse stock split effected June 5, 2020.

Quarter ended	Dec. 31, 2020	Sept. 30 2020	June 30, 2020	Mar. 31, 2020	Dec. 31, 2019	Sept. 30, 2019	June 30, 2019	Mar. 31, 2019	Dec. 31, 2018
	in 000'$	in 000'$	in 000'$	in 000'$	in 000'$ (Revised)	in 000'$	in 000'$	in 000'$	in 000'$
Net loss - attributable to the owners of the Company	1,184	2,455	696	1,302	1,316	1,273	1,442	1,901	307
Working capital (1)	2,875	25	6,293	1,226	1,977	2,500	3,604	4,757	6,015
Shareholders' equity	104,945	102,233	102,646	96,531	98,574	98,248	98,222	99,674	8,979
Net loss per share - basic	(0.10	(0.21)	(0.06)	(0.12)	(0.12)	(0.12)	(0.13)	(0.18)	(0.11)
Net loss per share - diluted	(0.10)	(0.21)	(0.06)	(0.12)	(0.12)	(0.12)	(0.13)	(0.18)	(0.11)

(1) December 31, 2020 working capital is net of warrant liability of $771 settleable on a non-cash basis.
(2) September 30, 2020 working capital is net of accrued equity issuable of $3,972 and warrant liability of $271 settled or settleable on a non-cash basis.

Number of Ordinary Shares and Warrants

These are as follows:

As of,	December 31, 2020	February 25, 2020
Shares issued and outstanding(a)	12,083,395	12,083,395
Warrants (b)	49,701	49,701

(a) This amount excludes an aggregate 243,000 Restricted Stock Units (RSUS) granted to a director and a consultant on January 13,2021 which vested immediately on the date of grant.
(b) Warrants are exercisable into equal number of ordinary shares at an average exercise prise of $6.64 and have a remaining contractual life of approximately 1.75 years as of December 31, 2020.

Business Environment - Risk Factors

Please refer to the Annual Report on Form 20-F for the year ended March 31, 2020 for detailed information as the economic and industry factors that are substantially unchanged as of the date hereof.

Our Programs and Technology - Recent Developments

Invariant Natural Killer T-cells (iNKT cells) Platform

iNKT cells play an important role in anti-tumour immune responses and are a distinct class of T lymphocyte displaying a limited diversity of T-cell receptors. They recognize lipid antigens on the surface of tumour cells and produce large amounts of cytokines within hours of stimulation without the need for clonal expansion. Furthermore, iNKT cells activate multiple immune system components, including dendritic cells, T-cells and B-cells and stimulate an antigen-specific expansion of these cells. An operating subsidiary holds an exclusive license (with the right to sub-license) from the Ludwig Institute to use, research, develop and commercialize iNKT cell agonists, for the treatment of various forms of human disease, including cancer, under the Ludwig Institute's intellectual property and know-how.

PORT 2 (IMM60)

PORT-2 is an iNKT cell activator/agonist formulated in a liposome with a 6-member carbon head structure that has been shown to activate both human and murine iNKT cells, resulting in dendritic cell (DC) maturation and the priming of Ag-specific T and B cells. PORT-2 is ready to commence in a Phase 1/2 dose escalation and expansion trial in approximately 100 participants with melanoma or non-small cell lung carcinoma (NSCLC) in order to evaluate the safety and efficacy after receiving regulatory approval from the Medicines and Healthcare products Regulatory Agency in the United Kingdom and Research Ethics Board at Oxford University. When COVID restrictions ease in the United Kingdom, the company expects the first patient to be treated soon thereafter.

In animal models, PORT-2 enhanced the frequency of tumour specific immune responses (Jukes 2016). iNKT cells are unique lymphocytes defined by their co-expression of surface markers associated with NK cells along with a T-cell antigen receptor (Schmieg 2005). They recognise amphipathic ligands such as glycolipids or phospholipids presented in the context of the non-polymorphic, MHC class I-like molecule CD1d. Activated iNKT cells rapidly produce IFN-gamma and IL-4 and induce dendritic cell (DC) maturation and IL-12 production (Cerundolo 2009, Salio 2009, Speak 2008, Fujii 2013).

PORT 3 (IMM65)

PORT-3 is a PLGA-nanoparticle formulation of IMM60 combined with a NY-ESO-1 peptide vaccine which is about to begin enrolling in an open-label, dose-escalation and expansion study of its iNKT agonist after receiving regulatory and institution ethics approval. The combination product has the ability to prime and boost an anti-tumor immune response.

Biodegradable PLGA-nanoparticles function as a delivery platform for immunomodulators and tumor antigens to induce a specific anti-tumor immune response. PLGA has minimal (systemic) toxicity and is used in various drug-carrying platforms as an encapsulating agent. Furthermore, co-formulating an iNKT inhibitor with a peptide vaccine in a particle has show to be approximately 5 times more potent in killing cancer cells and generating an antigen specific CD8 T-cell response than giving the 2 agents individually (ref Dolen et al Oncoimmunology paper)

NY-ESO-1 is a cancer-testis antigen expressed during embryogenesis and in the testis, an immune privileged site. Furthermore, NY-ESO-1 expression is observed in several advanced cancers: lung (2-32%), melanoma (40%), bladder (32-35%), prostate (38%), ovarian (30%), esophageal (24-33%), and gastric cancers (8-12%). Clinical trials have shown the safety and tolerability of Good Manufacturing Practices (GMP)-grade NY-ESO-1 peptides in patients with cancer.

Intratumoral amphiphilic platform

DfuseRx SM, identifies combinations of anti cancer agents with amphiphilic diffuse enhancers that can passively enter into cancer cells. These novel formulations with unique IP can be directly injected into any solid tumours, and the payloads will diffuse across the membrane and disperse throughout the tumor, while sparing healthy cells. Once inside the cells, the technology is diluted away and the payloads are stuck inside the cell. The payloads are able to disperse to areas of the tumor that do not have blood supply and hence oral or IV drugs will not reach.

PORT 1 (INT230-6)

The lead asset is PORT-1, a fixed dose formulation of cisplatin, vinblastine and a penetration enhancer. In Animal models, the drug is able to cure the majority of the animals, by a combination of direct killing of the cancer, and also a CD4 and CD8 T-cell response (Bloom et al). The specific rapid local killing in the normal 3-dimensional environment inside the body we believe is critical for robust antigen presentation and immune activation. Animal studies also showed synergy when combined with checkpoint inhibition (Bender et al, Bloom et al). The product has been dosed into 70 subjects in a Phase 1/2 trial. This has shown proof of concept that the vast majority of the drug stays in the tumor, and a dose equivalent to 3x the approved dose of the cytotoxic agent was very well tolerated without the typical chemo side effects. The most common adverse event related to the treatment was pain at the injection site. As a result, PORT-1 has launched 8 phase 2 studies including 7 clinical collaborations with the two largest immuno-oncology drug manufacturers, BMS and Merck in combination with their respective checkpoints in high unmet need medical types (pancreatic, gall bladder, sarcoma, non-microsatellite unstable colorectal, etc.). In many of these tumor types, the checkpoint drug alone has no activity. As a result of exciting preliminary data (ref ASCO 2020, SITC 2020), we have secured fast track regulatory status from the FDA for triple negative breast cancer.

PORT 4, Nanolipogel (NLG) co-formulation Platform

Scientists are interested in novel ways to deliver multiple signals to the immune system in order to better activate an anti-tumor response. We have been impressed with a platform from Yale University that allows different types of agents to be packaged together and will concentrate them in tumors. We have licensed the platform for delivery of DNA aptamers and certain aptamer-small molecule-based combination products. In order to have multiple proprietary agents with known mechanisms of action, W have licensed rights to create DNA aptamers from D5 pharma. The first one developed is a proprietary PD1 aptamer which has been placed in the NLG formulation. Early testing has shown the formulation properly modulates PD1 signaling in vitro similar to a PD1 antibody I. In non-clinical, in vivo experiments, the NLG-PD1 performed favorably compared to a mouse PD1 antibody. The additional funding will support exploration of multiple PD1 based co-formulations with small molecules and other DNA aptamers. We hope to name its first clinical candidate in 2021.

PORT-5, STING Agonist Platform

Proprietary immune priming and boosting technology (using a STING agonist delivered in a virus-like particle) have shown proof of concept in animal models and are beginning to progress the lead asset towards the clinic. This platform offers multiple ways to target immune stimulation towards the cancer, as well as to co-deliver multiple signals in a single product. Our researchers have developed a way to administer the product systemically and does not require direct tumor injections. This technology preferentially targets immune cells, which is differentiated from other chemical STING approaches. The company is progressing this project towards clinical trials as well as developing next generation compounds. Given that this is a simple way to boost the immune response to any target, we are also pursuing a project to boost immune response to COVID and other pathogens.

Other Early-Stage R&D

We continue to evaluate and test new antibody targets. Our interest here lies in the suppressive tumor micro-environment, and how we can down regulate or remove MDSC, TAMs, Tregs and other signals that impede the immune response from clearing cancer cells. One new effort that we have initiated is collaborations with two leading artificial intelligence/machine learning companies in order to screen for agents with specific attributes in this area. This may allow us a fast track an asset to the clinic with a re-purposed product.

Three Months Ended December 31, 2020 Compared to the Three Months Ended December 31, 2019
(All Amounts in 000'$)

Results of Operations

The following details major expenses for the three months ended December 31, 2020, compared to the three months ended December 31, 2019. The information presented for the three and nine months ended December 31, 2019 reflects reclassifications to conform to the classifications used for the three and nine months ended December 31, 2020.

Three months ended December 31,	**2020**	2019
	In 000'$	In 000'$ (Revised)
Operating expenses	**(866)**	(1,082)
Change in fair value of warrant liability	**(500)**	
Income on equity issued at a discount	**77**	-
(Loss) on extinguishment of SalvaRx debt	**-**	(33)
Share of (loss) in associates accounted for using equity method	**(121)**	(60)
Foreign exchange (loss)	**(2)**	(350)
Research and development tax credit	**65**	-
Interest (expense)	**(3)**	(201)
Net (loss)	**(1,350)**	(1,726)
Unrealized gain on investment in investments	**-**	1,635
Total comprehensive (loss) for period	**(1,350)**	(91)
Owners of the Company	**(1,184)**	319
Non-controlling interest	**(166)**	(410)
Total comprehensive (loss) for period	**(1,350)**	(91)

Expenses

The overall analysis of the operating expenses is as follows:

Three months ended December 31,	**2020**	2019
	In 000'$	In 000'$
Research and development	**368**	791
General and administrative expenses	**498**	291
Total operating expenses	**866**	1,082

Research and Development Costs

These costs comprised the following:

Three months ended December 31,	**2020**	2019
	In 000'$	In 000'$
Legal regarding Patents' registration	**13**	26
Consultants - scientists and researchers	**179**	604
Other outside services - lab testing, peptide handling, etc.	**16**	161
Research and development services and storage	**160**	-
Total research and development costs	**368**	791

Included in consultants - scientists and researchers are $154 and $386 of non-cash stock-based compensation expense for the three months ended December 31, 2020 and 2019, respectively.

Research and development costs ("R&D") decreased by $423, or 53%, during the three months ended December 31, 2020, compared to the three months ended December 31, 2019. The decrease was comprised of $910 decrease in non-cash stock-based compensation expense included in research and development costs in the comparable periods, partially offset by an increase in other R&D expenditures. The decrease in the current year period is also due to the decrease in the level of activities in the comparable periods.

General and Administrative Expenses

Key components of general and administrative expenses are:

Three months ended December 31,	**2020**	2019
	In 000'$	In 000'$
Consulting fees	**356**	118
Professional fees	**123**	139
Office and general expenses	**19**	34
Total general and administrative expenses	**498**	291

General and administrative expenses increased by $207, or 71%, during the three months ended December 31, 2020, compared to the three months ended December 31, 2019. This increase was primarily due to the increases in consulting fees attributable to an effort to strengthen the Company's infrastructure. The increase was partially offset by decreases in professional fees and office and general expenses.

Nine months Ended December 31, 2020 Compared to the Nine months Ended December 31, 2019
(All Amounts in 000'$)

Results of Operations

The following details major expenses for the nine months ended December 31, 2020, compared to the nine months ended December 31, 2019.

Nine months ended December 31,	**2020**	2019
	In 000'$	In 000'$
Operating expenses	**(3,007)**	(4,450)
Gain on sale of marketable securities	**72**	-
Change in fair value of warrant liability	**(441)**	-
(Loss) on equity issued at a discount	**(1,256)**	-
(Loss) on extinguishment of SalvaRx debt	**(223)**	(33)
Share of (loss) in associate accounted for using equity method	**270**	(126)
Foreign exchange (loss)	**(2)**	(350)
Research and development tax credit	**65**	-
Interest (expense)	**(172)**	(404)
Net (loss)	**(4,694)**	(5,363)
Unrealized gain on investment in investments	**-**	1,617
Total comprehensive (loss) for period	**(4,694)**	(3,746)
Owners of the Company	**(4,335)**	(2,414)
Non-controlling interest	**(359)**	(1,332)
Total comprehensive (loss) for period	**(4,694)**	(3,746)

Expenses

The overall analysis of the operating expenses is as follows:

Nine months ended December 31,	**2020**	2019
	In 000'$	In 000'$
Research and development	**1,658**	3,175
General and administrative expenses	**1,349**	1,275
Total operating expenses	**3,007**	4,450

Research and Development Costs

These costs comprised the following:

Nine months ended December 31,	**2020**	2019
	In 000'$	In 000'$
Legal regarding Patents' registration	**109**	141
Consultants - scientists and researchers	**1,188**	2,177
Other outside services - lab testing, peptide handling, etc.	**479**	857
Research and development services and storage	**452**	-
	2,228	3,175
Proceeds from a legal settlement with a vendor	**(570)**	-
Total research and development costs	**1,658**	3,175

Included in consultants - scientists and researchers are $600 and $1,510 of non-cash stock-based compensation expense for the nine months ended December 31, 2020 and 2019, respectively.

Research and development costs ("R&D") decreased by $1.5 million, or 48%, in the nine months ended December 31, 2020, compared to the nine months ended December 31, 2019. The decrease was primarily due to a decrease in consulting expense of approximately $1.0 million, attributed primarily to non-cash stock-based compensation expense included in consulting expense, as described above, and the receipt by one of Portage's portfolio companies of a $0.6 million cash settlement for a legal dispute it had with a vendor while developing one of its products.

General and Administrative Expenses

Key components of general and administrative expenses are:

Nine months ended December 31,	**2020**	2019
	In 000'$	In 000'$
Consulting fees	**682**	642
Professional fees	**364**	485
Office and general expenses	**303**	148
Total general and administrative expenses	**1,349**	1,275

General and administrative expenses increased by $0.074 million, or approximately 6%, during the nine months ended December 31, 2020, compared to the nine months ended December 31, 2019. This reduction was primarily due to a decrease in professional fees of $0.12 million offset by an increase in office and general expenses of $0.15 million, attributable to investor related expense.

Liquidity and Capital Resources

On June 16, 2020, the Company closed a private placement of ordinary shares for gross proceeds of approximately $7.0 million through the issuance of 698,145 ordinary shares at a price of $10.00 per share. The Company incurred costs of $248,000 in connection with the offering, which was offset against the gross proceeds. The net proceeds from the offering will be used to finance operating expenses and accelerate pipeline development/execution and will enable management to pursue new opportunistic value creation. A portion of the proceeds was used to settle the SalvaRx Notes.

Going Concern

The accompanying consolidated financial statements have been prepared on a basis that assumes that the Company will continue as a going concern and that contemplates the continuity of operations, the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. Accordingly, the accompanying consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts of liabilities that might result from the outcome of this uncertainty.

As of December 31, 2020, the Company had cash and cash equivalents of $3.637 million and total current liabilities of $1.325 million (inclusive of $771 warrant liability settleable on a non-cash basis). For the nine months ended December 31, 2020, the Company reported a net loss of $(4.694) million and cash used in operating activities of $3.367 million. As of January 31, 2021, we had approximately $3.418 million of cash on hand.

The Company's cash and cash equivalents balance is decreasing and we will not generate positive cash flows from operations for the year ending March 31, 2021. We intend to meet our ongoing capital needs by using our available cash.

The Company has and may continue to delay, scale-back, or eliminate certain of its activities and other aspects of its operations until such time as the Company is successful in securing additional funding. The Company is exploring various dilutive and non-dilutive sources of funding, including equity and debt financings, strategic alliances, business development and other sources. In the event the Company's Common Stock is delisted from Nasdaq due to its failure to meet minimum stockholders' equity requirements, the Company's ability to raise additional capital may be materially adversely impacted. The future success of the Company is dependent upon its ability to obtain additional funding. There can be no assurance, however, that the Company will be successful in obtaining such funding in sufficient amounts, on terms acceptable to the Company, or at all. As of the date of this filing, the Company currently anticipates that current cash and cash equivalents will be sufficient to meet its anticipated cash requirements through the end of the second quarter of fiscal year ended March 31, 2022 (September 30, 2021). These factors raise substantial doubt about the Company's ability to continue as a going concern within one year after the date that the financial statements are issued.

The Company has incurred substantial operating losses since inception and expects to continue to incur significant operating losses for the foreseeable future and may never become profitable. The losses result primarily from its conduct of research and development activities. As of December 31, 2020, the Company had cash balances totaling approximately $3.6 million and working capital of approximately $2.9 million (inclusive of warrant liability of $771 settleable on a non-cash basis), compared to approximately $1.2 million, as of March 31, 2020.

The Company historically has funded its operations principally from proceeds from issuances of equity and debt securities. The Company will require significant additional capital to make the investments it needs to execute its longer-term business plan. The Company's ability to successfully raise sufficient funds through the sale of debt or equity securities when needed is subject to many risks and uncertainties and, future equity issuances would result in dilution to existing stockholders and any future debt securities may contain covenants that limit the Company's operations or ability to enter into certain transactions.

Cash Flows Used In Operating Activities

During the nine months ended December 31, 2020, the Company funded operating activities totalling approximately $3,367,000, compared to funding operating activities of approximately $2,872,000 during the nine months ended December 31, 2019. Operations in the nine months ended December 31, 2020 were funded by existing cash plus a portion of the net proceeds from the private placement of approximately $6,732,000, net of offering costs, closed in June 2020. The increase in the use of cash was the reduction of accounts payable and accrued liabilities (primarily accrued interest payable associated with the SalvaRx Notes) offset by a reduction in the level of operations in the nine months ended December 31, 2020, compared to the nine months ended December 31, 2019. These amounts were consistent with the Company's level of research and development activities in the comparable periods.

The Company currently does not have any contractual commitments to fund further research and development at its subsidiaries.

The Company's continuing operations are dependent upon any one of:

1. the development and identification of economically recoverable medical solutions;
2. the ability of the Company to obtain the necessary financing to complete the research; or
3. future profitable production from or proceeds from the disposition of intellectual property.

Cash Flows Provided by (Used in) Investing Activities

The Company generated $0.14 million proceeds from the sale of its interest in Biohaven in August 2020.

On June 1, 2020, the Company made an additional $1.0 million investment in Stimunity upon Stimunity's achievement of certain agreed milestones, increasing its equity share in Stimunity to 44%.

There were no investing activities during the nine months ended December 31, 2019.

Cash Flows Provided By (Used In) Financing Activities

On June 16, 2020, the Company completed a private placement offering of 698,145 restricted ordinary shares at a price of $10 per share for gross proceeds of $6.98 million to accredited investors. Directors of the Company subscribed for 215,000 shares for $2,150,000. The Company incurred offering costs of $248,000 in connection with the private placement.

The Company also repaid a $1.0 million advance from a related party in July 2020.

There were no financing activities during the nine months ended December 31, 2019.

Key Contractual Obligations

Details of contractual obligations, commitments and contingent liabilities are provided in Note 16 to the unaudited condensed consolidated interim financial statements for the three and nine months ended December 31, 2020.

Off-balance Sheet Arrangements

As of December 31, 2020 and 2019, the Company did not have any off-balance sheet arrangements, including any relationships with unconsolidated entities or financial partnership to enhance perceived liquidity.

Transactions with Related Parties

Significant related party transactions are detailed in Note 19 to the unaudited condensed consolidated interim financial statements for the three and nine months ended December 31, 2020.

Financial and Derivative Instruments

The Company's financial instruments recognized in the Company's condensed consolidated interim statements of financial position consist of the following:

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

The following table summarizes the Company's financial instruments as of December 31, 2020 and March 31, 2020:

	As of December 31, 2020		As of March 31, 2020	
	Amortized Cost	**Fair Value to Other Comprehensive Income (FVTOCI)**	**Amortized Cost**	**FVTOCI**
	in 000'$	**in 000'$**	in 000'$	in 000'$
Financial assets				
Cash and cash equivalents	**3,637**	-	3,152	-
Prepaid expenses and other receivables	**563**	-	574	-
Investments	-	**9,904**	-	8,702
	Amortized Cost	**Fair Value through Profit or Loss (FVTPL)**	**Amortized Cost**	**FVTPL**
Financial liabilities				
Accounts payable and accrued liabilities	**254**	-	1,268	-
Unsecured notes payable	**300**	-	3,661	-
Warrant liability	-	**771**	-	-

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

During September 2020, the Company settled the SalvaRx Note obligations originally due in June 2021 in an aggregate principal amount of approximately $3.7 million, plus accrued interest of $0.75 million in exchange for cash payments totaling $1.77 million and 397,604 of the associated SalvaRx warrants with an exercise price of $6.64 per share. The warrants were exchanged for an equal number of warrants to acquire Portage stock at the same price per share. The Company accounted for the contractual value of the exercised and outstanding warrants of $2.64 million (397,604 shares at $6.64 per share) as accrued equity issuable at September 30, 2020. The Company also recorded a loss of $1.33 million during the three months ended September 30, 2020 to recognize the discount between the fair value of the underlying shares at September 30, 2020 ($9.99 per share) and the contract price of $6.64 per share. The exchange was completed on October 13, 2020 and the Company recorded a gain of $0.075 million to recognize the difference between the fair value of the shares at September 30, 2020 ($9.99 per share) and the fair value of the shares on October 13, 2020 ($9.80 per share). The condensed consolidated interim statements of operations for the three and nine months ended December 31, 2020 reflect a gain of $0.075 million and a loss of $1.256 million, respectively, with respect to equity issued at a discount.

Fair value of financial instruments

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

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

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

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

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

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

Investment in Biohaven: Fair value was based on a quoted market price of $34.03 per share as of March 31, 2020 (Level 1). The investment was sold in August 2020.

Investment and option in Nekonal: Fair value has been listed at $0.

Investment in Sentien: Fair value of the asset is determined by considering strategy changes by Sentien (Level 3).

Investment in Intensity: Fair value of the asset is determined by considering other comparable equity funding transactions by Intensity with unrelated investors (Level 3).

Accrued equity issuable: The fair value is estimated based on the quoted market price at December 31, 2020 (Level 1).

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

Warrant Liability: The fair value is estimated using a Black Scholes model (Level 3).

There have been no transfers between levels of the fair value hierarchy for the three and nine months ended December 31, 2020 and the year ended March 31, 2020.

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

Credit risk. Credit risk is the risk of loss associated with a counterparty's inability to fulfil its payment obligations. The credit risk is attributable to various financial instruments, as noted below. The credit risk is limited to the carrying value as reflected on the condensed consolidated interim statements of financial position.

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

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

Liquidity risk. Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due.

The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions without incurring unacceptable losses or risking harm to the Company's reputation. The Company holds sufficient cash to satisfy obligations under accounts payable and accruals.

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

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

Use of Estimates and Judgments

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

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Significant areas where estimates are made include valuation of financial instruments, research and development costs, fair value used for acquisition and measurement of share-based compensation. Significant areas where critical judgments are applied include assessment of impairment of investments and goodwill and the determination of the accounting acquirer and acquiree in the business combination accounting.

New Accounting Standards, Interpretations and Amendments

The Company is also unaware of any applicable but not-yet-adopted standards that are expected to materially affect the financial statements of future periods.

Internal Controls Over Financial Reporting

The management of the Company, including the CEO and CFO, is responsible for establishing and maintaining adequate internal controls over financial reporting. The Company's internal control system was designed to provide reasonable assurance to the Company's management and the board of directors regarding the reliability of financial reporting and preparation and fair presentation of published financial statements for external purposes in accordance with IFRS. Internal control over financial reporting includes those policies and procedures that:

1. pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company;

2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and

3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2020. In making this assessment, it used the criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on the evaluation under these criteria, management identified material weaknesses in the Company's internal controls over financial reporting, and as a result, management concluded that the Company's internal control over financial reporting was not effective as of December 31, 2020.

Management identified the following material weaknesses set forth below in our internal control over financial reporting.

- Management was unable to perform an effective risk assessment or monitor internal controls over financial reporting;

- The management of the Company lacks the number of skilled persons it requires given the complexity of the reporting requirements it has to make, which more specifically include the staff and expertise (i) to properly segregate duties and perform oversight of work performed and to perform compensating controls over the finance and accounting functions, (ii) to establish and perform fair value estimates or subsequently monitor fluctuations in fair value estimates, and (iii) to apply complex accounting principles, including those relating to business combination accounting, income taxes and fair value estimates; and

- There are insufficient written policies and procedures in place to ensure the correct application of accounting and financial reporting with respect to the current requirements of IFRS and SEC disclosure requirements, some of which specifically relate to investment accounting and fair value measures, assessment of in-process research and development assets, share based payments, carrying amounts of goodwill and intangible assets and business combination accounting.

Public Securities Filings

Additional information, including the Company's annual information in the Annual Report on Form 20-F, is filed with the Canadian Securities Administrators at www.sedar.com and with the United States Securities and Exchange Commission at www.edgar.com.