

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 10-Q**

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended May 31, 2017

or

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number \_\_\_\_\_

**Lexaria Bioscience Corp.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of incorporation or organization)

**20-2000871**

(IRS Employer Identification No.)

**156 Valleyview Rd., Kelowna, BC Canada**

(Address of principal executive offices)

**V1X 3M4**

(Zip Code)

**250-765-6424**

(Registrant's telephone number, including area code)

**N/A**

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES  NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act

Large accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act)

YES  NO

**APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY  
PROCEEDINGS DURING THE PRECEDING FIVE YEARS**

Check whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court.

YES  NO

**APPLICABLE ONLY TO CORPORATE ISSUERS**

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

66,972,303 common shares issued and outstanding as of July 14, 2017

## PART 1 – FINANCIAL INFORMATION

### Item 1. Financial Statements.

Lexaria Bioscience Corp.'s ("Lexaria" or the "Company") unaudited interim consolidated financial statements for the nine-month period ended May 31, 2017 form part of this quarterly report. They are stated in United States Dollars and are prepared in accordance with United States generally accepted accounting principles.

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**LEXARIA BIOSCIENCE CORP.**  
**CONSOLIDATED BALANCE SHEETS**  
(Expressed in U.S. Dollars)

	<u>May 31</u>	<u>August 31</u>
	<u>2017</u>	<u>2016</u>
	<u>(Unaudited)</u>	
<b>ASSETS</b>		
<b>Current</b>		
Cash	\$ 2,788,978	\$ 93,409
Accounts and other receivables (Note 7)	57,398	131,083
Inventory (Note 8)	128,381	134,724
Prepaid expenses and deposit	104,523	150,950
<b>Total Current Assets</b>	<u><b>3,079,280</b></u>	<u><b>510,166</b></u>
Patents (Note 9)	63,044	53,997
Equipment	2,011	2,475
	<u><b>65,055</b></u>	<u><b>56,472</b></u>
<b>TOTAL ASSETS</b>	<u><u><b>\$ 3,144,335</b></u></u>	<u><u><b>\$ 566,638</b></u></u>
<b>LIABILITIES</b>		
<b>Current</b>		
Accounts payable and accrued liabilities	\$ 12,956	\$ 90,010
Unearned revenue (Note 10)	19,600	12,500
Due to related parties (Note 15)	7,446	331,371
<b>Total Current Liabilities</b>	<u><b>40,002</b></u>	<u><b>433,881</b></u>
Convertible debenture (Note 11)	45,000	45,000
<b>TOTAL LIABILITIES</b>	<u><b>85,002</b></u>	<u><b>478,881</b></u>
<b>STOCKHOLDERS' EQUITY</b>		
<b>Share Capital</b>		
Authorized:		
220,000,000 common voting shares with a par value of \$0.001 per share		
Issued and outstanding: 66,552,303 common shares at May 31, 2017	66,552	51,288
and 51,288,473 common shares at August 31, 2016		
<b>Additional paid-in capital</b>	15,681,352	11,515,419
<b>Deficit</b>	<u>(12,483,019)</u>	<u>(11,300,662)</u>
<b>Equity attributable to shareholders of the Company</b>	<u><b>3,264,885</b></u>	<u><b>266,045</b></u>
<b>Non-Controlling Interest</b>	<u>(205,552)</u>	<u>(178,288)</u>
<b>Total Stockholders' Equity</b>	<u><b>3,059,333</b></u>	<u><b>87,757</b></u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<u><u><b>\$ 3,144,335</b></u></u>	<u><u><b>\$ 566,638</b></u></u>

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

**LEXARIA BIOSCIENCE CORP.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS (unaudited)**  
(Expressed in U.S. Dollars, except number of shares)

	THREE MONTHS ENDED		NINE MONTHS ENDED	
	May 31 2017	May 31 2016	May 31 2017	May 31 2016
<b>Revenue</b>	29,253	6,215	51,080	32,156
<b>Cost of Goods Sold</b>	(9,183)	(9,309)	(24,943)	(42,929)
<b>Gross profit (loss)</b>	<b>20,070</b>	<b>(3,094)</b>	<b>26,137</b>	<b>(10,773)</b>
<b>Expenses</b>				
Accounting and audit	5,260	8,657	27,119	47,023
Depreciation	372	464	1,116	464
Insurance	4,729	3,999	15,088	11,147
Advertising and promotions	73,271	24,471	124,080	179,545
Bank charges and exchange (gain) loss	5,814	9,059	11,071	12,843
Stock based compensation (Note 13)	-	42,305	36,642	80,253
Consulting (Note 15)	128,537	127,074	648,916	398,042
Fees and dues	15,918	14,536	55,973	45,047
Interest expense from loan payable	1,584	1,047	4,890	1,125
Investor relations	41,002	-	91,681	16,000
Legal and professional	46,367	9,120	115,851	23,955
Office and miscellaneous	9,773	2,047	16,174	10,706
Research and development	8,240	158	23,279	8,987
Rent	4,393	7,586	11,429	21,715
Taxes	-	1,643	32	1,643
Telephone	951	1,165	2,668	4,799
Travel	17,219	7,776	45,098	42,190
Inventory write-off (Note 8)	726	-	4,651	34,246
	<b>364,156</b>	<b>261,107</b>	<b>1,235,758</b>	<b>939,730</b>
<b>Net loss and comprehensive loss for the period</b>	<b>(344,086)</b>	<b>(264,201)</b>	<b>(1,209,621)</b>	<b>(950,503)</b>
<b>Net loss and comprehensive loss attributable to:</b>				
<b>Common shareholders</b>	<b>(339,130)</b>	<b>(258,028)</b>	<b>(1,182,357)</b>	<b>(900,340)</b>
<b>Non-controlling interest</b>	<b>(4,956)</b>	<b>(6,173)</b>	<b>(27,264)</b>	<b>(50,163)</b>
<b>Basic and diluted loss per share</b>	<b>(0.01)</b>	<b>(0.01)</b>	<b>(0.02)</b>	<b>(0.02)</b>
<b>Weighted average number of common shares outstanding</b>				
- <b>Basic and diluted</b>	<b>60,635,704</b>	<b>45,033,282</b>	<b>55,968,504</b>	<b>42,900,830</b>

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

**LEXARIA BIOSCIENCE CORP.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)**  
(Expressed in U.S. Dollars)

	<b>NINE MONTHS ENDED</b>	
	<b>May 31</b>	<b>May 31</b>
	<b>2017</b>	<b>2016</b>
<b>Cash flows used in operating activities</b>		
Net loss for the period	(1,209,621)	(950,503)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock based compensation	36,642	80,253
Depreciation	1,116	464
Inventory write-off	4,651	34,246
Other non-cash items	292,288	55,752
Change in working capital:		
Accounts and other receivable	(19,815)	16,813
Inventory	1,692	714
Prepaid expenses and deposit	27,352	85,761
Accounts payable and accrued liabilities	(60,054)	267,592
Due to related parties	(273,925)	8,819
Unearned revenue	7,100	-
<b>Net cash used in operating activities</b>	<b>(1,192,574)</b>	<b>(400,089)</b>
<b>Cash flows used in investing activities</b>		
Patent	(9,699)	(12,270)
Acquisition of equipment	-	(3,094)
<b>Net cash used in investing activities</b>	<b>(9,699)</b>	<b>(15,364)</b>
<b>Cash flows from financing activities</b>		
Convertible Loan	-	45,000
Repayment of loan to a related party	(50,000)	-
Proceeds from private placements	1,635,242	147,480
Proceeds from exercise of stock options	164,762	-
Proceeds from exercise of warrants	2,147,838	-
<b>Net cash from financing activities</b>	<b>3,897,842</b>	<b>192,480</b>
<b>Increase (decrease) in cash</b>	<b>2,695,569</b>	<b>(222,973)</b>
<b>Cash, beginning of period</b>	<b>93,409</b>	<b>260,075</b>
<b>Cash, end of period</b>	<b>2,788,978</b>	<b>37,102</b>
<b>Supplemental information of cash flows:</b>		
Interest paid in cash	4,890	1,125
Common shares issued to settle accounts payable	53,000	-
Stock based compensation recognized in prepaid expenses	19,075	28,612

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

**LEXARIA BIOSCIENCE CORP.**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
(Expressed in U.S. Dollars)

	COMMON STOCK					TOTAL STOCKHOLDERS' EQUITY
	SHARES	AMOUNT	ADDITIONAL PAID-IN CAPITAL	DEFICIT	NCI	
		\$	\$	\$	\$	
<b>Balance, August 31, 2015</b>	43,838,286	43,838	10,814,460	(10,085,889)	(115,812)	656,597
Shares issued for services	625,000	625	78,875	-	-	79,500
Non-controlling Interest	-	-	-	-	(62,476)	(62,476)
Stock based compensation	-	-	83,865	-	-	83,865
Private placement of shares, net of issuance cost	5,266,858	5,267	414,025	-	-	419,292
Private placement subscription receivable	1,558,333	1,558	91,942	-	-	93,500
Warrants to be issued for services	-	-	32,252	-	-	32,252
Net loss	-	-	-	(1,214,773)	-	(1,214,773)
<b>Balance, August 31, 2016</b>	<b>51,288,477</b>	<b>51,288</b>	<b>11,515,419</b>	<b>(11,300,662)</b>	<b>(178,288)</b>	<b>87,757</b>
Shares issued for private placement	4,104,280	4,105	1,537,637	-	-	1,541,742
Shares issued for services	486,921	486	88,274	-	-	88,760
Non-controlling Interest	-	-	-	-	(27,264)	(27,264)
Stock based compensation	-	-	17,567	-	-	17,567
Warrants issued for services	-	-	220,528	-	-	220,528
Exercise of stock options for cash	959,125	960	163,802	-	-	164,762
Exercise of warrants for cash	9,713,500	9,713	2,138,125	-	-	2,147,838
Net loss	-	-	-	(1,182,357)	-	(1,182,357)
<b>Balance, May 31, 2017 (Unaudited)</b>	<b>66,552,303</b>	<b>66,552</b>	<b>15,681,352</b>	<b>(12,483,019)</b>	<b>(205,552)</b>	<b>3,059,333</b>

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

**LEXARIA BIOSCIENCE CORP.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**May 31, 2017**  
**(Expressed in U.S. Dollars)**  
**(Unaudited)**

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**1. Basis of Presentation**

The unaudited interim consolidated financial statements for the nine months ended May 31, 2017 included herein have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with United States generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. In the opinion of management, all adjustments considered necessary for a fair presentation have been included.

These unaudited interim consolidated financial statements should be read in conjunction with the August 31, 2016 audited annual financial statements and notes thereto.

**2. Organization, Business and Going Concern**

The Company was formed on December 9, 2004 under the laws of the State of Nevada as an independent oil and gas company engaged in the exploration, development and acquisition of oil and gas properties in the United States and Canada. In March of 2014, the Company began its entry into the bioscience and alternative health and wellness business and discontinued its involvement in the oil and gas business in November 2014. In May 2016, the Company also commenced out-licensing its patented technology for improved delivery of bioactive compounds that promotes healthy ingestion methods, lower overall dosing and higher effectiveness in active molecule delivery. The Company has its office in Kelowna, BC, Canada.

The Company's unaudited interim consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States applicable to a going concern, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The Company has a net loss attributable to its shareholders of \$1,182,357 for the nine months ended May 31, 2017 (2016: \$900,340) and at May 31, 2017 had a deficit accumulated since its inception of \$12,483,019 (August 31, 2016: \$11,300,662). The Company had a working capital balance of \$3,039,278 as at May 31, 2017 with net cash used in operating activities of \$1,192,574 during the nine months ended May 31, 2017.

**3. Business Risk and Liquidity**

The Company is subject to several categories of risk associated with its operating activities. The production and sale of alternative health products is an emerging industry in which business practices are not yet standardized and are subject to frequent scrutiny and evaluation by federal, state, provincial, and municipal authorities, academics, and media outlets, among others. Although we intend to develop our businesses in accordance with best ethical practices, we may suffer negative publicity if we, our partners, contractors, or customers are found to have engaged in any environmentally insensitive practices or other business practices that are viewed as unethical.

Our operations may require licenses and permits from various governmental authorities. We believe that we will be able to obtain all necessary licenses and permits under applicable laws and regulations for our operations and believe we will be able to comply in all material respects with the terms of such licenses and permits. However, such licenses and permits are subject to change in various circumstances. There can be no guarantee that we will be able to obtain or maintain all necessary licenses and permits, and failing to obtain or retain required licenses could have a materially adverse effect on the Company.

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#### **4. Basis of Consolidation**

The unaudited interim consolidated financial statements include the financial statements of the Company, its wholly-owned subsidiary, Lexaria CanPharm Corp. which was incorporated on April 4, 2014 under the laws of Canada, and 51%-owned subsidiary PoViva Tea, LLC which was incorporated on December 12, 2014, under the laws of the State of Nevada. All significant inter-company balances and transactions have been eliminated.

#### **5. Estimates and Judgments**

Preparing financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue, and expenses. The estimates and the associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

In preparing these unaudited interim consolidated financial statements, the significant judgments made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those applied to the consolidated financial statements for the year ended August 31, 2016.

#### **6. Recent Accounting Guidance Not Yet Adopted**

In May 2014, the Financial Accounting Standards Board (the "FASB") issued a new standard related to the revenue recognition. Under the new standard, recognition of revenue occurs when a customer obtains control of promised goods or services in an amount that reflects the consideration which the entity expects to receive in exchange for those goods or services. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The FASB has recently issued several amendments to the standards, including clarification on the accounting for licenses of intellectual property and identifying performance obligations.

The guidance permits two methods of adoption: retrospectively to each prior reporting period presented (full retrospective method), or retrospectively with the cumulative effect of initially applying the guidance recognized at the date of initial application (the cumulative catch-up transition method). The Company will apply the full retrospective approach to adopt the standard but does not anticipate that this standard will have a material impact on its consolidated financial statements.

In August 2014, the FASB issued new guidance on determining when and how to disclose going concern uncertainties in the financial statements. The new guidance requires management to perform interim and annual assessments of an entity's ability to continue as a going concern within one year of the date the financial statements are issued. An entity must provide certain disclosures if conditions or events raise substantial doubt about its ability to continue as a going concern. The guidance is effective for annual periods ending after December 15, 2016 and interim periods thereafter. Early adoption is permitted. Upon adoption, the Company does not believe this guidance will have a material impact on its consolidated results of operations or financial position.

In July 2015, FASB issued ASU 2015-11, Simplifying the Measurement of Inventory ("ASU 2015-11"). ASU 2015-11 requires that an entity measure inventory at the lower of cost and net realizable value. This ASU does not apply to inventory measured using last-in, first-out methodology. ASU 2015-11 is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. The Company does not expect the new standard to have a significant impact on its consolidated financial position, results of operations or cash flows.

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In November 2015, the FASB issued ASU 2015-17, Balance Sheet Classification of Deferred Taxes (“ASU 2015-17”). ASU 2015-17 requires companies to classify all deferred tax assets or liabilities as noncurrent on the balance sheet rather than separately disclosing deferred taxes as current and noncurrent. This standard is effective for the Company beginning on September 1, 2017 and can be applied either prospectively or retrospectively to all periods presented upon adoption. The standard is not expected to have any impact on the Company’s financial statements.

In January 2016, FASB issued a new standard to amend certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. Most prominent among the amendments is the requirement for changes in fair value of equity investments, with certain exceptions, to be recognized through profit or loss rather than other comprehensive income. The new standard will be effective for the Company beginning September 1, 2018. The standard is not expected to have any impact on the Company’s financial statements.

In February 2016 FASB issued ASU No. 2016-02, Leases (Topic 842) which supersedes FASB ASC Topic 840, Leases (Topic 840) and provides principles for the recognition, measurement, presentation, and disclosure of leases for both lessees and the lessors. The new standard requires the lessees to apply a dual approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase by the lessee. The classification will determine whether lease expense is recognized based on an effective interest method or on a straight-line basis over the term of the lease, respectively. A lessee is also required to record a right-of-use asset and a lease liability for all leases with a term of greater than twelve months regardless of classification. Leases with a term of twelve months or less will be accounted for similar to existing guidance for operating leases. The standard is effective for annual and interim periods beginning after December 15, 2018, with early adoption permitted upon issuance. When adopted, the Company does not expect this guidance to have a material impact on its consolidated financial statements.

In March 2016, the FASB issued ASU 2016-09, Compensation-Stock Compensation (Topic 718), Improvements to Employee Share-Based Payment Accounting. Under ASU 2016-09, companies will no longer record excess tax benefits and certain tax deficiencies in additional paid in capital (“APIC”). Instead, they will record all excess tax benefits and tax deficiencies as income tax expense or benefit in the income statement and the APIC pools will be eliminated. In addition, ASU 2016-09 eliminates the requirement that excess tax benefits be realized before companies can recognize them. ASU 2016-09 also requires companies to present excess tax benefits as an operating activity on the statement of cash flows rather than as a financing activity. Furthermore, ASU 2016-09 will increase the amount an employer can withhold to cover income taxes on awards and still qualify for the exception to liability classification for shares used to satisfy the employer’s statutory income tax withholding obligation. An employer with a statutory income tax withholding obligation will now be allowed to withhold shares with the fair value up to the amount of taxes owed using the maximum statutory rate in the employee’s applicable jurisdiction(s). ASU 2016-09 requires a company to classify the cash paid to a tax authority when shares are withheld to satisfy its statutory income tax withholding obligation as a financing activity on the statement of cash flows. Under current U.S. GAAP, it is not specified how these cash flows should be classified. In addition, companies will now have to elect whether to account for forfeitures on share-based payments by (1) recognizing forfeiture awards as they occur or (2) estimating the number of awards expected to be forfeited and adjusting the estimate when it is likely to change, as in currently required. The amendments of this ASU are effective for annual reporting periods beginning after December 15, 2016, with early adoption permitted but all of the guidance must be adopted in the same period. The Company does not grant non-statutory stock options and, as such, does not expect this guidance to have a material impact on its consolidated financial statements.

In June 2016, the FASB issued a new standard to replace the incurred loss impairment methodology in current U.S. GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. For trade and other receivables, loans and other financial instruments, the Company will be required to use a forward-looking expected loss model rather than the incurred loss model for recognizing credit losses which reflects losses that are probable. Credit losses relating to available for sale debt securities will also be recorded through an allowance for credit losses rather than as a reduction in the amortized cost basis of the securities. The new standard will be effective for Lexaria beginning September 1, 2020, with early adoption permitted. Application of the amendments is through a cumulative-effect adjustment to deficit as of the effective date. The Company is currently assessing the impact of the standard on its consolidated financial statements.

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**7. Accounts and Other Receivables**

	May 31 2017 \$	August 31 2016 \$
Territory License Fee receivable (Note 10)	26,392	10,000
Security deposit receivable	1,533	-
Sales tax receivable	29,495	27,583
Subscription receivable (Note 12)	-	93,500
	<u>57,398</u>	<u>131,083</u>

**8. Inventory**

	May 31 2017 \$	August 31 2016 \$
Raw materials	6,938	27,358
Finished goods	110,754	94,349
Work in progress	10,689	13,017
	<u>128,381</u>	<u>134,724</u>

During the nine months ended May 31 2017, the Company wrote down \$4,651 (2016 - \$34,246) of inventory to reflect its net realizable value.

**9. Patents**

	May 31 2017 \$	August 31 2016 \$
Balance – Beginning	53,997	36,989
Addition	9,699	17,008
Amortization	(652)	-
Balance – Ending	<u>63,044</u>	<u>53,997</u>

The Company has filed multiple U.S. provisional patent applications, a U.S. utility patent application with continuation applications thereto and International patent applications under the Patent Cooperation Treaty (“PCT”) procedure. Filing under the PCT allows the Company to elect to pursue patent protection in up to 148 nations around the world. The patents provide an intellectual property protection for a number of molecules. The list of molecules infused within a unique lipid-formulation technology include THC, CBC, Nicotine, Non-Steroidal Anti- Inflammatories, certain Vitamins, edible starches (e.g. tapioca starch), and gum Arabic.

The Company was granted its first patent with a publish date of October 27, 2016. The patent is being amortized over its legal life of 20 years.

## 10. Unearned Revenue

The Company entered into a licensing agreement with an arm's length party (the "Licensee") allowing the Licensee, for a fixed term, to utilize the Company's lipid infusion technology (the "Technology") to create, test, manufacture, and sell marijuana-infused consumable and/or topical products (the "Territorial License"). The Company also earns a usage fee (the "Usage Fee") for the different products developed by the Licensee using the Company's Technology. In addition to the granting of the license, the Company is required to provide support services to the Licensee in connection with the use of the Company's Technology during the term of the licensing agreement.

The Company determined that the provision of the support services is a separate deliverable under the licensing agreement. As the support services will not be sold on a stand-alone basis, the Company is unable to establish a vendor-specific objective evidence of fair value of such services to be able to objectively allocate the Territory License fee receipts between the license and the support services. Accordingly, the Company recognizes revenue ratably over the term of the Licensing agreement. During the nine months ended May 31, 2017, the Company recognized \$25,000 of Territorial License fee and also recognized \$12,000 in Usage Fee (2016 - \$nil, and \$nil, respectively). As at May 31, 2017 a total of \$26,000 in Territorial License and Usage Fee is receivable from the Licensee (August 31, 2016 - \$10,000).

As at May 31, 2017, the Company also received \$4,900 in advance payments for future delivery of its manufactured products and has delivered \$2,800 of the products.

	May 31 2017	August 31 2016
	\$	\$
Balance – Beginning	12,500	-
Territorial License fees received/receivable	30,000	20,000
Advance payments on product sales	4,900	-
Earned revenue	(27,800)	(7,500)
Balance - Ending	19,600	12,500

## 11. Convertible Debenture

On March 8, 2016, the Company closed a private placement offering of a convertible debenture in the aggregate amount of \$45,000. The convertible debenture matures on August 31, 2020 with an interest rate of 10% per annum (on a simple basis) and is convertible at (i) \$0.12 per share at any time prior to August 31, 2016 (ii) \$0.15 per share at any time prior to August 31, 2017; (iii) \$0.20 per share at any time prior to August 31, 2018 or, at the sole option of the holder, a price equal to a 20% discount to the 10-day average closing price of the shares prior to the date of conversion (the "Average Price") provided that the Average Price is less than \$0.20 and provided further that the conversion price shall not be less than \$0.15; (iv) \$0.25 per share at any time prior to August 31, 2019 or, at the sole option of the holder, the Average Price provided that the Average Price is less than \$0.25 and provided further that the conversion price shall not be less than \$0.15; and (v) \$0.30 per share at any time prior to August 31, 2020 or, at the sole option of the holder, the Average Price provided that the Average Price is less than \$0.30 and provided further that the conversion price shall not be less than \$0.15.

The Company determined that the conversion options did not qualify as derivatives as they did not meet the net settlement provision characteristics. The proceeds from the convertible debenture therefore were not bifurcated on the balance sheet.

During the nine months ended May 31, 2017, the Company paid interest of \$3,375 in connection with the convertible debenture (2016 - \$2,250).

## 12. Common Shares and Warrants

### *Fiscal 2017 Activity*

On October 11, 2016, pursuant to its agreement with Docherty Management Ltd. (Note 17), the Company issued 252,000 restricted common shares with a value of \$35,760.

On October 11, 2016, pursuant to the Advisory Agreement, the Company issued 750,000 warrants with an exercise price of \$0.14 per share and term of five years, in return for consulting services provided in August, September, and October. The Company recognized the fair value of \$32,252 from 250,000 of such warrants for services received during the month of August 2016, during the year ended August 31, 2016, and during the three months ended November 30, 2016, further recognized \$59,490 for the remaining 500,000 warrants issued in return for consulting services received during the months of September and October 2016.

The Company reached an agreement with a director to settle the outstanding amount pursuant to a marketing agreement (Note 17), through issuance of common shares of the Company. To settle the outstanding amount of \$16,000 for four months to October 31, 2016, the Company issued 114,286 shares of its common stock at a value of \$0.14 per share, on October 11, 2016. On February 17, 2017, the Company issued a further 29,091 common shares to settle \$16,000 of fees incurred during the four months ended February 28, 2017. A total of \$8,000 of the \$32,000 was recognized as consulting fees during the year ended August 31, 2016.

On October 27, 2016, the Company issued 56,250 shares of its common stock in settlement of \$9,000, recognized within accounts payable and accrued liabilities as at August 31, 2016.

On November 1, 2016, the Company issued 500,000 warrants to a consultant. Each warrant entitles the consultant to purchase one common share of the Company at a price of \$0.31 per share with a term expiring on May 31, 2017. The Company recognized \$48,313, representing the fair value of such warrants, during the nine months ended May 31, 2017.

During November, 2016, the Company provided to its warrant holders, an incentive for early exercise of their previously held warrants. Upon exercise of each warrant, in addition to the common shares of the Company, the warrant holders received a second warrant with identical terms to purchase one additional common share of the Company. The Company raised \$737,508 from this early exercise warrant incentive program. A total of 3,245,000 warrants were exercised at a weighted average exercise price of \$0.23 and the Company issued 3,245,000 common shares as well as 3,245,000 additional warrants to purchase common shares with an exercise price of \$0.23 per share, expiring on May 14, 2017. The fair value of these additional warrants was determined to be \$298,777.

On January 10, 2017, the Company issued 500,000 warrants to a consultant. Each warrant entitles the consultant to purchase one common share of the Company at a price of \$0.44 per share with a term expiring on January 9, 2018. The Company recognized \$112,725, representing the fair value of such warrants, during the nine months ended May 31, 2017.

On April 3, 2017, the Company closed its brokered private placement of 4,104,280 units at a price per Unit of \$0.42 for total gross proceeds of \$1,723,798. Each Unit consists of one common share and one-half of one Share purchase warrant. Each whole Warrant entitles the holder to acquire one common share of the Company at a price of \$0.60 per Share for a period of 24 months. The Agents received a cash commission of seven percent of the gross proceeds and 287,300 compensation units exercisable for a period of 24 months at an exercise price of \$0.42 consisting of one common share and one half share purchase warrant. Each whole compensation warrant is exercisable for one common share at an exercise price of \$0.60 for a period of 24 months following closing.

On May 31, 2017, the Company reached an agreement with a director to settle the outstanding amount pursuant to a marketing agreement (Note 17), through issuance of common shares of the Company. To settle the outstanding amount of \$12,000 to May 31, 2017, the Company issued 35,294 shares of its common stock at a value of \$0.34 per share, on May 31, 2017.

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During the nine months ended May 31, 2017, a total of 959,125 incentive stock options were exercised for proceeds of \$164,762. A total of 9,713,500 warrants were exercised for proceeds of \$2,147,838.

As at May 31, 2017, Lexaria had 66,552,303 shares issued and outstanding and 8,896,681 warrants issued and outstanding.

A continuity schedule for warrants is presented below:

	Number of Warrants	Weighted Average Exercise Price \$
Balance, August 31, 2015	19,840,186	0.23
Expired	(13,978,286)	0.22
Issued	6,274,341	0.15
Balance, August 31, 2016	12,136,241	0.18
Cancelled	(38,500)	0.18
Expired	(965,650)	
Exercised	(9,713,500)	0.22
Issued	7,478,090	0.36
Balance, May 31, 2017	8,896,681	0.27

The fair value of warrants granted was estimated as of the date of the grant by using the Black-Scholes option pricing model with the following assumptions:

	May 31 2017
Expected volatility	137% – 138%
Risk-free interest rate	0.65% – 0.82%
Expected life	0.46 – 1.00 years
Dividend yield	0.00%
Estimated fair value per warrant	\$0.09 - \$0.23

A summary of warrants outstanding as of May 31, 2017 is presented below:

# of Warrants	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price \$
625,000	0.29 years	0.15
290,400	0.53 years	0.27
500,000	0.61 years	0.23
1,058,525	1.20 years	0.14
2,839,666	1.25 years	0.14
2,195,790	1.84 years	0.60
287,300	1.84 years	0.42
350,000	2.01 years	0.14
750,000	4.36 years	0.14
8,896,681	1.57 year(s)	0.27

### 13. Stock Options

The Company has established its 2014 Stock Option Plan whereby the board of directors may, from time to time, grant up to 3,850,000 (post forward stock split) stock options to directors, officers, employees, and consultants. Stock options granted must be exercised no later than five years from the date of grant or such lesser period as determined by the Company's board of directors. The exercise price of an option is equal to or greater than the closing market price of the Company's common shares on the day preceding the date of grant. The vesting terms of each grant are set by the board of directors.

#### Fiscal 2017 Activity

On October 10, 2016, the Company granted 250,000 stock options to a consultant for business advisory services. The exercise price of the stock options is \$0.14 per share, vesting immediately and expiring on October 10, 2018.

During the nine months ended May 31, 2017, a total of 959,125 incentive stock options were exercised for proceeds of \$164,762.

During the nine months ended May 31, 2017, the Company recorded \$36,642 (2016 - \$37,948) as stock based compensation of which \$17,567 (2016 - \$18,873) pertained to the stock options granted during the period with the remaining being the recognition of expense from previous grants.

A continuity schedule for stock options is presented below:

	Number of Options	Weighted Average Exercise Price \$
Balance, August 31, 2015 (vested and outstanding)	4,070,000	0.15
Expired	(385,000)	0.32
Cancelled	(935,000)	0.16
Granted	735,000	0.13
Balance, August 31, 2016 (vested and outstanding)	3,485,000	0.15
Exercised	(959,1250)	0.17
Granted	250,000	0.14
Balance, May 31, 2017 (vested and outstanding)	2,775,875	0.12

The fair value of options granted was estimated as of the date of the grant by using the Black-Scholes option pricing model with the following assumptions:

	May 31 2017
Expected volatility	108%
Risk-free interest rate	0.83%
Expected life	2.00 years
Dividend yield	0.00%
Estimated fair value per option	\$0.07

A summary of the stock options as at May 31 2017, is presented below:

# of Stock Options	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price \$	Aggregate Intrinsic Value \$
247,500	1.05 years	0.09	69,075
303,375	2.15 years	0.23	43,300
990,000	2.56 years	0.10	267,300
275,000	2.68 years	0.09	76,750
550,000	2.82 years	0.09	153,500
110,000	3.30 years	0.17	21,700
300,000	3.88 years	0.11	78,000
2,775,875	2.62 years	0.12	709,625

**14. Revenues**

	Nine Months Ended	
	May 31	May 31
	2017	2016
	\$	\$
Product sales	12,932	29,826
Licensing revenue (Note 10)	37,392	1,181
Freight revenue	756	1,149
	51,080	32,156

**15. Related Party Transactions**

During the nine months ended May 31, 2017, the Company incurred, in fees, \$100,000 to C.A.B Financial Services ("CAB") (2016 - \$90,000) and to Docherty Management Limited \$131,854 (2016 - \$118,651). All fees incurred were included as consulting on the Company's statement of operations. CAB is owned by the CEO of the Company and Docherty Management Ltd. ("Docherty Management") is owned by the President of the Company.

Pursuant to its agreement with Docherty Management (Note 17), the Company issued 252,000 restricted common shares with a value of \$35,760 and cash compensation of \$6,240, upon the 18 month contract anniversary between the Company and Docherty Management.

On July 25, 2016, the Company entered into a loan agreement with CAB for a principal amount of \$50,000. The term of the loan agreement is 15 months, with an interest free period for the first three months. For the final 12 months, Lexaria is obligated to pay simple interest at the rate of 8% per annum. During the nine months ended May 31, 2017, the Company repaid the full \$50,000 principal to CAB and also paid \$1,515 in interest.

During fiscal 2016, the Company entered into a advisory agreement with a Company controlled by a director for compensation of \$4,000 per month. During the nine months ended May 31, 2017, the Company incurred \$24,000 in such fees, recorded as consulting on the Company's statement of operations.

During the six months ended February 29, 2016, the Company incurred \$33,424 to BKB Management Ltd, a company owned by the previous CFO of the Company for management, consulting and accounting services and \$9,000 to a senior vice president for executive management consulting. Both these agreements were terminated during fiscal 2016.

As at May 31, 2017, \$7,446 (August 31, 2016 - \$331,371) was payable to related parties. Included in unearned revenue is \$2,100 in advance receipts for product sales from a director of the Company (Note 10).

The related party transactions are recorded at the exchange amount established and agreed to between the related parties.

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## 16. Segment Information

The Company's operations involve the development and usage, including licensing, of its proprietary nutrient infusion Technology. Lexaria is centrally managed and our chief operating decision makers, being our president and the CEO, use the consolidated and other financial information supplemented by revenue information by category of alternative health products as well as licensing, as a whole, to make operational decisions and to assess the performance of the Company. Accordingly, the Company operates in a single segment.

## 17. Commitments, Significant Contracts and Contingencies

### *Management Agreements*

The Company is party to the following contractual commitments with service providers.

Party	Monthly Commitment
C.A.B Financial Services	\$12,000
Docherty Management Ltd.	CAD\$15,000

### *C.A.B. Financial Services*

The Company has an agreement with C.A.B. Financial Services ("CAB") for a consulting fee of \$12,000 per month. The term of the agreement is two years but can be terminated by either party by providing two months notice. The Company may pay Mr. Bunka a bonus from time to time, at its sole discretion. Mr. Bunka will be entitled to receive common stock-based and stock option based bonuses upon achieving certain milestones during the time of his consultancy with the Company. These milestones are during the first 12 months after the date of the agreement with CAB,:

### *Revenue Incentive Milestones (Revenue Incentives "A")*

- Upon the Company achieving non-refundable revenues of \$200,000 to any single customer in any consecutive 60-day period, CAB would be entitled to an award of 100,000 restricted common shares of the Company and after the first 12-month period, expiring after 24 months of the amended agreement, upon the Company achieving non-refundable revenues of \$200,000 to any single customer in any consecutive 60-day period, CAB would be entitled to an award of 50,000 restricted common shares of the Company. These awards are limited to one payment per customer during the 24-month period but payable for each customer that meets the revenue thresholds.
- Upon the Company achieving non-refundable revenues of \$500,000 in any fiscal quarter would result in an award to CAB of 200,000 common shares of the Company and after the first 12 months, expiring 24 months after the amended agreement, the Company achieving non-refundable revenues of \$500,000 in any fiscal quarter would result in an award to CAB of 100,000 common shares of the Company. These awards are limited to one payment per fiscal quarter.

### *Intellectual Property Milestones (IP Incentives "B")*

- During the term of the agreement, for each provisional patent application substantively devised by CAB and successfully created, written and filed with the US Patent Office for the Company's Technology, CAB will be entitled to an award of 250,000 restricted common shares of the Company.

### *Docherty Management Ltd.*

The Company appointed Mr. John Docherty as President of Lexaria effective April 15, 2015. On March 1, 2017, the Company executed a twenty four month consulting contract with Docherty Management Limited, solely owned by Mr. John Docherty with monthly compensation of CAD\$15,000, superseding the previous agreement of monthly compensation of CAD\$12,500. The Company may pay Mr. Docherty a bonus from time to time, at its sole discretion. Pursuant to the previous agreement, Mr. Docherty received 800,000 stock options and 924,000 restricted common shares of the Company. Mr. Docherty will be entitled to receive additional common stock-based and stock option based bonuses upon achieving certain milestones during the time of his consultancy with the Company. These milestones are during the first 12 months after the date of the agreement with Docherty Management Ltd.:

- Revenue Incentives “A” as defined above.
- IP Incentives “B” as defined above.

#### ***Office Lease***

The Company has lease commitments for its office space for CAD\$826 per month. The lease requires a 90-day termination notice.

#### ***Convertible Debenture***

The Company has issued a convertible debenture for \$45,000, maturing on August 31, 2020. The convertible debenture accrues interest at 10% per annum, payable in quarterly installments (Note 11).

#### ***Corporate Development***

On January 10, 2017, the Company entered into a service agreement with an arm’s length service provider for corporate development. The agreement is for six months continuing month to month and may be terminated thereafter with one month’s notice for CAD\$4,000 per month. The Company may pay the service provider a bonus from time to time, at its sole discretion. The service provider will be entitled to receive common stock-based and stock option based bonuses upon achieving certain milestones during the time of his consultancy with the Company. These milestones are:

- For new customers sourced by the Consultant during the first six (6) months after signing; for combined Lexaria Energy and ViPova products and including all combined sales efforts and/or technology licensing revenues, achieving non-refundable revenues of \$200,000 to any single customer in any consecutive 60-day period would result in a restricted common share award of 100,000 Company shares; and, after the first six months after signing and expiring twelve months after signing; for combined Lexaria Energy and ViPova products and including all sales efforts, achieving non-refundable revenues of \$200,000 to any single customer in any consecutive 60-day period would result in a restricted common share award of 50,000 Company shares; this clause is limited to one payment per customer during the 12-month period, but payable on each customer that meets these sales/licensing thresholds;
- For new customers sourced by the Consultant during the first six months after signing; for combined Lexaria Energy and ViPova products and including all combined sales efforts and/or technology licensing revenues, achieving non-refundable revenues of \$500,000 in any fiscal quarter would result in a restricted common share award of 200,000 Company shares; and, after the first six months after signing and expiring twelve months after signing; for combined Lexaria Energy and ViPova products and including all sales efforts, achieving non-refundable revenues of \$500,000 in any fiscal quarter would result in a restricted common share award of 100,000 Company shares; this clause limited to one payment per fiscal quarter;

#### **18. Subsequent Events**

On June 1<sup>st</sup>, 2017, the Company appointed Mr. Allan Spissinger as acting CFO, Corporate Secretary and Treasurer. The Company executed a twelve month consulting contract with M&E Services Ltd., solely owned by Mr. Allan Spissinger with monthly compensation of CAD\$8,000. The Company may pay Mr. Spissinger a bonus from time to time, at its sole discretion. Mr. Spissinger was awarded 200,000 incentive stock options exercisable at \$0.37 vesting immediately. Mr. Spissinger will be entitled to receive additional common stock-based and stock option based bonuses upon achieving certain milestones during the time of his consultancy with the Company. These milestones are during the first 12 months after the date of the agreement with M&E Services Ltd.:

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- Revenue Incentives “A” as defined above (Note 17).

On June 19th, 2017, the Company executed a contract with Alex Blanchard Capital as manager for investor relations & communications. The agreement is for six months continuing month to month and may be terminated thereafter with one month’s notice for CAD\$7,500 per month. Mr. Blanchard was granted 200,000 warrants exercisable at \$0.29 and 300,000 stock options exercisable at \$0.295 vesting 100,000 options at 1<sup>st</sup> – 3<sup>rd</sup> anniversaries of the contract provided that the contract is not terminated. Mr. Blanchard will be entitled to receive additional common stock-based and stock option based bonuses upon achieving certain milestones during the time of his consultancy with the Company. These milestones are during the first 12 months after the date of the agreement with Alex Blanchard Capital:

- Revenue Incentives “A” as defined above (Note 17).

On June 22<sup>nd</sup>, 2017, pursuant to its agreement with Docherty Management Ltd. and C.A.B. Financial Services Ltd. the company issued 420,000 restricted common shares and cash compensation of \$23,600.

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

### *Forward-Looking Statements*

This quarterly report contains forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. These statements relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential" or "continue" or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including the risks in the section entitled "Risk Factors", that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

Our unaudited interim consolidated financial statements are stated in United States Dollars and are prepared in accordance with United States Generally Accepted Accounting Principles. The following discussion should be read in conjunction with our financial statements and the related notes that appear elsewhere in this quarterly report. The following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in the forward looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed below and elsewhere in this quarterly report, particularly in the section entitled "Risk Factors" of this quarterly report.

In this quarterly report, unless otherwise specified, all dollar amounts are expressed in United States dollars. All references to "CAD\$" refer to Canadian dollars and all references to "common shares" and "shares" refer to the common shares in our capital stock, unless otherwise indicated.

As used in this quarterly report, the terms "Lexaria" "we", "us", "our" and "Company" mean Company and/or our subsidiaries, unless otherwise indicated.

### **General and Historical Overview of Our Business**

We were incorporated in the State of Nevada on December 9, 2004. We were an exploration and development oil and gas company engaged in the exploration for and development of petroleum and natural gas in North America from the date of incorporation until 2014. We owned various oil and gas interests in Mississippi and Oklahoma, and produced cash flow from them. At various times we issued equity to raise capital to acquire or sustain our interests and operations, and entered various debt agreements for the same reasons. In December 2014, we completed the sale of our last remaining oil and gas assets for total consideration of \$1,400,000 and repaid all outstanding loans and debts associated with our tenure in the oil and gas business.

In 2014, we submitted an application to enter the legal medical marijuana business in Canada and also launched a hemp oil-based food supplement company in the USA.

We entered into a joint venture agreement with Enertopia Corp. to source opportunities in the medical marijuana business. We also entered into a separate joint venture agreement with Enertopia Corp. for a prospective medical marijuana business under the Marijuana for Medical Purposes Regulations ("MMPR"). Our company was to pay 55% of all costs to earn a 49% net ownership interest in the business and Enertopia was to pay 45% of all costs to earn a 51% ownership interest in the business. The joint venture identified a production location in Burlington, Ontario and received municipal approval for the site in July, 2014.

On June 26, 2015, we entered into a definitive agreement with Enertopia Corp. and Shaxon Enterprises Ltd. to sell our 49% interest in the Burlington Joint Venture and the MMPR application number 10MMPR0610. Pursuant to the agreement, the joint venture received a non-refundable \$10,000 deposit and is entitled to receive up to \$1,500,000 in milestone payments upon the Burlington facility becoming licensed under the MMPR. All payments made pursuant to the agreement would be divided 51% to Enertopia Corp. and 49% to our Company. Notwithstanding the foregoing, we can neither guarantee nor provide a meaningful time estimate regarding the grant of a production license for the Burlington facility.

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Our food sciences activities include the development of our proprietary nutrient infusion technologies for the production of superfoods, and the production of enhanced food products under our two consumer product brands, ViPova™ and Lexaria Energy. In May of 2016 we began outlicensing our patented lipid nutrient infusion technology that is believed to enable higher bioavailability rates for cannabinoids; vitamins NSAIDs; Nicotine and other bioactive molecules than is possible without lipophilic enhancement technology. This can allow for lower overall dosing requirements and/or higher effectiveness in active molecule delivery, more rapid delivery to the bloodstream and taste-masking benefits for orally administered bioactive molecules. Lexaria has caused to be filed several patent pending applications with the US Patent Office, and also internationally under the Patent Cooperation Treaty (PCT). On October 26, 2016, the USPTO issued U.S. Patent No. 9,474,725, Cannabinoid Infused Food and Beverage Compositions and Methods of Use Thereof, pertaining to Lexaria's method of improving bioavailability and taste of certain cannabinoid lipophilic active agents in food products. The Company has also received a Notice of Acceptance from the Australian Patent Office with patent issuance date expected in June 2017. Lexaria hopes to reduce other common but less healthy ingestion methods such as smoking as it embraces the benefits of public health.

As at May 31, 2017, we only had one reportable segment, being the development and usage, including licensing of our proprietary nutrient infusion technology.

We maintain our registered agent's office and our U.S. business office at Nevada Agency and Transfer Company, 50 West Liberty, Suite 880, Reno, Nevada 89501. Our telephone number is (755) 322-0626.

The address of our principal executive office is 156 Valleyview Rd, Kelowna BC Canada V1X3M4. We have administrative functions located in Vancouver, British Columbia and Phoenix, Arizona.

Our common stock is quoted on the OTC Bulletin Board under the symbol "LXRP" and on the Canadian Securities Exchange under the symbol "LXX".

Due to the implementation of British Columbia Instrument 51-509 on September 30, 2008 by the British Columbia Securities Commission, we have been deemed to be a British Columbia based reporting issuer. As such, we are required to file certain information and documents at [www.sedar.com](http://www.sedar.com).

### **Our Current Business**

Our company's business plan is currently focused in the USA, on the development of strategic partnerships with licensees for our patented technology in exchange for up front and/or staged licensing fees over time. Secondly and more generally, we continue to investigate expansions and additions to our intellectual property portfolio; and, to search for additional opportunities in alternative health sectors. This includes the acquisition or development of intellectual property if and when we believe it advisable to do so. We were issued our first patent by the U.S. Patent and Trademark Office (USPTO) on October 26, 2016 and have received a Notice of Acceptance from the Australian Patent Office with related patent issuance date expected in June 2017. We are seeking additional patent protection for what we believe to be a unique process for the nutritional delivery of certain bioactive molecules such as cannabinoids, Nicotine, NSAIDs, and Vitamins. To achieve sustainable and profitable growth, our company intends to control the timing and costs of our projects wherever possible.

During the nine-month period ended May 31, 2017 and up to the date of this report, we experienced the following significant corporate developments:

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On September 8th, 2016, the Company announced signing new definitive technology licensing and private label agreements. Lexaria will earn a pre-defined premium to costs on all raw ingredient sourcing and manufacturing, and will further earn a pre-defined royalty rate on all gross product sales revenues earned by Timeless Herbal Care Limited. The agreement is for an initial term of 5 years.

On October 11, 2016, the Company retained a consultant to provide market maintenance service for the Company in compliance with regulatory guidelines. The consultant trades shares of the Company on the Canadian Securities Exchange for purposes of maintaining a reasonable market and improving the liquidity of Lexaria's shares.

On October 11, 2016, in exchange of business advisory services including marketing strategies and assistance in preparing presentation materials, dissemination of information and other business and capital advisory services, the Company granted 250,000 stock options to a consultant with a strike price of \$0.14 per share, and expiry term of two years. The Company also pays a compensation of CAD\$5,000 to the consultant. This contract was terminated December 12, 2016.

On October 11, 2016, pursuant to its agreement with Docherty Management Ltd., the Company issued 252,000 restricted common shares and cash compensation of \$6,240.

On October 11, 2016, the Company issued 750,000 warrants with an exercise price of \$0.14 per share and valid for five years, in return for consulting services provided in August, September, and October.

On October 11, 2016, the Company reached an agreement with a director to settle the outstanding amount pursuant to a marketing agreement with him, through issuance of common shares of the Company. To settle the outstanding amount of \$16,000 for four months to October 31, 2016, the Company issued 114,286 shares of its common stock at a value of \$0.14 per share.

On October 26, 2016, the USPTO issued U.S. Patent No. 9474725, Cannabinoid Infused Food and Beverage Compositions and Methods of Use Thereof, pertaining to Lexaria's method of improving bioavailability and taste of certain cannabinoid lipophilic active agents in food products.

On October 27, 2016, the Company received approval to offer existing warrant holders an incentive to exercise warrants early. For each exercise, in addition to the shares, the warrant holders were offered an additional warrant with identical terms. During the period ended February 28, 2017, a total of 3,245,000 warrants were exercised at a weighted average price of \$0.2273 and the Company issued 3,245,000 common shares and 3,245,000 warrants with a weighted average exercise price of \$0.2273 to buy one additional common share of the Company, expiring May 14, 2017. Total proceeds raised from such incentive amounted to \$737,500.

On November 1, 2016, the Company issued 56,250 shares of its common stock in settlement of \$9,000, previously recognized within accounts payable and accrued liabilities.

On November 1, 2016, the Company issued 500,000 warrants to a consultant. Each warrant is valid for purchase of one new common share of the Company at a price of \$0.31 per share with and expiration date of May 31, 2017.

On November 22, 2016, the Company signed a Memorandum of Understanding with NeutrisSci International Inc. ("Neutrisci") for forming a 50/50 joint venture to develop, produce, and sell a line of healthy edible cannabinoid products using Lexaria's patented technology and Neutrisci's proprietary pterostilbene tablet formula and international distribution network. The joint venture expects to commercialize any newly created cannabinoid edible products through distribution programs and existing strategic partners.

On November 29, 2016, the Company announced the entry of a letter of intent for the licensing of its proprietary absorption and palatability enhancing technology to Hempco Food and Fiber Inc. ("Hempco"). It is expected that the letter of intent will advance into a definitive agreement, however an assurance cannot be provided to this effect.

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On December 1, 2016, the Company amended its agreement with CAB for a revised consulting fee of \$12,000 per month. The term of the amended agreement is two years but can be terminated by either party by providing two months notice.

On December 19, 2016, the Company filed to internationally expand its U.S patent number 9474725, granted on October 26, 2016. National filing patent applications in Canada, Australia, Japan, China, India and all 37 countries belonging to the European Patent Convention were filed. All of these filings follow the Company's initial international Patent Cooperation Treaty patent application.

On December 22, 2016, the Company extended the services of Frontier Merchant Capital Group ("Frontier") for a period of three months, for a total fee of CAD\$25,000. Frontier will assist the Company by increasing market awareness utilizing a number of financial market communication initiatives including media outreach, facilitating in-person introduction for the Company with institutional and retail brokers and investors in cities across Canada and the U.S., and more.

On January 10, 2017, the Company issued 500,000 incentive warrants to an arm's length party in exchange for corporate development services. The exercise price of the incentive warrants is \$0.44, vesting immediately, and expiring on January 9, 2018.

On January 19, 2017, the Company and NeutriSci International Inc. announced the successful development and initial trial of the industry's first zero-sugar cannabinoid / pterostilbene edible tablet utilizing both NeutriSci's and Lexaria's proprietary and patented technologies. NeutriSci and Lexaria confirmed that the companies expect to officially bind the JV agreement to market and commercialize a line of edible products.

On February 8, 2017, the Company through its wholly owned Canadian subsidiary Lexaria Canpharm Corp., signed and entered a master collaborative research agreement with the National Research Council of Canada ("NRC") to investigate technical aspects and new opportunities associated with bioavailability enhancement of lipophilic active ingredient compositions. Under the agreement, the Company and the NRC will both provide up to CAD\$125,000 in funding for this research, a total investment of up to CAD\$250,000. The master research agreement has an 18-month term, during which a number of shorter-term studies will be undertaken. The collaboration will investigate and define the chemical nature of the molecular association that Lexaria's patented technology is believed to effectuate between lipophilic active agents and fatty acids as solubility and bioavailability enhancing agents.

On February 8, 2017, the Company issued 29,091 shares of its common stock in settlement of \$16,000 service fee, previously recognized within accounts payable and accrued liabilities.

On February 27, 2017, the Company received a Notice of Acceptance from the Australian Patent Office that Lexaria's Australian patent application 2015274698 was accepted with a patent issuance date expected in June, 2017. The Notice of Acceptance covers Lexaria patent application entitled "Food and beverage compositions infused with lipophilic active agents and methods of use thereof", which has been accepted with the same set of claims previously issued in US Patent No 9,474,725 specific to non-psychoactive cannabinoids.

On March 14, 2017, the Company commenced the formal design phase for studies to be conducted under the master collaborative research agreement with the NRC. A number of studies have been proposed and are currently being evaluated, with the intention to begin work and produce results over multiple intervals in the coming months. In aggregate, results from these studies will add to the understanding of the physical and biochemical characteristics imparted on molecules that have been subjected to Lexaria's technology, with a view to further demonstrating the power of the technology to prospective commercial partners across the various consumer product sectors the Company is targeting.

On March 24, 2017, the Company executed a twelve month marketing and lead generation campaign with Dig Media Inc. Investing News Network for \$48,000.

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On April 27, 2017, the Company issued 1,075,000 shares of its common stock from the exercise of warrants previously granted for proceeds of \$242,047.50. All warrants were exercised by third parties who are neither officers nor directors of the Company.

On June 1<sup>st</sup>, 2017, the Company appointed Mr. Allan Spissinger as acting CFO, Corporate Secretary and Treasurer. The Company executed a twelve month consulting contract with M&E Services Ltd., solely owned by Mr. Allan Spissinger with monthly compensation of CAD\$8,000. The Company may pay Mr. Spissinger a bonus from time to time, at its sole discretion. Mr. Spissinger was awarded 200,000 incentive stock options exercisable at \$0.37 vesting immediately.

On June 19<sup>th</sup>, 2017, the Company entered into an agreement with a third party researcher for CAD\$3,854 per month for a period of twelve months and continuing month to month and may be terminated thereafter with sixty days notice.

On June 19<sup>th</sup>, 2017, the Company executed a contract with Alex Blanchard Capital as manager for investor relations & communications. The agreement is for six months continuing month to month and may be terminated thereafter with one month's notice for CAD\$7,500 per month. Mr. Blanchard was granted 200,000 warrants exercisable at \$0.29 and 300,000 stock options exercisable at \$0.295 vesting 100,000 options at 1<sup>st</sup> – 3<sup>rd</sup> anniversaries of the contract provided that the contract is not terminated.

On June 22<sup>nd</sup>, 2017, pursuant to its agreement with Docherty Management Ltd. and C.A.B. Financial Services Ltd. the company issued 420,000 restricted common shares and cash compensation of \$23,600.

During the period from September 1, 2016 to July 14, 2017, the Company received \$3,854,342 from exercise of 959,125 stock options, 9,713,500 warrants and private placements.

### **Technology**

Lexaria Bioscience Corp. has developed and out-licenses its proprietary technology for improved taste, rapidity, and delivery of bioactive compounds. Lexaria is focusing its capital and management time on its pursuit of intellectual property, technology licensing opportunities, and an expanding portfolio of patent pending applications.

Lexaria has multiple patents pending in over 40 countries around the world and was granted its first patent in the USA in October, 2016. Lexaria's technology provides increases of up to 10x in intestinal absorption rates; more rapid delivery to the bloodstream; and important taste-masking benefits, for orally administered bioactive molecules including but not limited to cannabinoids, vitamins, NSAIDs, and nicotine.

On November 11, 2014, our Company acquired 51% of PoViva Tea LLC and executed an operating agreement to develop a business of legally producing, manufacturing, importing/exporting, testing, researching and developing, a line of hemp oil with cannabidiol-infused teas, drinks and foods. Lexaria oversees all aspects of the business including, but not limited to, production, product quality, licensing, testing, product legality, accounting, marketing, capital investment, capital raising, sales, branding, advertising and fulfillment. Pursuant to the agreement, there is a Management Committee, whereby there are two representatives from Lexaria and one of the founding members of PoViva.

In the production of the products, for each batch of hemp oil purchased as a raw material to be used in ViPova™ branded products, we assess if the product inputs and the completed products comply with all applicable food and drug laws, and that the inputs and the finished products meet all applicable legal and quality standards including and as it relates to hemp oil content; THC content; molds and mildews; heavy metals; and may measure additional components.

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The US Federal government, through the US Department of Health and Human Services, owns US Patent #6630507, which among other things, claims that

*“Cannabinoids have been found to have antioxidant properties, unrelated to NMDA receptor antagonism. This new found property makes cannabinoids useful in the treatment and prophylaxis of wide variety of oxidation associated diseases, such as ischemic, age-related, inflammatory and autoimmune diseases. The cannabinoids are found to have particular application as neuroprotectants, for example in limiting neurological damage following ischemic insults, such as stroke and trauma, or in the treatment of neurodegenerative diseases, such as Alzheimer's disease, Parkinson's disease and HIV dementia.”*

For reference, cannabinoids are compounds that affect cannabinoid receptors located on many human cells. CB1 receptors are widely found within the human brain; and CB2 receptors are found with the human immune system and have been linked to anti-inflammatory and other responses.

Despite independent scientific findings in many locations around the world, some regulatory agencies do not officially recognize that a human endocannabinoid system exists.

Eighty-five different cannabinoids have been isolated from the cannabis plant, most of which do not have psychoactive properties. One that does have psychoactive properties is tetrahydrocannabinol (THC). Endocannabinoids are produced naturally in the human body while phytocannabinoids are produced in several plant species, most abundantly in the Cannabis plant.

Cannabidiol is one of the major phytocannabinoid forms of cannabinoids, contributing more than 35% of the extracts from the cannabis plant resin. Cannabidiol occurs naturally in other plant species beyond cannabis. For example, the most widely acknowledged alternative source of phytocannabinoid is in the better understood Echinacea species, in widespread use as a dietary supplement. Most phytocannabinoids are virtually insoluble in water but are soluble in lipids and alcohol.

The Alternative Health sector is large and growing. A long term Medical Expenditure Panel Survey was conducted from 2002 until 2008 with at least 29,370 subjects asked repeatedly if they had seen any kind of health care practitioner in the previous six months. The survey recorded whether the health care provider was a “complementary and alternative medicine care professional,” including “homeopathic, naturopathic, or herbalist.”

Between 5.3% and 5.8% of the survey group at any one time reported that they had seen a complementary or alternative medicine provider. Based on the US population of ~319,000,000, this suggests between 16.9 million and 18.5 million Americans are seeking an alternative health care professional at any given time.

Meanwhile the Centers for Disease Control and Prevention, in an April 2011 NCHS Data Brief, reported that more than 50% of the population uses dietary supplements of one kind or another. Detailed findings from that report included:

- Use of dietary supplements is common among the U.S. adult population. Over 40% used supplements in 1988–1994, and over one-half in 2003–2006.
- Multivitamins/multiminerals are the most commonly used dietary supplements, with approximately 40% of men and women reporting use during 2003–2006.
- Use of supplemental calcium increased from 28% during 1988–1994 to 61% during 2003–2006 among women aged 60 and over.

#### **Status of Operations**

More than 150 million Americans drink tea every day, amounting to some 79 billion servings of tea in America every year. Our launch of ViPova™ Tea brand is meant to tap into this existing demand. Part of our corporate strategy is to build national brands through products that large groups of potential customers are already familiar and comfortable with.

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PoViva Tea LLC has filed patents pending, and has received one granted patent and one Notice of Acceptance of the patent, to bind active hemp oil ingredients with a lipid, potentially allowing for more efficient and comforting delivery of the CBD.

We began producing cash flows from our products in January 2015; focused on the immediate opportunities in the CBD-sectors derived from hemp oil that is federally legal. Cannabinoids have been found by many researchers to have antioxidant properties and Lexaria plans to use the patented process it has acquired with ViPova™ teas, to infuse CBD's into a number of popular food and beverages.

Lexaria has launched a line of premium products, always relying on our patented hemp oil-infusion process, to bring hemp oil into the mainstream. Because hemp oil does not have psychoactive properties we expect our products to appeal to the widest possible customer base. Initially we will focus our sales efforts across the continental USA. Some studies have found that 3% of the Canadian population regularly consumes hemp food products, while 1% of the American population regularly consumes hemp food products. We believe the consumption of hemp based food products offers exceptional growth possibilities.

According to Nutrition Business Journal, the Organic Food sector was a \$246 billion industry in the USA during 2014, while Dietary Supplements was a \$34.6 billion industry. According to Arcview, Legal Cannabis was a \$4.7 billion US industry in 2015 but is clearly a much smaller industry sector than the more established food sectors. Lexaria has not yet determined whether our hemp oil-infused products will be accepted into any or all three of these particular sectors.

Lexaria commissioned three new websites in 2015 – one for ViPova™-branded food products, another for a new Lexaria corporate website, and a third for Lexaria Energy branded food products - which were completed throughout 2015. All the sites are in operation and the two food products websites allow customers to place orders and interact with normal e-commerce capabilities. The majority of our product have taken place through these websites. A contracted national distribution center ensures rapid and accurate fulfillment of all orders. A 1-800 ordering center has also been placed into operation.

In 2015 Lexaria launched the “Lexaria”Energy” brand that is 100% owned by the Company. Lexaria has had manufactured products such as protein energy bars and hemp oil supplements that are designed for people with active lifestyles. The Lexaria Energy brand utilizes the same patented infusion process as does the Vipova line. Because all manufacturing has been conducted through licensed third-party facilities, Lexaria cannot control precise manufacturing schedules and is currently without a suitable location to manage additional protein energy bars. Lexaria is considering additional product lines such as additional fitness products as protein shakes and protein powders, and other supplements including various herbal ingredients, but has not made any final decisions regarding such products at this time.

Lexaria has not secured any widespread distribution for any of its products and needs to do so before product sales can be considered a viable long term business endeavor. Achieving distribution for its products is a goal for Lexaria in upcoming quarters.

Through the November 2014 acquisition of 51% of Poviva Teas LLC, Lexaria acquired control of certain patents pending with the United States Patent Office. Lexaria has worked to broaden the patents and extend their utility to molecules other than those originally named.

On June 11, 2015, Lexaria initiated the simultaneous filing of a U.S. utility patent application and an International patent application under the Patent Cooperation Treaty (PCT) procedure, both at the U.S. Patent and Trademark Office (“USPTO”). These applications follow the Company’s 2014 and 2015 family of provisional patent application filings in the U.S. and serve two additional broad purposes:

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- 1) Lexaria is seeking protection of its intellectual property under international treaties. To this end Lexaria has filed for PCT patent application protection. There are 148 countries that are signatories to the Patent Cooperation Treaty, including such major markets as Canada, China, India, much of Europe and the Middle East, the United Kingdom and Japan among others.
- 2) Lexaria believes its lipid infusion technology has applications beyond the delivery of just cannabinoids. Based on further formulation testing, Lexaria has included additional lipophilic molecules that may be delivered via food and beverage formats utilizing its technology, widely encompassing three major new market opportunities for the Company: Nicotine; Nonsteroidal Anti-Inflammatories (NSAIDs); and Vitamins.

On October 26, 2016, the USPTO issued U.S. Patent No. 9474725, Cannabinoid Infused Food and Beverage Compositions and Methods of Use Thereof, pertaining to our method of improving bioavailability and taste of certain cannabinoid lipophilic active agents in food products. This is the Company's first patent granted and has a publish date of October 27, 2016 and protects our technology for twenty years.

The Company has since expanded this patent internationally. National filing patent applications in Canada, Australia, China, Japan, and India and all 37 countries belonging to the European Patent Convention have been filed. All of these filings follow the initial international PCT patent application number PCT/US2015/035128. As of February 27, 2017, a Notice of Acceptance from the Australian Patent Office was received that Lexaria's Australian patent application 2015274698 has been accepted with a patent issuance date expected in June, 2017. The Notice of Acceptance covers Lexaria patent application entitled "Food and beverage compositions infused with lipophilic active agents and methods of use thereof", which has been accepted with the same set of claims previously issued in US Patent No 9,474,725.

#### **INTERNATIONAL PATENT PROTECTION**

When Lexaria first began examining the legal medical cannabis market in 2013, and entered the market in 2014, the Company believed it could make an impact in perhaps both the Canadian and U.S. marketplaces. Our pursuit and development of technology has expanded our potential area of impact, both geographically and by sector. Because of the applicability of our technology to markets outside of the legal cannabis sector, we have taken the necessary steps to protect that intellectual property within larger global markets, regardless of whether they lie within the medical cannabis sector or in other unrelated sectors.

#### **ADDITIONAL MOLECULES**

**NICOTINE.** More than 99% of all nicotine that is consumed worldwide is delivered through smoking cigarettes. Approximately 6,000,000 deaths per year, worldwide, are attributed primarily to the delivery of nicotine through the act of smoking according to the Centers for Disease Control and Prevention, which also estimates that over \$170 billion per year is spent just in the USA on direct medical care costs for adult smokers. 69% of U.S. adult smokers want to quit smoking and 43% of US adult smokers have attempted to quit in any twelve-month period.

Worldwide, retail cigarette sales were worth \$722 billion in 2013, with over 5.7 trillion cigarettes sold to more than 1 billion smokers.

**RELEVANCE:** Lexaria postulates that delivery of nicotine to satisfy current demand, utilizing our patented lipid-delivery technology in common food groups, could shift demand from smoking cigarettes to alternative nicotine-based food products. Since most of the adverse health outcomes of nicotine consumption are associated with the delivery method and only to a lesser degree to the actual ingestion of nicotine, there could be a vast positive community health outcome through the reduction in smoking cigarettes. Additional research and regulatory compliant investigations would need to be conducted before otherwise healthy foods such as tea, coffee or energy bar snacks containing nicotine could be introduced. Nicotine is a named molecule in the latest Lexaria patent applications.

**NSAID.** Non-steroidal Anti-inflammatories are the second-largest category of pain management treatment options in the world. The global pain management market was estimated at \$22 billion in 2011, with \$5.4 billion of this market being served by NSAID's. The U.S. makes up over one-half of the global market. The opioids market (such as morphine) form the largest single pain management sector but are known to be associated with serious dependence and tolerance issues.

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Some of the most commonly known NSAIDs are ASA (Aspirin), Ibuprofen (Advil, Motrin), and Acetaminophen (Tylenol). (Acetaminophen is not accepted by all persons to be an NSAID.) Although NSAIDs are generally a safe and effective treatment method for pain, they have been associated with a number of gastrointestinal problems including dyspepsia and gastric bleeding.

**RELEVANCE:** Lexaria postulates that delivery of NSAIDs through a lipid-based mechanism could provide the beneficial properties of pain relief with lessened negative gastrointestinal effects, and also potentially deliver lower dosages of active ingredients with similar pain management outcomes as current pill forms at higher dosages. ASA, Piroxicam, Diclofenac, Indomethacin, Ibuprofen, and Acetaminophen are all named molecules in the latest Lexaria patent applications.

**VITAMINS.** The global vitamin and supplement market is worth \$68 billion according to Euromonitor. The category is both broad and deep, comprised of many popular and some lesser known substances. Vitamins in general are thought to be an \$8.5 billion annual market in the U.S. The U.S. is the largest single national market in the world, and China and Japan are the 2<sup>nd</sup> and 3<sup>rd</sup> largest vitamin markets.

Vitamin E is fat soluble and can be incorporated into cell membranes which can protect them from oxidative damage. Global consumption of natural source vitamin E was 10,900 metric tons in 2013 worth \$611.9 million.

**RELEVANCE:** Lexaria postulates that delivery of fat soluble vitamins through its patented lipid-based delivery mechanism may result in less waste and lower dosages required than most current pill forms. As well, ingestion of pills is an unpleasant experience for many people so it is possible that vitamin delivery through common food groups could vastly expand market demand for this sector. Vitamin E is a named molecule in the latest Lexaria patent applications.

On August 11, 2015, Lexaria signed a license agreement with PoViva Tea LLC for \$10,000, granting Lexaria a 35-year non exclusive worldwide license to unencumbered use of PoViva Tea LLC's IP Rights, including rights of resale. This license agreement ensures Lexaria has full access to the underlying infusion technology.

On August 24, 2015, the Company announced potential industry-changing achievements in enhanced gastrointestinal absorption of cannabidiol (CBD) utilizing Lexaria's technology. The third-party testing was conducted in two phases of *in vitro* tests beginning in June and completed in August, 2015.

The independent laboratory results delivered average CBD permeability of 499% of baseline permeability, compared to CBD permeability without Lexaria's technology. These results exceed Company expectations. This was assessed in a strictly controlled, *in vitro* experiment using a human intestinal tissue model. Samples of Lexaria's commercially available CBD-fortified ViPova™ black tea were administered in the model compared with concentration-matched CBD control preparations that lacked Lexaria's patented formulation and process enhancements. Lexaria believes that its *in vitro* findings provide compelling evidence of the intestinal absorption enhancing capabilities of its technology, based on which it is exploring opportunities to progress to more advanced, follow-on bioavailability testing in animals.

The tests also showed 325% of baseline gastro-intestinal permeability of CBD comparing Lexaria's CBD-fortified ViPova™ black tea to a second control of CBD and black tea combined, *without* Lexaria's patented formulation enhancements. This confirmed that the specialized processing undertaken by Lexaria during its manufacturing process together with its formulation enhancements, does indeed significantly improve absorption levels.

The bioavailability of CBD (or of THC) varies greatly by delivery method. Smoking typically delivers cannabinoids at an average bioavailability rate of 30% (Huestis (2007) Chem. Biodivers. 4:1770-1804; McGilveray (2005) Pain Res. Manag. 10 Suppl. A:15A - 22A). By comparison, orally consumed cannabis edibles typically deliver cannabinoids at an average bioavailability rate of only 5% (Karschner et al. (2011) Clin. Chem. 57:66-75).

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The Company's present findings suggest that its technology may achieve a 5-fold improvement in cannabinoid absorption in edible form over that which can be achieved without its proprietary process and formulation enhancements. This conceptually supports that Lexaria's technology represents a significant breakthrough in cannabinoid delivery by approximating the high absorption levels achieved as though through administration by smoking, but without the associated negative effects on human health caused by smoking.

The tests were completed in two phases culminating with testing using simulated intestinal fluid conditions that delivered these findings. These results were stronger than earlier iterations of the tests that did not use a simulated intestinal fluid environment and contributed to Lexaria's understanding of the mechanisms at work. For these and other reasons, Lexaria believes that bioavailability testing in animals is likely to yield even stronger absorption results in the presence of natural intestinal fluid conditions.

CBD has been repeatedly found to provide beneficial pain relieving, anti-inflammatory, anti-anxiety, neuroprotection, anti-psychotic, and anti-convulsive effects among others. Lexaria's patented technology could significantly reduce individual serving requirements for CBD to consumers. This could lead to reduced costs of consumption for consumers and increased profitability for Lexaria.

Lexaria believes that the same technology used to enhance the absorption of CBD in the recent laboratory tests, is applicable to THC, nicotine, NSAIDs and other lipophilic compounds that are widely used today.

On November 3, 2015, Lexaria Energy10 protein bars became available for retail sales with 2 new flavors. The Company sells Cashew Berry Date vegan bar which is optimal for pre-workout or morning use, with 10 grams of protein and a combination of dates, cherries and blueberries for energy from natural sugar sources. The 70-gram bar delivers energy for a workout or for the day to come. The Chocolate Berry Date bar is optimal for post-workout and for afternoon or evening use, or anytime one has the munchies. This 82-gram bar has 21 grams of protein and 13 grams of fiber to provide one's body with comfort and cleansing after strenuous activity.

During January 2015, Lexaria conducted a study of nitric oxide levels in humans, as a biomarker for absorption of cannabidiol, with the expectation that it would provide additional evidence of the efficient absorption of cannabidiol from Lexaria food products enhanced with hemp oil, by demonstrating the elevation of nitric oxide in the human body in response to product ingestion.

The study data from human subjects demonstrated significant elevation of systemic nitric oxide levels as a surrogate biomarker for cannabidiol (CBD) bioabsorption in response to ingestion of Lexaria's products. This provided clinical support for the CBD bioavailability enhancing properties of Lexaria's patented technology, on the premise that bioavailable CBD is known to elevate levels of the endocannabinoid anandamide in the human body which, in turn, stimulates release of nitric oxide in the vascular system.

In summary, consuming Lexaria and ViPova™ food products resulted in elevated levels of nitric oxide within the body. The results of the study indicated that all Lexaria and ViPova™ food products elicited significant increases in salivary nitric oxide, achieving levels from 110  $\mu\text{M}$  to as high as 220  $\mu\text{M}$  in the test subjects. The beverage products generally had faster initial responses in as little as 15 minutes after product ingestion, whereas the initial responses from the protein-energy bars required 30 minutes. The faster response time with the beverage products was to be expected, given the relative ease of digesting liquids versus solids. All products sustained their maximum levels of nitric oxide detection through to the 60-minute end-points used in the study, indicating a need for additional study to determine the length of time that nitric oxide levels remain elevated following production consumption.

The study assessed six flavors of ViPova™ tea (Yunan Black, Herbal Cherry Black, Earl Grey, Herbal Bengal Chai, Herbal Masala Chai and Decaf English Breakfast), ViPova™ Columbian Supremo Coffee, ViPova™ Hot Chocolate and Lexaria Energy Foods' Chocolate Berry Date and Cashew Berry Date protein-energy bars.

Six healthy human subjects (3 male and 3 female) between the ages of 22 and 65 years of age were recruited for the study. Subjects were screened for cardiovascular and allergic response to hemp products, were non-smokers and did not have any history of substance or alcohol abuse. One product was studied per day across all six subjects, with each subject consuming a full product serving size. Subjects were required to refrain from eating food or using vape products for at least 12 hours before test article administration on each day of the study. Nitric oxide levels in the test subjects were assessed using a commercially available, colorimetric test kit designed to quantify systemic nitric oxide via a detectable salivary marker. Immediately before test article administration each day, all subjects were required to demonstrate a negative baseline nitric oxide saliva test. Subjects were considered to have a negative test strip reading at a level of 20  $\mu\text{M}$  according to the test strip scale, and positive readings anywhere above this. Subjects performed salivary nitric oxide testing at 15, 30, 45 and 60 minutes' post-consumption of each product. All subjects remained sedentary from baseline through to the completion of testing for each product.

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On January 28, 2016, Lexaria signed a distribution agreement with Telluride Coffee Roasters, LLC. That agreement has since expired.

On May 14, 2016, the Company entered into a Licensing Agreement allowing the Licensee, for a two-year period, to utilize the Company's technology to create, test, manufacture, and sell marijuana-infused consumable and/or topical products, in the state of Colorado, with an option of extending the terms of the Licensing Agreement to Washington, Oregon, and California. In addition to the granting of the license, the Company will provide support services to the Licensee in connection with the use of the Company's technology during the term of the Licensing Agreement. The Licensing Agreement is the first contracted, predictable, and significant revenue stream to be achieved as a direct result of Lexaria's technological advantage in the marketplace. Under the terms of the Licensing Agreement, the Licensee will pay a minimum of \$122,000 in pre-defined staged payments to Lexaria over the initial two-year term. As per the Licensing Agreement, if the Licensee were to introduce certain product lines utilizing Lexaria's technology in each of the four states contemplated, Lexaria could expect to receive a maximum of \$1,064,000 over approximately 3.5 years, and the Licensee would enjoy semi-exclusivity to introduce its products in each of those states. This licensee is currently contributing to Lexaria's revenues as expected.

Lexaria has since entered into further letters of intent for out-licensing its technology and has also collaborated with other parties for production of other products such as edible tablets and to conduct research to investigate technical aspects associated with bioavailability enhancement of lipophilic active ingredient compositions.

The Company does not know and cannot know whether these strategies will be successful, or if successful, how long it will take to gain consumer acceptance and customer loyalty. It can be a challenge to be successful by introducing new consumer products to a competitive retail marketplace, and we can offer no assurances that our products will be a commercial success.

The continuation of our business interests in these sectors is dependent upon obtaining further financing, a successful programs of development, and, ultimately, achieving a profitable level of operations. The issuance of additional equity securities by us could result in a significant dilution in the equity interests of our current stockholders. Obtaining commercial loans, assuming those loans would be available, will increase our liabilities and future cash commitments.

There are no assurances that we will be able to obtain further funds required for our continued operations. As noted herein, we are pursuing various financing alternatives to meet our immediate and long-term financial requirements. There can be no assurance that additional financing will be available to us when needed or, if available, that it can be obtained on commercially reasonable terms. If we are not able to obtain the additional financing on a timely basis, we will be unable to conduct our operations as planned, and we will not be able to meet our other obligations as they become due. In such event, we will be forced to scale down or perhaps even cease our operations. There is significant uncertainty as to whether we can obtain additional financing.

Our business plan does not anticipate that we will hire a large number of employees or that we will require extensive office space. We expect to be able to utilize contracted third parties for most of our production and distribution needs, instead focusing on our capital on higher value added aspects of the business such as research and development, and scientific testing. We have no current plans to build our own production facility.

Our company relies on the business experience of our existing management, on the technical abilities of consulting experts, and on the technical and operational abilities of its operating partner companies to evaluate business opportunities.

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## **Competition**

The legal marijuana industry is comprised of several sub-sectors, and is legal under different guidelines in many states though it remains illegal under most federal laws. Notwithstanding, the overall sector is generally recognized to be one of the fastest growing in the USA, with state-legal revenue of over \$4 billion in 2015. Independent projections and publicized reports expect revenue of \$20 billion or more in 2020, both as the sector gains in credibility and acceptance, and as more and more states legalize either medical use or adult recreational use; or both. In any fast growing industry, competition is expected to be both strong and also difficult to evaluate as to the most effective competitive threats. While we are an early adopter within the cannabinoid delivery sector, there are already reports of more than 300 public companies that have claimed to be involved in the sector in some fashion; and an unknown number of private companies. Our current strategies may prove to be ineffective as the sector grows and matures, and if so, we will have to adapt quickly to changing sectoral circumstances.

Competition in alternative health sectors and in consumer products in the USA is fierce. We expect to encounter competitive threats from existing participants in the sector and new entrants. Although PoViva Tea LLC has filed patent applications to protect intellectual property, there is no assurance that patents will be granted nor that other firms may not file superior patents pending. Food supplements, organic foods, and health food markets are all well established and our Company will face many challenges trying to enter these markets.

Competition within the federally legal market for medical marijuana in Canada is intense, with many licensed producers regulated by the Federal Government of Canada. Many of these companies are well capitalized and capable of developing competing technologies. There is no way to predict the outcome of natural competition and how it may affect our Company in Canada.

## **Compliance with Government Regulation**

More than 24 States in the USA have passed some form of legislation related to that state's permission to grow, cultivate, sell or use marijuana either for medical purposes or for recreational or "adult use" purposes; or both. The various state legislation is not necessarily harmonious with one another, leading to potential conflicts between state laws. It is most often not legal to transport cannabis-related products across state lines.

Lexaria does not "touch the plant" in any location within or outside of the USA. We comply with federal law that provides for certain exemptions for agricultural (industrial) hemp and certain byproducts to be manufactured and sold in the US. Our technology may have applications within the legal marijuana sector and we may seek to license that technology to companies that have met and comply with state regulations for the sale or distribution of cannabis related products in any particular jurisdiction.

Lexaria's patented technology may also have application in completely separate sectors such as vitamins, non-steroidal anti-inflammatories, and nicotine. We have no products nor operations in any of these sectors today. If we enter any of these sectors at any time, we will be exposed to and of necessity will have to comply with, all local, state and federal regulations in each of those sectors. As a result of the possibility of Lexaria being involved in a number of disparate business sectors, compliance with government regulations could require significant resources and expertise from our company.

## **Significant Acquisitions and Dispositions**

We do not intend to purchase any significant equipment over the twelve months other than office computers, furnishings, and communication equipment as required, although that strategy could change if food manufacturing considerations demand it.

## **Corporate Offices**

The address of our principal executive office is 156 Valleyview Rd., Kelowna, BC, Canada, V1X 3M4. We have 1,500 square feet of office space, which includes four executive offices for a monthly rate of CAD\$826. Our current locations provide adequate office space for our purposes at this stage of our development. Additional space may be required if/as the Company decides it requires additional personnel.

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## Employees

We primarily use sub-contractors and consultants in the intellectual property development and licensing, and alternative health product sectors. We primarily engage with consultants to serve our executive needs.

The Company has an agreement with CAB for a consulting fee of \$12,000 per month. The term of the agreement is two years but can be terminated by either party by providing two months notice. The Company may pay Mr. Bunka a bonus from time to time, at its sole discretion. Mr. Bunka will be entitled to receive common stock-based and stock option based bonuses upon achieving certain milestones during the time of his consultancy with the Company. These milestones are:

- During the first 12 months after the date of the agreement with CAB, upon the Company achieving non-refundable revenues of \$200,000 to any single customer in any consecutive 60-day period, CAB would be entitled to an award of 100,000 restricted common shares of the Company and after the first 12-month period, expiring after 24 months of the amended agreement, upon the Company achieving non-refundable revenues of \$200,000 to any single customer in any consecutive 60-day period, CAB would be entitled to an award of 50,000 restricted common shares of the Company. These awards are limited to one payment per customer during the 24-month period but payable for each customer that meets the revenue thresholds.
- During the first 12 months after the agreement, the Company achieving non-refundable revenues of \$500,000 in any fiscal quarter would result in an award to CAB of 200,000 common shares of the Company and after the first 12 months, expiring 24 months after the amended agreement, the Company achieving non-refundable revenues of \$500,000 in any fiscal quarter would result in an award to CAB of 100,000 common shares of the Company. These awards are limited to one payment per fiscal quarter.
- During the term of the agreement, for each provisional patent application substantively devised by CAB and successfully created, written and filed with the US Patent Office for the Company's Technology, CAB will be entitled to an award of 250,000 restricted common shares of the Company.

On September 1, 2014, the Company entered into a contract with M&E Services Ltd., wholly owned company by Allan Spissinger as Controller for CAD\$2,500 a month plus GST. This contract was amended on December 1, 2014 to CAD\$3,400 a month plus GST. Additional work performed is billed on an hourly basis.

The Company appointed Mr. John Docherty as President of Lexaria effective April 15, 2015 and has an agreement with Docherty Management Limited, solely owned by Mr. John Docherty with monthly compensation of CAD\$15,000, plus additional milestone payments as follows.

- During the first twelve months after signing; for combined Lexaria Energy and ViPova products and including all combined sales efforts and/or technology licensing revenues, achieving non-refundable revenues of \$200,000 to any single customer in any consecutive 60-day period would result in a restricted common share award of 100,000 Company shares; and, after the first twelve months after signing and expiring twentyfour months after signing; for combined Lexaria Energy and ViPova products and including all sales efforts, achieving non-refundable revenues of \$200,000 to any single customer in any consecutive 60-day period would result in a restricted common share award of 50,000 Company shares; this clause limited to one payment per customer during the 24-month period, but payable on each customer that meets these sales/licensing
  - During the first twelve months after signing; for combined Lexaria Energy and ViPova products and including all combined sales efforts and/or technology licensing revenues, achieving non-refundable revenues of \$500,000 in any fiscal quarter would result in a restricted common share award of 200,000 Company shares; and, after the first twelve months after signing and expiring twenty-four months after signing; for combined Lexaria Energy and ViPova products and including all sales efforts, achieving nonrefundable revenues of \$500,000 in any fiscal quarter would result in a restricted common share award of 100,000 Company shares; this clause limited to one payment per fiscal quarter;
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- During the time this Agreement remains in effect, for each new provisional patent application substantially devised by Consultant and successfully created, written and filed with the US Patent Office for Company- owned intellectual property, a restricted common share award of 250,000 Company shares, this clause not limited to frequency of payment but each patent application to be approved by the Board of Directors of the Company, in advance;

We do not expect any material changes in the number of employees over the next 12-month period. We do and will continue to outsource contract employment as needed. However, with widespread consumer acceptance of our new products that requires more significant operations, we may retain additional employees.

#### **Off-Balance Sheet Arrangements**

We have no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to stockholders.

#### **Critical Accounting Estimates**

Our consolidated financial statements and accompanying notes are prepared in accordance with generally accepted accounting principles used in the United States. Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. These estimates and assumptions are affected by management's application of accounting policies. We believe that understanding the basis and nature of the estimates and assumptions involved with the following aspects of our financial statements is critical to an understanding of our financials.

#### ***Long-Lived Assets***

In accordance with FASB ASC 360 Section S45, "Accounting for the Impairment or Disposal of Long-Lived Assets", the carrying value of intangible assets and other long-lived assets is reviewed on a regular basis for the existence of facts or circumstances that may suggest impairment. We recognize impairment when the sum of the expected undiscounted future cash flows is less than the carrying amount of the asset. Impairment losses, if any, are measured as the excess of the carrying amount of the asset over its estimated fair value.

#### ***Revenue Recognition***

##### *Product revenue*

ViPova™ product and Lexaria Energy product revenues are recorded using the sales method whereby our Company recognizes product sales based on the amount of products sold to purchasers. Cost of goods sold is recognized in the same period in which the revenue is earned.

##### *Licensing revenue*

Pursuant to the license agreements for the Company's patented technology, the licensee acquired territorial licenses for an upfront fee. The Company is also required to provide support services in connection with the licensees use of the technology over the term of the license. As the support services will not be sold on a stand-alone basis, the Company is unable to establish vendor-specific objective evidence of their fair value to be able to allocate the proceeds objectively to such services and the license. Accordingly, the upfront fee is being recognized ratably over the term of the first license granted, which is initially for two years.

#### ***Convertible Debenture***

The Company entered into a convertible debenture agreement on March 8, 2016 and evaluated the terms of the various conversion options to assess if separate accounting is required for such embedded features, which are adjusted to fair value through earnings at each reporting period. The Company determined that the embedded features within the debenture do not meet the net settlement provision characteristic of a derivative and as a result, did not apply the bifurcation requirements for such conversion options.

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### ***Going Concern***

We have suffered recurring losses from operations. The continuation of our Company as a going concern is dependent upon our Company attaining and maintaining profitable operations and/or raising additional capital. The financial statements do not include any adjustment relating to the recovery and classification of recorded asset amounts or the amount and classification of liabilities that might be necessary should our Company discontinue operations.

As a result of the financings completed this quarter, management believes it has sufficient funds to meet its obligations as they become due for the next twelve months.

### **New Accounting Pronouncements**

In May 2014, the Financial Accounting Standards Board (the "FASB") issued a new standard related to the revenue recognition. Under the new standard, recognition of revenue occurs when a customer obtains control of promised goods or services in an amount that reflects the consideration which the entity expects to receive in exchange for those goods or services. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The FASB has recently issued several amendments to the standards, including clarification on the accounting for licenses of intellectual property and identifying performance obligations.

The guidance permits two methods of adoption: retrospectively to each prior reporting period presented (full retrospective method), or retrospectively with the cumulative effect of initially applying the guidance recognized at the date of initial application (the cumulative catch-up transition method). The Company will apply the full retrospective approach to adopt the standard but does not anticipate that this standard will have a material impact on its consolidated financial statements.

In August 2014, the FASB issued new guidance on determining when and how to disclose going concern uncertainties in the financial statements. The new guidance requires management to perform interim and annual assessments of an entity's ability to continue as a going concern within one year of the date the financial statements are issued. An entity must provide certain disclosures if conditions or events raise substantial doubt about its ability to continue as a going concern. The guidance is effective for annual periods ending after December 15, 2016 and interim periods thereafter. Early adoption is permitted. Upon adoption, the Company does not believe this guidance will have a material impact on its consolidated results of operations or financial position.

In July 2015, FASB issued ASU 2015-11, Simplifying the Measurement of Inventory ("ASU 2015-11"). ASU 2015-11 requires that an entity measure inventory at the lower of cost and net realizable value. This ASU does not apply to inventory measured using last-in, first-out methodology. ASU 2015-11 is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. The Company does not expect the new standard to have a significant impact on its consolidated financial position, results of operations or cash flows.

In November 2015, the FASB issued ASU 2015-17, Balance Sheet Classification of Deferred Taxes ("ASU 2015-17"). ASU 2015-17 requires companies to classify all deferred tax assets or liabilities as noncurrent on the balance sheet rather than separately disclosing deferred taxes as current and noncurrent. This standard is effective for the Company beginning on September 1, 2017 and can be applied either prospectively or retrospectively to all periods presented upon adoption. The standard is not expected to have any impact on the Company's financial statements.

In January 2016, FASB issued a new standard to amend certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. Most prominent among the amendments is the requirement for changes in fair value of equity investments, with certain exceptions, to be recognized through profit or loss rather than other comprehensive income. The new standard will be effective for the Company beginning September 1, 2018. The standard is not expected to have any impact on the Company's financial statements.

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In February 2016 FASB issued ASU No. 2016-02, Leases (Topic 842) which supersedes FASB ASC Topic 840, Leases (Topic 840) and provides principles for the recognition, measurement, presentation, and disclosure of leases for both lessees and the lessors. The new standard requires the lessees to apply a dual approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase by the lessee. The classification will determine whether lease expense is recognized based on an effective interest method or on a straight-line basis over the term of the lease, respectively. A lessee is also required to record a right-of-use asset and a lease liability for all leases with a term of greater than twelve months regardless of classification. Leases with a term of twelve months or less will be accounted for similar to existing guidance for operating leases. The standard is effective for annual and interim periods beginning after December 15, 2018, with early adoption permitted upon issuance. When adopted, the Company does not expect this guidance to have a material impact on its consolidated financial statements.

In March 2016, the FASB issued ASU 2016-09, Compensation-Stock Compensation (Topic 718), Improvements to Employee Share-Based Payment Accounting. Under ASU 2016-09, companies will no longer record excess tax benefits and certain tax deficiencies in additional paid in capital ("APIC"). Instead, they will record all excess tax benefits and tax deficiencies as income tax expense or benefit in the income statement and the APIC pools will be eliminated. In addition, ASU 2016-09 eliminates the requirement that excess tax benefits be realized before companies can recognize them. ASU 2016-09 also requires companies to present excess tax benefits as an operating activity on the statement of cash flows rather than as a financing activity. Furthermore, ASU 2016-09 will increase the amount an employer can withhold to cover income taxes on awards and still qualify for the exception to liability classification for shares used to satisfy the employer's statutory income tax withholding obligation. An employer with a statutory income tax withholding obligation will now be allowed to withhold shares with the fair value up to the amount of taxes owed using the maximum statutory rate in the employee's applicable jurisdiction(s). ASU 2016-09 requires a company to classify the cash paid to a tax authority when shares are withheld to satisfy its statutory income tax withholding obligation as a financing activity on the statement of cash flows. Under current U.S. GAAP, it is not specified how these cash flows should be classified. In addition, companies will now have to elect whether to account for forfeitures on share-based payments by (1) recognizing forfeiture awards as they occur or (2) estimating the number of awards expected to be forfeited and adjusting the estimate when it is likely to change, as in currently required. The amendments of this ASU are effective for reporting periods beginning after December 15, 2016, with early adoption permitted but all of the guidance must be adopted in the same period. The Company does not grant non-statutory stock options and, as such, does not expect this guidance to have a material impact on its consolidated financial statements.

In June 2016, the FASB issued a new standard to replace the incurred loss impairment methodology in current U.S. GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. For trade and other receivables, loans and other financial instruments, the Company will be required to use a forward-looking expected loss model rather than the incurred loss model for recognizing credit losses which reflects losses that are probable. Credit losses relating to available for sale debt securities will also be recorded through an allowance for credit losses rather than as a reduction in the amortized cost basis of the securities. The new standard will be effective for Lexaria beginning September 1, 2020, with early adoption permitted. Application of the amendments is through a cumulative-effect adjustment to deficit as of the effective date. The Company is currently assessing the impact of the standard on its consolidated financial statements.

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## Results of Operations – Nine Months Ended May 31, 2017 and 2016

The following summary of our results of operations should be read in conjunction with our financial statements for the period ended May 31, 2017, which are included herein.

Our operating results for the nine months ended May 31, 2017 and 2016 and the changes between those periods for the respective items are summarized as follows:

	Nine Months Ended May 31 2017 \$	Nine Months Ended May 31 2016 \$	Change Between the Periods \$
Sales	51,080	32,156	18,924
Cost of Goods Sold	24,943	42,929	(17,986)
General and Administrative	1,231,107	905,484	325,623
Impairment of Inventory	4,651	34,246	(29,595)
Net loss	(1,209,621)	(950,503)	(259,118)

Our financial statements report a net loss of \$1,209,621 for the nine month period ended May 31, 2017 compared to 2016 where we incurred a net loss of \$950,503. During the nine month period ended May 31, 2017, our general and administrative expenses were significantly higher compared to the nine months ended May 31, 2016, however the increase primarily is a result of the third party consulting costs that were primarily settled via issuance of common shares and warrants of the Company, patent and trademark filing costs. A total value of \$309,288 worth of common shares and warrants were issued for services received during the nine months ended May 31, 2017. As evidenced by this, the Company continued to focus on the conservation of its cash resources. We directed our efforts on value creating activities, such as applying for international extensions for its patents and trademarks, investor relations programs, and consulting to further intellectual property agreements.

Revenues remain low in a reflection of the unique challenges in operating in a constantly changing regulatory environment with consumer products and technology that are new to most consumers. The Company continues to pursue more widespread distribution possibilities which have the potential to unlock more significant consumer revenues. Meanwhile the Company continues to record growing pro-rata amounts of technology licensing revenues.

Readers are cautioned that the Company is still at an early stage of its development and the revenue of \$51,080 represents the start-up of our entry into a new business sector. The Company is building product sales channels in internet-based locations and also through the formation and launching of a direct sales model. Continued efforts are also progressing to increase exposure of the ViPova™ brand and of the Lexaria Energy brand. All of our product sales at this early stage are likely to be non-representative. Our consumer product sales only accounted for 25% of our total revenues during the nine months ended May 31, 2017 compared to 93% of our revenue during the same period in 2016. This is due to our focus on generating revenues through other avenues such as the licensing of the Company's patented technology.

Our revenue from technology licensing to third parties amounted to \$37,392 (2016 - \$1,181) during the nine months ended May 31, 2017, representing more than 75% (2016 – 4%) of our total revenues. We expect this trend to continue in the future. At the time of this report, the Company has one definitive license agreement and has also entered into additional letters of intent for similar agreements. The Company also has several sets of negotiations ongoing for additional technology licensing agreements and has also entered into an Memorandum of Understanding to form a joint venture to develop, produce, and sell a line of healthy edible cannabinoid products using our patented technology. Due to the service provisions in our licensing agreements, the Company recognizes its Territorial License fee revenues ratably over the course of these agreements. During the nine months ended May 31, 2017, the Company earned \$30,000 from its Territorial License fees and \$12,000 from its Usage Fees, of which a total of \$37,000 was recognized in its consolidated financial statements. The revenue recognized in the Company's statement of operations is therefore not reflective of its cash revenues. Since the inception of the Company's licensing agreement entered into during the third quarter of its fiscal 2016, the Company has earned \$62,000 of revenue from this sole agreement, of which, \$43,319 has been recognized in its financial statements on a cumulative basis.

The Company's early-stage revenue figures are not expected to be representative of longer term trends, and any single commercial order or technology licensing arrangement could be disruptive to longer term averages. As the Company does not incur additional costs of sales in conjunction with its licensing agreements, it expects its gross margin to improve once this sector of its business reaches a more mature stage.

#### Results of Operations – Three Months Ended May 31, 2017 and May 31, 2016

The following summary of our results of operations should be read in conjunction with our financial statements for the period ended May 31, 2017, which are included herein.

Our operating results for the three months ended May 31, 2017 and May 31, 2016 and the changes between those periods for the respective items are summarized as follows:

	Three Months Ended May 31 2017 \$	Three Months Ended May 31 2016 \$	Change Between the Periods \$
Sales	29,253	6,215	23,038
Cost of Goods Sold	9,183	9,309	(126)
General and Administrative	363,430	261,107	102,323
Impairment of Inventory	726	-	726
Net loss	(344,086)	(264,201)	(79,885)

The increase in our general and administrative expenses for the three month period ended May 31 2017 primarily pertains to value creating activities such as patent and trademark filing fees, marketing, investor outreach programs, consulting to further intellectual property agreements and also includes the issue of common shares in exchange for services of \$12,000.

During the three months ended May 31, 2017, the Company continued its focus on entering into additional agreements for out-licensing its technology. As described above, as a result of the service provisions in our licensing agreements, the Company only ratably recognizes its revenue earned into its consolidated financial statements. Of the total potential revenue of \$10,000 based on the quarterly receipts from its licensee, the Company recognized \$12,569 as revenue. The Company entered into its first technology licensing agreement during the third quarter of its fiscal 2016. During the three months ended May 31, 2016, the Company's primary source of revenue was from its Lexaria Energy and ViPova™ brand products. As noted above, we expect our future revenues to be primarily from our out-licensing agreements, however, we are also expanding our product mix to further enhance our revenues from bioactive molecule infused consumer products.

## Liquidity and Financial Condition

	May 31 2017 \$	August 31 2016 \$
<b>Working Capital</b>		
Current assets	3,079,280	510,166
Current liabilities	40,002	433,881
Working capital balance (deficiency)	3,039,278	76,285

The Company's working capital balance increased during the nine months ended May 31, 2017, as a result of its financing activities during the period, including the provision of early warrant exercise incentives, which resulted in the Company raising in excess of \$737,000 and a private placement raising over \$1,723,000. Other incentive option and warrant exercises in the period raised an additional \$1,576,000. Comparatively, the Company raised approximately \$419,000 during fiscal 2016.

	Nine Months Ended May 31 2017 \$	May 31 2016 \$
<b>Cash flows</b>		
Cash flows used in operating activities	(1,192,574)	(400,089)
Cash flows used in investing activities	(9,699)	(15,364)
Cash flows provided by financing activities	3,897,842	192,480
Increase (decrease) in cash	2,695,569	(222,973)

### Operating Activities

The increase in the net cash used in operating activities during the nine months ended May 31, 2017 is primarily the result of the Company's relative cash position during the respective periods. The Company's cash expenditures increased as Lexaria had built a significant payable balance during the nine months ended May 31, 2016, whereas during the nine months ended May 31, 2017, the Company settled its liabilities as incurred and paid outstanding amounts. The Company also increased its pursuit of patent and trademark filings and investor outreach programs.

### Investing Activities

During the nine months ended May 31, 2017, the Company continued its investment in expanding its patent applications. During the same period in 2016, the Company also acquired certain office equipment.

### Financing Activities

The Company raised a total of \$3,854,842 from equity issuances, from exercise of its outstanding stock options and warrants. In addition, \$93,500 was collected from certain common shares subscribed during fiscal 2016. The Company also repaid the full \$50,000 of the principal amount of the loan from its chief executive officer. During the nine months ended May 31, 2016, the Company raised \$147,480 from private placements.

### **Item 3. Controls and Procedures**

#### ***Management's Report on Disclosure Controls and Procedures***

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed under the *Securities Exchange Act of 1934*, as amended, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including our president (also our principal executive officer) and our chief operating and financial officer (also our principal financial and accounting officer) to allow for timely decisions regarding required disclosure.

As of May 31, 2017, the end of our quarter covered by this report, we carried out an evaluation, under the supervision and with the participation of our president and our chief executive and chief financial officer (also our principal executive and accounting officers), of the effectiveness of the design and operation of our disclosure controls and procedures. Based on the foregoing, our president and chief executive and financial officer (also our principal executive and accounting officers) concluded that our disclosure controls and procedures were effective at a reasonable assurance level as of May 31, 2017.

#### ***Management's Report on Internal Control over Financial Reporting***

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of control procedures. The objectives of internal control include providing management with reasonable, but not absolute, assurance that assets are safeguarded against loss from unauthorized use or disposition, and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in conformity with accounting principles generally accepted in the United States. Our management assessed the effectiveness of our internal control over financial reporting as of May 31, 2017. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in *Internal Control-Integrated Framework*. Our management has concluded that, as of May 31, 2017, our internal control over financial reporting is effective in providing reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with US generally accepted accounting principles. Our management reviewed the results of their assessment with our Board of Directors.

#### ***Inherent limitations on effectiveness of controls***

Internal control over financial reporting has inherent limitations which include but is not limited to the use of independent professionals for advice and guidance, interpretation of existing and/or changing rules and principles, segregation of management duties, scale of organization, and personnel factors. Internal control over financial reporting is a process which involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. Internal control over financial reporting also can be circumvented by collusion or improper management override. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements on a timely basis, however these inherent limitations are known features of the financial reporting process and it is possible to design into the process safeguards to reduce, though not eliminate, this risk. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. 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.

#### ***Changes in Internal Control over Financial Reporting***

There have been no changes in our internal controls over financial reporting that occurred during the period ended May 31, 2017, that have materially or are reasonably likely to materially affect, our internal controls over financial reporting.

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**PART II**  
**OTHER INFORMATION**

**Item 1. Legal Proceedings**

We know of no other material, existing or pending legal proceedings against our company, nor are we involved as a plaintiff in any other material proceeding or pending litigation. There are no other proceedings in which any of our directors, executive officers or affiliates, or any registered or beneficial stockholder, is an adverse party or has a material interest adverse to our interest.

**Item 1A. Risk Factors**

Much of the information included in this quarterly report includes or is based upon estimates, projections or other "forward looking statements". Such forward looking statements include any projections or estimates made by us and our management in connection with our business operations. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein.

**Risks Associated with Our Business**

*Because there is no assurance that we will generate material revenues, we face a high risk of business failure.*

There can be no assurance that our current or future products will be successful, and we cannot be sure that our overall business model within any particular sector will ever come to fruition, and if they do, will not decline over time. We may not recover all or any portion of our capital investment in product development, marketing, or other aspects of the business. Although we will exercise due consideration in our development of new products, and the marketing of them, ultimate consumer acceptance of these products is not reliably forecastable.

In addition, our product development plans may be curtailed, delayed or cancelled as a result of lack of adequate capital and other factors, such as weather, compliance with governmental regulations, current and forecasted prices for input costs of food products and changes in the estimates of costs to complete the projects. We will continue to gather information about our planned products, and it is possible that additional information may cause our company to alter our schedule or determine that a product should not be pursued at all. You should understand that our plans regarding our products are subject to change.

Our revenues now are generated from out-licensing our patented technology and our consumer products utilizing our technology. We should be considered to be a start-up: the revenue recognized for the nine months ended May 31, 2017 was \$51,080.

*The food industry is highly competitive and there is no assurance that we will be successful in developing or successfully selling products.*

The food industry is intensely competitive. We compete with numerous individuals and companies, including many food manufacturing and production companies, which have substantially greater technical, financial and operational resources and staff. Accordingly, there is a high degree of competition for desirable distribution channels, "shelf space" and salespeople in both the food industries as well as the legal cannabis industries. We cannot predict if the necessary funds can be raised to assist in our development of any distribution channels that may be helpful to our ability to generate sales and potential profits.

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*There can be no assurance that we will develop any product that will meet with widespread consumer acceptance.*

Both new and established food and cannabis products fail to generate consumer interest on a regular basis. There is no assurance that a food or cannabis product that is successfully adopted by consumers at one time; will still be in demand at a future time. If we cannot develop and sell products in commercial quantities, our business will fail.

*Even if we develop food or intellectual property-based products or revenue streams, the potential profitability of each depends upon factors beyond the control of our company.*

The potential profitability of food products and of intellectual property revenue streams is dependent upon many factors beyond our control. For instance, prices and markets for food products are unpredictable, highly volatile, potentially subject to controls or any combination of other factors, and respond to changes in domestic, international, political, social and economic environments. These changes and events may materially affect our future financial performance. These factors cannot be accurately predicted and the combination of these factors may result in our company not receiving an adequate return on invested capital.

In addition, a product or technology that is initially successful and possibly even profitable may not remain so due to changes in consumer demand, regulatory environments, or other causes. There is no assurance that an initially successful product or technology will remain so.

*Our failure to protect our intellectual property may have a material adverse effect on our ability to develop and commercialize our products*

Because patents involve complex legal and factual questions, the issuance, scope, validity, and enforceability of patents cannot be predicted with certainty.

Some of our patent pending applications may not be granted as patents. Even if patents are issued, they may not be issued with claims of sufficient breadth to protect our nutrient infusion technology or may not provide us with competitive advantage against competitors with similar products or technologies. Issued patents may be challenged, invalidated, or circumvented. If patents issued to us are invalidated or found to be unenforceable, we could lose the ability to exclude others from making, using or selling the inventions claimed. Moreover, an issued patent does not give us the right to use the patented technology or commercialize a product using the technology. Third parties may have blocking patents that could be used to prevent us from developing our products, selling our products, or commercializing our nutrient infusion technology. Others may also independently develop products or technologies similar to those that we have developed or may reverse engineer or discover our trade secrets through proper means.

Enforcing a claim that a third party infringes on, has illegally obtained or is using an intellectual property right, is expensive and time-consuming and the outcome is unpredictable. In addition, enforcing such a claim could divert management's attention from our business. If any intellectual property rights were to be infringed, disclosed to, or independently developed by a competitor, our competitive position could be harmed. Any adverse outcome of such litigation or settlement of such dispute could subject us to significant liabilities and could put one or more of our patent pending applications at risk of being invalidated.

Furthermore, because of the substantial amount of discovery required in connection with intellectual property litigation, there is risk that some of our confidential information could be compromised. This disclosure could provide our competitors with access to our proprietary information and may harm our competitive position.

*The marketability of food products will be affected by numerous factors beyond our control which may result in us not receiving an adequate return on invested capital to be profitable or viable.*

The marketability of food products will be affected by numerous factors beyond our control. These factors include market fluctuations in consumer preferences for various food items based on factors such as pricing, macro trends for certain ingredients or flavors, ruling by regulators on health issues associated with certain foods, and more. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in us not receiving an adequate return on invested capital to be profitable or viable.

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*Both food products and cannabis products are subject to comprehensive regulation which may cause substantial delays or require capital outlays in excess of those anticipated causing an adverse effect on our company.*

Food production and safety operations, and cannabis products and sales operations, are subject to federal, state, and local laws relating to the protection of human health and safety. Food production and cannabis operations are each also subject to federal, state, and local laws and regulations which seek to maintain health and safety standards through a wide variety of regulations. Various permits from government bodies may be required by us in order to conduct our business. Regulations and standards imposed by federal, provincial, or local authorities may be changed at any moment in time and any such changes may have material adverse effects on our activities. Changes in regulations are impossible to foresee and could be disruptive or destructive to our business plans and execution. Moreover, compliance with such laws may cause substantial delays or require capital outlays in excess of those anticipated, thus causing an adverse effect on us. Additionally, we may be subject to liability for contaminants or other damages. To date, we have not been required to spend any material amount on compliance with environmental regulations. However, we may be required to do so in the future and this may affect our ability to expand or maintain our operations.

*If we are unable to hire and retain key personnel, we may not be able to implement our business plan.*

Our success is largely dependent on our ability to hire highly qualified personnel. This is particularly true in those parts of our business that are related to intellectual property generation or exploitation. These individuals are in high demand and we may not be able to attract the personnel we need. In addition, we may not be able to afford the high salaries and fees demanded by qualified personnel, or may lose such employees after they are hired. Failure to hire key personnel when needed, or on acceptable terms, would have a significant negative effect on our business.

*We are not the "operator" of vertically integrated food production facilities, and so we are exposed to the risks of our third-party operators.*

We rely on the expertise of contracted third-parties for their judgment, experience and advice related to the manufacturing and/or packaging of our food products. We can give no assurance that these third party operators or consultants will always act in our best interests, and we are exposed as a third party to their operations and actions and advice in those operations and activities in which we are contractually bound.

*Our management has limited experience and training in the food processing and manufacturing industries, and in the cannabis products industries, and could make uninformed decisions that negatively impact our operations and our company.*

Because our management has limited experience and training in the food processing and manufacturing industry, and in the cannabis products industry, we may not have sufficient expertise to make informed best practices decisions regarding our operations. It is possible that, due to our limited knowledge, we might elect to undergo manufacturing processes and incur financial burdens that a more experienced food manufacturing team might elect not to complete. Our ability to internally evaluate food and cannabis operations and opportunities could be less thorough than that of a more highly trained management team.

*Our independent certified public accounting firm, in the notes to the audited financial statements for the year ended August 31, 2016 states that there is a substantial doubt that we will be able to continue as a going concern.*

We have experienced significant losses since inception. Failure to arrange adequate financing on acceptable terms and to achieve profitability would have an adverse effect on our financial position, results of operations, cash flows and prospects. Accordingly, there is substantial doubt that we will be able to continue as a going concern.

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*The possession, cultivation and distribution of marijuana may under certain circumstances lead to prosecution under United States federal law, which may cause our business to fail.*

All applicable Regulations, in the United States, over 20 states, including our state of incorporation, Nevada, have approved and regulate medical marijuana use. Similarly, four states have approved and regulate non-medical marijuana use by adults. However, it remains illegal under United States federal law to grow, cultivate or sell marijuana for any purpose. In that regard, the United States Justice Department has released the COLE Memorandum of 8-29-13 which states that the Justice Department will not prioritize the prosecution of marijuana related activities authorized under state laws provided that state authorities implement and enforce strict guidelines to ensure the health, safety and security of the public. Where the individual state framework fails to protect the public, the Justice Department has instructed federal prosecutors to enforce the Controlled Substances Act of 1970. The Department of Justice has not, to our knowledge, published any policy or guidance specifically regarding the participation of a United States corporation in lawful medical marijuana related activities outside of the United States.

We do not currently, nor at any time in our corporate history have we ever cultivated, grown, processed, manufactured or sold marijuana in any location. Although we believe this fact to provide protection against prosecution related to marijuana legislation, we cannot provide any assurance to that effect. We do not hold a license in any jurisdiction enabling us to grow or sell marijuana or cannabis related edibles, but because of our business model we do not feel that is a barrier to entry for us. Instead, we plan to license our technology related to bio-absorption of THC, to those entities that do have valid licenses in various North American jurisdictions to sell cannabis related edibles. If we are unable to license our technology to any valid license holders, then we may be shut out of this market.

*Our company has no operating history and an evolving business model. which raises doubt about our ability to achieve profitability or obtain financing.*

Our company has no significant history of operations in the legal medical marijuana sector, the legal hemp oil infused products sector, or in the food products sector. Moreover, our business model is still evolving and subject to change. Our company's ability to continue as a going concern is dependent upon our ability to obtain adequate financing and to reach profitable levels of operations. In that regard we have no proven history of performance, earnings or success. There can be no assurance that we will achieve profitability or obtain future financing.

*Uncertain demand for our products may cause our business plan to be unprofitable.*

Demand for medical marijuana and for cannabis or hemp related products is dependent on a number of social, political and economic factors that are beyond the control of our company. While we believe that demand for marijuana and hemp products will continue to grow across North America, there is no assurance that such increase in demand will happen or that our endeavors will be profitable.

*We may not acquire market share or achieve profits due to competition in our industries.*

Our company operates in highly competitive marketplaces with various competitors. Increased competition may result in reduced gross margins and/or loss of market share, either of which would seriously harm its business and results of operations. Management cannot be certain that the company will be able to compete against current or future competitors or that competitive pressure will not seriously harm its business. Some of our company's competitors are much larger and have greater access to capital, sales, marketing and other resources. These competitors may be able to respond more rapidly to new regulations or devote greater resources to the development and promotion of their business model than the company can. Furthermore, some of these competitors may make acquisitions or establish co-operative relationships among themselves or with third parties in the industry to increase their ability to rapidly gain market share.

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*Conflicts of interest between our company and our directors and officers may result in a loss of business opportunity.*

Our directors and officers are not obligated to commit their full time and attention to our business and, accordingly, they may encounter a conflict of interest in allocating their time between our future operations and those of other businesses. In the course of their other business activities, they may become aware of investment and business opportunities which may be appropriate for presentation to us as well as other entities to which they owe a fiduciary duty. As a result, they may have conflicts of interest in determining to which entity a particular business opportunity should be presented. They may also in the future become affiliated with entities, engaged in business activities similar to those we intend to conduct.

In general, officers and directors of a corporation are required to present business opportunities to a corporation if:

- The corporation could financially undertake the opportunity;
- The opportunity is within the corporation's line of business; and
- It would be unfair to the corporation and its stockholders not to bring the opportunity to the attention of the corporation.

We have adopted a code of ethics that obligates our directors, officers and employees to disclose potential conflicts of interest and prohibits those persons from engaging in such transactions without our consent. Despite our intentions, conflicts of interest may nevertheless arise which may deprive our company of a business opportunity, which may impede the successful development of our business and negatively impact the value of an investment in our company.

*The speculative nature of our business plan may result in the loss of your investment.*

Our operations are in the start-up stage only, and are unproven. We may not be successful in implementing our business plan to become profitable. There may be less demand for our services than we anticipate. There is no assurance that our business will succeed and you may lose your entire investment.

*Changing consumer preferences may cause our planned products to be unsuccessful in the marketplace.*

The decision of a potential client to purchase our products may be motivated by cultural phenomena or by perceived health or nutritional benefits. The cultural desirability or popularity of hemp related products is subject to change due to factors beyond our immediate control. Similarly, the perceived nutritional or health related benefits of our products are subject to change in light of continuing research or the introduction of competitive products. Changes in consumer and commercial preferences, or trends, toward or away from cannabis or hemp related products would have a corresponding impact on the development of the market for our current and planned products. There can be no assurance that the products supplied by our company and or its partners will be successful in establishing or maintaining a significant share of the consumer market.

*General economic factors may negatively impact the market for our planned products.*

The willingness of businesses to spend time and money on non-essential food and health products may be dependent upon general economic conditions; and any material downturn may reduce the likelihood of consumers incurring costs toward what some may consider a discretionary expense item. Willingness by customers to buy our products may be dependent upon general economic conditions and any material downturn may reduce the potential profitability of the food sciences or medical marijuana business sectors.

*A wide range of economic and logistical factors may negatively impact our operating results.*

Our operating results will be affected by a wide variety of factors that could materially affect revenues and profitability, including the timing and cancellation of customer orders and projects, competitive pressures on pricing, availability of personnel, and market acceptance of our services. As a result, we may experience material fluctuations in future operating results on a quarterly and annual basis which could materially affect our business, financial condition and operating results.

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*Loss of consumer confidence in our company or in our industry may harm our business.*

Demand for our services may be adversely affected if consumers lose confidence in the quality of our services or the industry's practices. Adverse publicity may discourage businesses from buying our services and could have a material adverse effect on our financial condition and results of operations.

*Unethical business practices may compromise the growth and development of our business.*

The production and sale of medical marijuana is an emerging industry in which business practices are not yet standardized and are subject to frequent scrutiny and evaluation by federal, state, provincial, and municipal authorities, academics, and media outlets, among others. Although we intend to develop our business in accordance with best ethical practices, we may suffer negative publicity if we, our partners, contractors, or customers are found to have engaged in any environmentally, insensitive practices or other business practices that are viewed as unethical.

*The failure to secure customers may cause our operations to fail.*

We currently do not have many long-term agreements with any customers. Many of our products and services may be provided on a "onetime" basis. Accordingly, we will require new customers on a continuous basis to sustain our operations.

*We could be required to enter into fixed price contracts which will expose us to significant market risk.*

Fixed price contracts require the service provider to perform all agreed services for a specified lump-sum amount. We anticipate a material percentage of our services will be performed on a fixed price basis. Fixed price contracts expose us to some significant risks, including under-estimation of costs, ambiguities in specifications, unforeseen costs or difficulties, and delays beyond our control. These risks could lead to losses on contracts which may be substantial and which could adversely affect the results of our operations.

*If we fail to effectively and efficiently advertise, the growth of our business may be compromised.*

The future growth and profitability of our food products business will be dependent in part on the effectiveness and efficiency of our advertising and promotional expenditures, including our ability to (i) create greater awareness of our services, (ii) determine the appropriate creative message and media mix for future advertising expenditures, and (iii) effectively manage advertising and promotional costs in order to maintain acceptable operating margins. There can be no assurance that we will experience benefits from advertising and promotional expenditures in the future. In addition, no assurance can be given that our planned advertising and promotional expenditures will result in increased revenues, will generate levels of service and name awareness or that we will be able to manage such advertising and promotional expenditures on a cost-effective basis.

*Our success is dependent on our unproven ability to attract qualified personnel.*

We will depend on our ability to attract, retain and motivate our management team, consultants and other employees. There is strong competition for qualified technical and management personnel in the food science sector, and it is expected that such competition will increase. Our planned growth will place increased demands on our existing resources and will likely require the addition of technical personnel and the development of additional expertise by existing personnel. There can be no assurance that our compensation packages will be sufficient to ensure the continued availability of qualified personnel who are necessary for the development of our business.

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*Without additional financing to develop our business plan, our business may fail.*

Because we have generated only minimal revenue from our business and cannot anticipate when we will be able to generate meaningful revenue from our business, we will need to raise additional funds to conduct and grow our business. We do not currently have sufficient financial resources to completely fund the development of our business plan. We anticipate that we will need to raise further financing. We do not currently have any arrangements for financing and we can provide no assurance to investors that we will be able to find such financing if required. The most likely source of future funds presently available to us is through the sale of equity capital. Any sale of share capital will result in dilution to existing security-holders.

*We may not be able to obtain all of the licenses necessary to operate our business, which would cause our business to fail.*

Our operations may require licenses and permits from various governmental authorities to conduct our business activities. We believe that we will be able to obtain all necessary licenses and permits under applicable laws and regulations for our operations and believe we will be able to comply in all material respects with the terms of such licenses and permits. However, such licenses and permits are subject to change in various circumstances. There can be no guarantee that we will be able to obtain or maintain all necessary licenses and permits.

*If we fail to effectively manage our growth our future business results could be harmed and our managerial and operational resources may be strained.*

As we proceed with our business plan, we expect to experience significant and rapid growth in the scope and complexity of our business. We will need to add staff to market our services, manage operations, handle sales and marketing efforts and perform finance and accounting functions. We will be required to hire a broad range of additional personnel in order to successfully advance our operations. This growth is likely to place a strain on our management and operational resources. The failure to develop and implement effective systems, or to hire and retain sufficient personnel for the performance of all of the functions necessary to effectively service and manage our potential business, or the failure to manage growth effectively, could have a materially adverse effect on our business and financial condition.

#### **Risks Associated with Our Common Stock**

*Trading on the OCTQB and CSE may be volatile and sporadic, which could depress the market price of our common stock and make it difficult for our stockholders to resell their shares.*

Our common stock is quoted on the OTCQB electronic quotation service operated by OTC Markets Group Inc. Trading in stock quoted on the OTCQB is often thin and characterized by wide fluctuations in trading prices, due to many factors that may have little to do with our operations or business prospects. This volatility could depress the market price of our common stock for reasons unrelated to operating performance. Moreover, the OTCQB is not a stock exchange, and trading of securities on the OTCQB is often more sporadic than the trading of securities listed on a quotation system like Nasdaq or a stock exchange like Amex. Accordingly, shareholders may have difficulty reselling any of the shares.

*Our stock is a penny stock. Trading of our stock may be restricted by the Securities and Exchange Commission's penny stock regulations which may limit a stockholder's ability to buy and sell our stock.*

Our stock is a penny stock. The Securities and Exchange Commission has adopted Rule 15c-9 which generally defines "penny stock" to be any equity security that has a market price (as defined) less than \$5.00 per share or an exercise price of less than \$5.00 per share, subject to certain exceptions. Our securities are covered by the penny stock rules, which impose additional sales practice requirements on broker-dealers who sell to persons other than established customers and "accredited investors". The term "accredited investor" refers generally to institutions with assets in excess of \$5,000,000 or individuals with a net worth in excess of \$1,000,000 or annual income exceeding \$200,000 or \$300,000 jointly with their spouse. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document in a form prepared by the Securities and Exchange Commission which provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction and monthly account statements showing the market value of each penny stock held in the customer's account. The bid and offer quotations, and the broker-dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer's confirmation. In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from these rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for the stock that is subject to these penny stock rules. Consequently, these penny stock rules may affect the ability of broker-dealers to trade our securities. We believe that the penny stock rules discourage investor interest in and limit the marketability of our common stock.

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*The Financial Industry Regulatory Authority, or FINRA, has adopted sales practice requirements which may also limit a stockholder's ability to buy and sell our stock.*

In addition to the "penny stock" rules described above, FINRA has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other information. Under interpretations of these rules, FINRA believes that there is a high probability that speculative low priced securities will not be suitable for at least some customers. FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit your ability to buy and sell our stock and have an adverse effect on the market for our shares.

*Because we do not intend to pay any dividends on our shares, investors seeking dividend income or liquidity should not purchase our shares.*

We have not declared or paid any dividends on our shares since inception, and do not anticipate paying any such dividends for the foreseeable future. We presently do not anticipate that we will pay dividends on any of our common stock in the foreseeable future. If payment of dividends does occur at some point in the future, it would be contingent upon our revenues and earnings, if any, capital requirements, and general financial condition. The payment of any common stock dividends will be within the discretion of our Board of Directors. We presently intend to retain all earnings to implement our business plan; accordingly, we do not anticipate the declaration of any dividends for common stock in the foreseeable future.

Investors seeking dividend income or liquidity should not invest in our shares.

*Because we can issue additional shares, purchasers of our shares may incur immediate dilution and may experience further dilution.*

We are authorized to issue up to 220,000,000 shares. The board of directors of our company has the authority to cause us to issue additional shares, and to determine the rights, preferences and privileges of such shares, without consent of any of our stockholders. Consequently, our stockholders may experience more dilution in their ownership of our company in the future.

#### **Other Risks**

*Protection against environmental risks.*

We believe that our operations comply, in all material respects, with all applicable environmental regulations.

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Our operating partners maintain insurance coverage customary to the industry; however, we are not fully insured against all possible environmental risks.

*Any change to government regulation/administrative practices may have a negative impact on our ability to operate and our profitability.*

The laws, regulations, policies or current administrative practices of any government body, organization or regulatory agency in the United States, Canada, or any other jurisdiction, may be changed, applied or interpreted in a manner which will fundamentally alter the ability of our company to carry on our business.

The actions, policies or regulations, or changes thereto, of any government body or regulatory agency, or other special interest groups, may have a detrimental effect on us. Any or all of these situations may have a negative impact on our ability to operate and/or our profitability.

*Our by-laws contain provisions indemnifying our officers and directors against all costs, charges and expenses incurred by them.*

Our by-laws contain provisions with respect to the indemnification of our officers and directors against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him, including an amount paid to settle an action or satisfy a judgment in a civil, criminal or administrative action or proceeding to which he is made a party by reason of his being or having been one of our directors or officers.

*Investors' interests in our company will be diluted and investors may suffer dilution in their net book value per share if we issue additional shares or raise funds through the sale of equity securities.*

Our constating documents authorize the issuance of 220,000,000 shares of common stock with a par value of \$0.001. In the event that we are required to issue any additional shares or enter into private placements to raise financing through the sale of equity securities, investors' interests in our company will be diluted and investors may suffer dilution in their net book value per share depending on the price at which such securities are sold. If we issue any such additional shares, such issuances also will cause a reduction in the proportionate ownership and voting power of all other shareholders. Further, any such issuance may result in a change in our control.

*Our by-laws do not contain anti-takeover provisions, which could result in a change of our management and directors if there is a take-over of our company.*

We do not currently have a shareholder rights plan or any anti-takeover provisions in our By-laws. Without any anti-takeover provisions, there is no deterrent for a take-over of our company, which may result in a change in our management and directors.

*As a result of a majority of our directors and officers are residents of other countries other than the United States, investors may find it difficult to enforce, within the United States, any judgments obtained against our company or our directors and officers.*

Other than our operations offices in Vancouver and Kelowna, British Columbia, we do not currently maintain a permanent place of business within the United States. In addition, a majority of our directors and officers are nationals and/or residents of countries other than the United States, and all or a substantial portion of such persons' assets are located outside the United States. As a result, it may be difficult for investors to enforce within the United States any judgments obtained against our company or our officers or directors, including judgments predicated upon the civil liability provisions of the securities laws of the United States or any state thereof.

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*Trends, risks and uncertainties.*

We have sought to identify what we believe to be the most significant risks to our business, but we cannot predict whether, or to what extent, any of such risks may be realized nor can we guarantee that we have identified all possible risks that might arise. Investors should carefully consider all of such risk factors before making an investment decision with respect to our common shares.

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

None.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Submission of Matters to a Vote of Securities Holders**

None.

**Item 5. Other Information**

Due to the implementation of British Columbia Instrument 51-509 on September 30, 2008 by the British Columbia Securities Commission, we have been deemed to be a British Columbia based reporting issuer. As such, we are required to file certain information and documents at [www.sedar.com](http://www.sedar.com).

**Item 6. Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
3.1*	Articles of Incorporation
3.2*	Bylaws
4.1*	Specimen ordinary share certificate
<a href="#">31.1</a>	<a href="#">Rule 13(a) - 14 (a)/15(d) - 14(a) Certifications - CEO</a>
<a href="#">31.2</a>	<a href="#">Rule 13(a) - 14 (a)/15(d) - 14(a) Certifications - CFO</a>
<a href="#">32.1</a>	<a href="#">Section 1350 Certifications - CEO</a>
<a href="#">32.2</a>	<a href="#">Section 1350 Certifications - CFO</a>

\* Incorporated by reference to same exhibit filed with the Company's Registration Statement on Form SB-2 dated January 10, 2006.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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.

**LEXARIA BIOSCIENCE CORP.**

By: /s/ " John Docherty "  
John Docherty,  
President and Director  
(Principal Executive Officer)  
July 14, 2017

By: /s/ " Chris Bunka "  
Chris Bunka,  
Chief Executive Officer, Chairman and Director  
(Principal Executive Officer)  
July 14, 2017

By: /s/ " Allan Spissinger "  
Allan Spissinger CPA, CA  
Chief Financial Officer  
(Principle Financial Officer)  
July 14, 2017

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**CERTIFICATION PURSUANT TO  
18 U.S.C. ss 1350, AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Chris Bunka, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Lexaria Bioscience Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's first fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 14, 2017

"Chris Bunka"

Chris Bunka  
CEO and Director  
(Principal Executive Officer)

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**CERTIFICATION PURSUANT TO  
18 U.S.C. ss 1350, AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Allan Spissinger, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Lexaria Bioscience Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's first fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 14, 2017

"Allan Spissinger"

Allan Spissinger CPA, CA  
Chief Financial Officer and Treasurer  
(Principal Financial Officer and Principal Accounting  
Officer)

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

I, Chris Bunka, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Quarterly Report on Form 10-Q of Lexaria Bioscience Corp. for the quarter ended May 31, 2017 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Lexaria Bioscience Corp.

Dated: July 14, 2017

*"Chris Bunka"*

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Chris Bunka  
CEO and Director  
(Principal Executive Officer)  
Lexaria Bioscience Corp.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Lexaria Bioscience Corp. and will be retained by Lexaria Bioscience Corp. and furnished to the Securities and Exchange Commission or its staff upon request.

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

I, Allan Spissinger, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Quarterly Report on Form 10-Q of Lexaria Bioscience Corp. for the quarter ended May 31, 2017 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Lexaria Bioscience Corp.

Dated: July 14, 2017

*"Allan Spissinger"*

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Allan Spissinger CPA, CA  
Chief Financial Officer and Treasurer  
(Principal Financial Officer and Principal  
Accounting Officer)  
Lexaria Bioscience Corp.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Lexaria Bioscience Corp. and will be retained by Lexaria Bioscience Corp. and furnished to the Securities and Exchange Commission or its staff upon request.

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