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

FORM 6-K

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

For the month of **March, 2019**

Commission File Number: **001-38480**

IMV Inc.

(Name of registrant)

130 Eileen Stubbs Avenue, Suite 19 Dartmouth, Nova Scotia B3B 2C4, Canada

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

Form 20-F Form 40-F

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

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

SIGNATURES

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

IMV Inc.

Date: March 21, 2019

By: /s/ Pierre Labbé

Name: Pierre Labbé

Title: Chief Financial Officer

Form 6-K Exhibit Index

Exhibit Number	Document Description
99.1	Annual Consolidated Financial Statements for the year ended December 31, 2018
99.2	Management Discussion and Analysis for the period ended December 31, 2018
99.3	CEO Certification
99.4	CFO Certification



Consolidated Financial Statements
December 31, 2018

March 21, 2019

Management's Responsibility for Financial Reporting

The accompanying consolidated financial statements of **IMV Inc. (the "Corporation", formerly "Immunovaccine Inc.")** are the responsibility of management and have been approved by the Board of Directors. The consolidated financial statements have been prepared by management in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. The consolidated financial statements include some amounts and assumptions based on management's best estimates which have been derived with careful judgment.

In fulfilling its responsibilities, management has developed and maintains a system of internal accounting controls. These controls are designed to ensure that the financial records are reliable for preparation of the consolidated financial statements. The Audit Committee of the Board of Directors reviewed and approved the Corporation's consolidated financial statements, and recommended their approval by the Board of Directors.

(signed) "*Frederic Ors*"
Chief Executive Officer

(signed) "*Pierre Labbé*"
Chief Financial Officer



Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of IMV Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated statements of financial position of IMV Inc. (formerly Immunovaccine Inc.) and its subsidiaries (together, the Company) as of December 31, 2018 and 2017, and the related consolidated statements of loss and comprehensive loss, changes in equity and cash flows for the years then ended, including the related notes (collectively referred to as the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and their financial performance and their cash flows for the years then ended in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS).

Change in Accounting Principle

As discussed in Note 3 to the consolidated financial statements, the Company changed the manner in which it accounts for leases in 2018.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits of these consolidated financial statements in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

(signed) "PricewaterhouseCoopers LLP"

Chartered Professional Accountants, Licensed Public Accountants

Halifax, Nova Scotia, Canada
March 21, 2019

We have served as the Company's auditor since 2003.

PricewaterhouseCoopers LLP
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"PwC" refers to PricewaterhouseCoopers LLP, an Ontario limited liability partnership, which is a member firm of PricewaterhouseCoopers International Limited, each member firm of which is a separate legal entity.

IMV Inc. (formerly Immunovaccine Inc.)
Consolidated Statements of Financial Position
As at December 31, 2018 and 2017

(Expressed in thousands of Canadian dollars except for per share amounts)

	2018	2017
	\$	\$
Assets		
Current assets		
Cash and cash equivalents	14,895	14,909
Amounts receivable (note 5)	1,337	261
Prepaid expenses	2,699	838
Investment tax credits receivable	1,111	461
	<u>20,042</u>	<u>16,469</u>
Property and equipment (note 6)	<u>2,883</u>	<u>563</u>
	<u>22,925</u>	<u>17,032</u>
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities (note 7)	7,575	2,760
Amounts due to directors (note 10)	49	21
Current portion of long-term debt (note 11)	81	61
Current portion of lease obligation (note 8)	90	–
	<u>7,795</u>	<u>2,842</u>
Lease obligation (note 8)	1,308	–
Deferred share units (note 9)	1,436	1,371
Long-term debt (note 11)	<u>8,069</u>	<u>6,476</u>
	<u>18,608</u>	<u>10,689</u>
Equity	<u>4,317</u>	<u>6,343</u>
	<u>22,925</u>	<u>17,032</u>

Commitments (note 18)

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

Approved on behalf of the Board of Directors

(signed) "James W. Hall", Director

(signed) "Wayne Pisano", Director

IMV Inc. (formerly Immunovaccine Inc.)
Consolidated Statements of Changes in Equity
For the years ended December 31, 2018 and 2017

(Expressed in thousands of Canadian dollars except for per share amounts)

	Share Capital	Contributed Surplus	Warrants	Deficit	Total
	\$ (note 12)	\$ (note 13)	\$ (note 14)	\$	\$
Balance, December 31, 2016	58,154	6,961	660	(58,792)	6,983
Net loss and comprehensive loss for the period	–	–	–	(12,027)	(12,027)
Issuance of shares in public offering	10,000	–	–	–	10,000
Share issuance costs	(1,197)	–	–	–	(1,197)
Issuance of broker warrants	–	–	208	–	208
Exercise of warrants	1,891	–	(194)	–	1,697
Employee share options:					
Value of services recognized	–	571	–	–	571
Exercise of options	1,265	(1,157)	–	–	108
Balance, December 31, 2017	70,113	6,375	674	(70,819)	6,343
Net loss and comprehensive loss for the period	–	–	–	(21,935)	(21,935)
Issuance of shares in public offering	14,375	–	–	–	14,375
Share issuance costs	(1,480)	–	–	–	(1,480)
Redemption of DSUs, net of applicable taxes	220	–	–	–	220
Issuance of broker warrants	–	–	332	–	332
Exercise of warrants	5,480	–	(591)	–	4,889
Employee share options:					
Value of services recognized	–	1,182	–	–	1,182
Exercise of options	1,444	(1,053)	–	–	391
Balance, December 31, 2018	90,152	6,504	415	(92,754)	4,317

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

IMV Inc. (formerly Immunovaccine Inc.)

Consolidated Statements of Loss and Comprehensive Loss

For the years ended December 31, 2018 and 2017

(Expressed in thousands of Canadian dollars except for per share amounts)

	2018	2017
	\$	\$
Revenue		
Subcontract revenue	82	33
Interest revenue	401	189
	<u>483</u>	<u>222</u>
Expenses		
Research and development	12,852	5,938
General and administrative	7,241	5,202
Government assistance	(1,062)	(1,078)
Business development and investor relations	2,002	1,221
Accreted interest (note 11)	1,385	966
	<u>22,418</u>	<u>12,249</u>
Net loss and comprehensive loss for the year	<u>(21,935)</u>	<u>(12,027)</u>
Basic and diluted loss per share	<u>(0.50)</u>	<u>(0.31)</u>
Weighted-average shares outstanding	<u>43,766,951</u>	<u>38,656,771</u>

On May 2, 2018, the Corporation completed a share consolidation on the basis of one new common share for every 3.2 currently outstanding common shares. Per share amounts and numbers of outstanding common shares, stock options and deferred share units reflect the retrospective application of the share consolidation (see note 22).

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

IMV Inc. (formerly Immunovaccine Inc.)
Consolidated Statements of Cash Flows
For the years ended December 31, 2018 and 2017

(Expressed in thousands of Canadian dollars except for per share amounts)

	2018	2017
	\$	\$
Cash provided by (used in)		
Operating activities		
Net loss and comprehensive loss for the year	(21,935)	(12,027)
Charges to operations not involving cash		
Depreciation of property and equipment	325	140
Stock-based compensation	1,182	571
Deferred share unit compensation	508	1,147
Interest on lease obligation	94	–
Accreted interest	1,385	966
Revaluation of long-term debt	–	(506)
Loss on disposal of assets	8	–
	<u>(18,433)</u>	<u>(9,709)</u>
Net change in non-cash working capital balances related to operations		
(Increase) decrease in amounts receivable	(1,076)	8
Increase in prepaid expenses	(616)	(369)
(Increase) decrease in investment tax credits receivable	(650)	38
Increase in accounts payable and accrued liabilities	3,570	1,055
Increase (decrease) in amounts due to directors	28	(19)
	<u>(17,177)</u>	<u>(8,996)</u>
Financing activities		
Proceeds from issuance of share capital and warrants	14,375	10,000
Share and warrant issuance costs	(1,148)	(990)
Proceeds from the exercise of stock options	391	109
Proceeds from the exercise of warrants	4,889	1,698
Incentive contribution from lessor	896	–
Proceeds from long-term debt	300	–
Withholdings on redemption of DSUs	(223)	–
Repayment of long-term debt	(72)	(72)
Repayment of lease obligation	(74)	–
	<u>19,334</u>	<u>10,745</u>
Investing activities		
Acquisition of property and equipment	(2,185)	(387)
Proceeds from sale of assets	14	–
	<u>(2,171)</u>	<u>(387)</u>
Net change in cash and cash equivalents during the year	(14)	1,362
Cash and cash equivalents – Beginning of year	14,909	13,547
Cash and cash equivalents – End of year	14,895	14,909
Supplementary cash flow		
Interest received	401	189

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

IMV Inc. (formerly Immunovaccine Inc.)

Notes to the Consolidated Financial Statements

For the years ended December 31, 2018 and 2017

(Expressed in thousands of Canadian dollars except for per share amounts)

1 Nature of operations

IMV Inc. (the “Corporation”, “IMV”, formerly “Immunovaccine Inc.”) is a clinical-stage biopharmaceutical company dedicated to making immunotherapy more effective, more broadly applicable, and more widely available to people facing cancer and other serious diseases. IMV is pioneering a new class of immunotherapies based on the Corporation’s proprietary drug delivery platform (“DPX”). This patented technology leverages a novel mechanism of action (“MOA”) discovered by the Corporation. This MOA does not release the active ingredients at the site of injection but forces an active uptake and delivery of active ingredients into immune cells and lymph nodes. It enables the programming of immune cells in vivo, which are aimed at generating powerful new synthetic therapeutic capabilities. DPX no release MOA can be leveraged to generate “first-in-class” T cell therapies with the potential to be transformative in the treatment of cancer. The Corporation has research collaborations with companies and research organizations, including Merck, Incyte Corporation and Leidos Inc. in the U.S. The Corporation has licensed the delivery technology to Zoetis, formerly the animal health division of Pfizer, Inc., for the development of vaccines for livestock. The Corporation has one reportable and geographic segment. Incorporated under the Canada Business Corporations Act and domiciled in Dartmouth, Nova Scotia, the shares of the Corporation are listed on the Nasdaq Stock Market and the Toronto Stock Exchange under the symbol “IMV”. On May 1, 2018, the Corporation changed its name from Immunovaccine Inc. to IMV Inc. The address of its principal place of business is 130 Eileen Stubbs, Suite 19, Dartmouth, Nova Scotia, Canada.

2 Basis of presentation

The Corporation prepares its consolidated financial statements in accordance with Canadian generally accepted accounting principles as set out in the Chartered Professional Accountants of Canada Handbook – Accounting Part I (“CPA Canada Handbook”), which incorporates International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

These consolidated financial statements were approved by the Board of Directors on March 21, 2019.

3 New standards and interpretations adopted January 1, 2018

IFRS 9, Financial Instruments

Effective January 1, 2018, the Corporation was required to adopt IFRS 9. IFRS 9 replaces the provisions of IAS 39, *Financial instruments: recognition and measurement* (“IAS 39”) that relate to the recognition, classification, and measurement of financial assets and financial liabilities, derecognition of financial instruments and impairment of financial assets.

Prior to January 1, 2018, all of the Corporation’s financial instruments were measured using the amortized cost model. At the date of adoption, the Corporation’s financial assets consisted of amounts receivable from collaborative partners for shared clinical costs, and financial liabilities consisted of trade payables and long-term debt arrangements. There is no difference between the categorization of these financial assets and financial liabilities under IFRS 9 and IAS 39 and, accordingly, all such assets and liabilities continue to be measured using the amortized cost model.

(1)

IMV Inc. (formerly Immunovaccine Inc.)

Notes to the Consolidated Financial Statements

For the years ended December 31, 2018 and 2017

(Expressed in thousands of Canadian dollars except for per share amounts)

3 New standards and interpretations adopted January 1, 2018 (continued)

IFRS 9, Financial Instruments (continued)

The Corporation was required to revise its impairment methodology for financial assets under IFRS 9, and now applies the simplified approach to measuring the new concept of expected credit losses, which uses a lifetime expected loss allowance for all trade receivables. Management determined that the effect of applying this model to its financial assets is immaterial and, therefore, no adjustment has been made to the loss allowance as at January 1, 2018.

There was no impact on the January 1, 2018 statement of financial position as a result of the adoption of this standard.

IFRS 15, Revenue from contracts with customers

The Corporation was required to adopt IFRS 15 effective January 1, 2018. The modified retrospective method was applied for transition to this standard, under which the cumulative impact of initially applying the standard is recognized as an adjustment to the opening balance of retained earnings. The Corporation also elected to apply the practical expedient whereby contracts that were completed at the beginning of the earliest period presented need not be considered for restatement.

The Corporation currently generates revenue from providing formulation services to its collaborative partners. No adjustment to opening retained earnings was required as a result of the adoption of this standard based on management's analysis of the performance obligations related to existing contracts of the Corporation. Refer to note 4 for further details on the Corporation's revenue recognition policies.

IFRS 16, Leases

The Corporation also early adopted IFRS 16, *Leases* ("IFRS 16") effective January 1, 2018. IFRS 16 was applied using the modified retrospective approach, under which the cumulative effect of initial application is recognized in retained earnings at January 1, 2018. The details of the change in accounting policy are disclosed below.

Previously, at the inception of a contract, the Corporation determined whether an arrangement contains a lease under IAS 17. Under IFRS 16, the Corporation assesses whether a contract is or contains a lease based on the definition of a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Corporation assesses whether:

- the contract involves the use of an identified asset, specified either explicitly or implicitly, that is physically distinct, and usage represents substantially all of the capacity of the asset;
- the Corporation has the right to obtain substantially all of the economic benefits from use of the asset; and
- the Corporation has the right to direct use of the asset, which is evidenced by decision-making rights to direct how and for what purpose the asset is used.

The Corporation recognizes an asset and a lease liability at the lease commencement date.

(Expressed in thousands of Canadian dollars except for per share amounts)

3 New standards and interpretations adopted January 1, 2018 (continued)

IFRS 16, Leases (continued)

The asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred, less any incentives received. The asset is subsequently depreciated using the declining balance method from the commencement date to the earlier of the end of the useful life of the asset or the end of the lease term. The estimated useful lives of leased assets are determined on the same basis as those of property and equipment. The carrying amount of the leased asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability, if any.

The lease liability is initially measured at the present value of future lease payments, discounted using the interest rate implicit in the lease, or, if that rate cannot be readily determined, the Corporation's incremental borrowing rate. Generally, the Corporation uses its incremental borrowing rate as the discount rate. The lease liability is subsequently measured at amortized cost using the effective interest method. It is remeasured if the Corporation changes its assessment of whether it will exercise a purchase, extension, or termination option. If the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the leased asset, or is recorded in the consolidated statement of loss and comprehensive loss if the carrying value of the leased asset is zero.

The Corporation has elected not to recognize assets and lease liabilities for short-term leases with a term of 12 months or less, and leases of low value assets.

The lease payments associated with these leases are recognized as an expense in the consolidated statement of loss and comprehensive loss over the lease term. Low value assets consist primarily of computers and IT equipment.

This policy is applied for contracts entered into, or changed, on or after January 1, 2018.

For contracts entered into before January 1, 2018, the Corporation determined whether the arrangement was or contained a lease based on the assessment of whether:

- fulfilment of the arrangement was dependent on the use of specific assets; and
- the arrangement conveyed a right to use the asset. An arrangement conveyed the right to use the asset if the Corporation had the ability to control physical access to the asset and how and for what purpose the asset was used.

Under IAS 17, leases that transferred substantially all the risks and rewards of ownership were classified as finance leases. When this was the case, the leased assets were measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. The Corporation did not have any leases that were classified as finance leases under IAS 17.

All other leases were classified as operating leases and were not recognized in the Corporation's statement of financial position. Payments made under operating leases were recognized in the consolidated statement of loss and comprehensive loss over the term of the lease.

IMV Inc. (formerly Immunovaccine Inc.)

Notes to the Consolidated Financial Statements

For the years ended December 31, 2018 and 2017

(Expressed in thousands of Canadian dollars except for per share amounts)

3 New standards and interpretations adopted January 1, 2018 (continued)**Application expedients and impact on financial statements**

On transition to IFRS 16, the Corporation elected to apply the practical expedient to grandfather the assessment of which transactions are leases. IFRS 16 was applied only to contracts that were previously identified as leases. Contracts that were not identified as leases under IAS 17 were not reassessed for whether there is a lease.

The Corporation used the following practical expedients when applying IFRS 16 to leases previously classified as operating leases under IAS 17:

- Applied a single discount rate to a portfolio of leases with similar characteristics;
- Applied the exemption not to recognize assets and lease liabilities for leases with less than 12 months of lease term remaining at the application date; and
- Used hindsight when determining the lease term if the contract contains options to extend or terminate the lease.

On transition, the Corporation applied section C8(b)(ii) of the standard and recognized leased assets at an amount equal to the lease liability, adjusted for prepaid or accrued lease payments recognized before initial application, of which there were none.

As a result, \$87 of leased assets in property and equipment and \$87 of lease liabilities were recognized at January 1, 2018. When measuring lease liabilities, the Corporation discounted lease payments using its incremental borrowing rate at the date of adoption. The rate applied is 11%.

	\$
Operating lease commitment as at December 31, 2017 ¹	275
Recognition exemption for:	
Short-term leases	(131)
Leases of low value assets	(14)
Commitments attributable to non-lease components	(65)
Extension option reasonably certain to be recognized ²	51
	116
Discounted using the incremental borrowing rate at January 1, 2018	(29)
Lease liability recognized at January 1, 2018	87

¹ Does not include \$2,262 related to new office space for which the lease commencement date was June 1, 2018.

² The Corporation has applied the transitional provision of IFRS 16 that allows the use of hindsight in determining the lease term if the contract contains an option to extend the lease.

IMV Inc. (formerly Immunovaccine Inc.)

Notes to the Consolidated Financial Statements

For the years ended December 31, 2018 and 2017

(Expressed in thousands of Canadian dollars except for per share amounts)

3 New standards and interpretations adopted January 1, 2018 (continued)

Application expedients and impact on financial statements (continued)

The leased assets and liabilities recognized are for the Corporation's office spaces that were previously classified as operating leases. These leases typically run for periods of five to ten years, and include an option to renew the lease for an additional period. When reasonably certain that the Corporation will exercise the extension option, the lease payments for the extension have been included in determining the value of the leased asset and liability shown above. Some leases also provide for additional rent payments that relate to property taxes levied on the lessor and operating expense payments made by the lessor; these amounts are generally determined annually and are expensed through the consolidated statement of loss and comprehensive loss.

4 Significant accounting policies, judgments and estimation uncertainty

Basis of measurement

The consolidated financial statements have been prepared under the historical cost convention.

Consolidation

The financial statements of the Corporation consolidate the accounts of IMV Inc. and its subsidiary. All intercompany transactions, balances and unrealized gains and losses from intercompany transactions are eliminated on consolidation. There are no non-controlling interests, therefore, all loss and comprehensive loss is attributable to the shareholders of the Corporation.

Foreign currency translation

i) Functional and presentation currency

Items included in the consolidated financial statements of the Corporation are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Canadian dollars, which is the Corporation's functional currency.

ii) Transactions and balances

Foreign currency translation of monetary assets and liabilities, denominated in currencies other than the Corporation's functional currency, are converted at the rate of exchange in effect at the consolidated statement of financial position date. Income and expense items are translated at the rate of exchange in effect at the transaction date. Translation gains or losses are included in determining income or loss for the year. Foreign exchange loss of \$139 of for the year ended December 31, 2018 (2017 - \$10 gain) is included in general and administrative expenses.

Cash and cash equivalents

Cash and cash equivalents include cash on hand, balances with banks, and highly liquid temporary investments that are readily convertible to known amounts of cash.

IMV Inc. (formerly Immunovaccine Inc.)

Notes to the Consolidated Financial Statements

For the years ended December 31, 2018 and 2017

(Expressed in thousands of Canadian dollars except for per share amounts)

4 Significant accounting policies, judgments and estimation uncertainty (continued)

Financial instruments

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

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

The Corporation recognizes financial instruments based on their classification. Depending on the financial instruments' classification, changes in subsequent measurements are recognized in net loss and comprehensive loss.

The Corporation has implemented the following classifications:

- Cash and cash equivalents and amounts receivable are classified as amortized cost (previously loans and receivables). After their initial fair value measurement, they are measured at amortized cost using the effective interest method; and
- Accounts payable and accrued liabilities, amounts due to directors and long-term debt are classified as other amortized cost (previously financial liabilities). After their initial fair value measurement, they are measured at amortized cost using the effective interest method.

Impairment of financial assets

The Corporation applies the simplified method of the expected credit loss model required under IFRS 9. Under this method, the Corporation estimates a lifetime expected loss allowance for all receivables. Receivables are written off when there is no reasonable expectation of recovery.

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows. The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate.

Property and equipment

Property and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditures that are directly attributable to the acquisition of the asset. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Corporation and the cost can be measured reliably. The carrying amount of a replaced asset is derecognized when replaced. Repairs and maintenance costs are charged to the consolidated statement of loss and comprehensive loss during the year in which they are incurred.

IMV Inc. (formerly Immunovaccine Inc.)

Notes to the Consolidated Financial Statements

For the years ended December 31, 2018 and 2017

(Expressed in thousands of Canadian dollars except for per share amounts)

4 Significant accounting policies, judgments and estimation uncertainty (continued)

Property and equipment (continued)

Depreciation of property and equipment is calculated using the declining-balance method at the following annual rates:

Computer equipment	30%
Computer software	100%
Furniture and fixtures	20%
Laboratory equipment	20%
Leasehold improvements and leased premises	straight-line

Residual values, method of depreciation and useful lives of the assets are reviewed annually and adjusted if appropriate.

Gains and losses on disposals of property and equipment are determined by comparing the proceeds with the carrying amount of the asset and are included as part of general and administrative expenses in the consolidated statement of loss and comprehensive loss.

Property and equipment and intangible assets are tested for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable. For the purpose of measuring recoverable amounts, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units or CGUs). The recoverable amount is the higher of an asset's fair value less the costs to sell, and value in use (being the present value of the expected future cash flows of the relevant asset or CGU).

An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount.

The Corporation evaluates impairment losses for potential reversals when events or circumstances warrant such consideration.

Income tax

Income tax is comprised of current and deferred income tax. Income tax is recognized in the consolidated statement of loss and comprehensive loss except to the extent that it relates to items recognized directly in equity, in which case the income tax is also recognized directly in equity.

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

In general, deferred income tax is recognized in respect of temporary differences including non-refundable investment tax credits, arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements.

IMV Inc. (formerly Immunovaccine Inc.)

Notes to the Consolidated Financial Statements

For the years ended December 31, 2018 and 2017

(Expressed in thousands of Canadian dollars except for per share amounts)

4 Significant accounting policies, judgments and estimation uncertainty (continued)

Income tax (continued)

Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the consolidated statement of financial position date and are expected to apply when the deferred income tax asset or liability is settled. Deferred income tax assets are recognized to the extent that it is probable that the assets can be recovered.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except in the case of subsidiaries, where the timing of the reversal of the temporary difference is controlled by the Corporation and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are presented as non-current.

Research and development

All research costs are expensed in the period incurred. Development costs are expensed in the period incurred, unless they meet the criteria for capitalization, in which case, they are capitalized and then amortized over the useful life. Development costs are written off when there is no longer an expectation of future benefits.

Revenue recognition

Revenues are recognized as the Corporation satisfies its performance obligations under the terms of the contract. Performance obligations are considered to be satisfied when the customer obtains control of the related asset. Current and expected future revenue streams include: (i) milestone payments generated upon entering into potential contractual partnerships and achieving development and sales milestones; (ii) future royalties generated from the eventual commercialization of the Corporation's products; and (iii) amounts generated for providing formulation and research support services related to existing licensing and research agreements with partners.

Revenue resulting from formulation services is recognized in the accounting period in which the formulation is delivered to the customer. Typically, the customer does not have control of the asset while services are being performed and, therefore, revenues are recognized at the time the Corporation has completed its obligation and the customer obtains control of the asset. Revenue resulting from research support services is recognized over time as the services are performed, as the customer benefits simultaneously from the service as the Corporation satisfies its performance obligation.

The Corporation expects to generate upfront payments, milestone and royalty revenues from future licenses for the Corporation's products. Upfront payments and milestones will be recognized as revenue when or as the underlying obligations are achieved and are not conditional on any further performance, which could be at a point in time or over time depending on the contractual terms. Royalty revenue will be recognized in the period in which the Corporation earns the royalty.

The Corporation does not generate licensing or royalty revenues at this time.

IMV Inc. (formerly Immunovaccine Inc.)

Notes to the Consolidated Financial Statements

For the years ended December 31, 2018 and 2017

(Expressed in thousands of Canadian dollars except for per share amounts)

4 Significant accounting policies, judgments and estimation uncertainty (continued)

Share capital

Common shares are classified as equity. Incremental costs directly attributable to the issuance of shares are recognized as a deduction from share capital.

Loss per share

Basic loss per share ("LPS") is calculated by dividing the net loss for the year attributable to equity owners of the Corporation by the weighted average number of common shares outstanding during the year.

Diluted LPS is calculated by adjusting the weighted average number of common shares outstanding for dilutive instruments. The number of shares included with respect to options, warrants and similar instruments is computed using the treasury stock method. Diluted LPS is equal to the LPS as the Corporation is in a loss position and all securities, comprised of options and warrants, would be anti-dilutive.

Stock-based compensation plan

The Corporation grants stock options to certain employees and non-employees. Starting January 1, 2018, stock options vest over three years (33 1/3% per year) and expire after five years. Each tranche in an award is considered a separate award with its own vesting period and grant date fair value. Fair value of each tranche is measured at the date of grant using the Black-Scholes option pricing model. Compensation expense is recognized over the tranche's vesting period by increasing contributed surplus based on the number of awards expected to vest. The number of awards expected to vest is reviewed at least annually, with any impact being recognized immediately.

A holder of an option may, rather than exercise such option, elect a cashless exercise of such option payable in common shares equaling the amount by which the value of an underlying share at that time exceeds the exercise price of such option or warrant to acquire such share.

Deferred share unit plan

The Corporation grants deferred share units ("DSUs") to members of its Board of Directors, who are not employees or officers of the Corporation. All DSUs awarded vest immediately and cannot be redeemed until the holder is no longer a director of the Corporation. All services received in exchange for the grant of DSUs are measured at their fair values. The redemption value of a DSU will be based on the market value of the Corporation's common shares at the time of redemption. On an ongoing basis, the Corporation values its liability with respect to DSUs at the current market value of a corresponding number of common shares and records any increase or decrease in the DSU obligation. Compensation expense is recognized at each grant date in general and administrative expenses on the consolidated statement of loss and comprehensive loss.

(Expressed in thousands of Canadian dollars except for per share amounts)

4 Significant accounting policies, judgments and estimation uncertainty (continued)

Government assistance

Government assistance consists of non-repayable government grants, from a number of government agencies and the difference between the fair value and the book value of repayable low-interest government loans, recorded initially at fair value. Government assistance is recorded in the period earned using the cost reduction method and is included in government assistance on the consolidated statement of loss and comprehensive loss. At December 31, 2018, \$7 (2017 - \$10) of government assistance is included in amounts receivable.

Research and development tax credits

Refundable investment tax credits relating to scientific research and experimental development expenditures are recorded in the accounts in the fiscal period in which the qualifying expenditures are incurred provided there is reasonable assurance that the tax credits will be realized. Refundable investment tax credits, in connection with research and development activities, are accounted for using the cost reduction method and included in government assistance on the statement of loss and comprehensive loss.

Amounts recorded for refundable investment tax credits are calculated based on the expected eligibility and tax treatment of qualifying scientific research and experimental development expenditures recorded in the Corporation's consolidated financial statements.

Critical accounting estimates and judgments

The Corporation makes estimates and assumptions concerning the future that will, by definition, seldom equal actual results. The following are the estimates and judgments applied by management that most significantly affect the Corporation's consolidated financial statements.

The following estimates and judgments have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Calculation of initial fair value and carrying amount of long-term debt

Atlantic Innovation Fund ("AIF") loans

The initial fair value of the AIF loans is determined by using a discounted cash flow analysis for each of the loans, which require a number of assumptions. The difference between the face value and the initial fair value of the AIF loans is recorded in the consolidated statement of loss and comprehensive loss as government assistance. The carrying amount of the AIF loans requires management to adjust the long-term debt to reflect actual and revised estimated cash flows whenever revised cash flow estimates are made or new information related to market conditions is made available. Management recalculates the carrying amount by computing the present value of the estimated future cash flows at the original effective interest rate. Any adjustments are recognized in the consolidated statement of loss as accreted interest after initial recognition.

The significant assumptions used in determining the discounted cash flows include estimating the amount and timing of future revenue for the Corporation and the discount rate.

(Expressed in thousands of Canadian dollars except for per share amounts)

4 Significant accounting policies, judgments and estimation uncertainty (continued)

Critical accounting estimates and judgments (continued)

As the AIF loans are repayable based on a percentage of gross revenue, if any, the determination of the amount and timing of future revenue significantly impacts the initial fair value of the loan, as well as the carrying value of the AIF loans at each reporting date. The expected revenue streams include i) estimated royalties generated from the eventual commercialization of the Corporation's products, and ii) estimated milestone payments generated upon entering into potential contractual partnerships and achieving development and sales milestones. The amount and timing of estimated milestone payments forecasted are earlier and less predictable, therefore, changes in the amount and timing of milestone payments could have a significant impact on the fair value of the loans. Further, the Corporation is in the early stages of research for its product candidates; accordingly, determination of the amount and timing of any revenue streams requires significant judgment by management.

The discount rate determined on initial recognition of the AIF loans is used to determine the present value of estimated future cash flows expected to be required to settle the debt. In determining the appropriate discount rates, the Corporation considered the interest rates of similar long-term debt arrangements with similar terms. The AIF loans are repayable based on a percentage of gross revenue, if any; accordingly, finding financing arrangements with similar terms is difficult and management was required to use significant judgment in determining the appropriate discount rates. Management used a discount rate of 35% to discount the AIF loans.

If the weighted average discount rate used in determining the initial fair value and the carrying value at each reporting date of all AIF loans, with repayment terms based on future revenue, had been determined to be higher by 10%, or lower by 10%, the carrying value of the long-term debt at December 31, 2018 would have been an estimated \$728 lower or \$1,036 higher, respectively. A 10% increase or decrease in the total forecasted revenue would not have a significant impact on the amount recorded for the loans. If the total forecasted revenue were reduced to \$nil, no amounts would be forecast to be repaid on the AIF loans, and the AIF loans payable at December 31, 2018 would be recorded at \$nil, which would be a reduction in the AIF loans payable of \$3,193. If the timing of the receipt of forecasted future revenue was delayed by two years, the carrying value of the long-term debt at December 31, 2018 would have been an estimated \$1,440 lower.

Province of Nova Scotia ("The Province")

The initial fair value of the Province loan is determined by using a discounted cash flow analysis for the loan. The interest rate on the loan is below the market rate for a commercial loan with similar terms.

The significant assumption used in determining the discounted cash flows is the discount rate.

Any changes in the discount rate would impact the amount recorded as initial fair value of the long-term debt and the carrying value of the long-term debt at each reporting date. In determining the appropriate discount rate, the Corporation considers the interest rates of similar long-term debt arrangements with similar terms.

IMV Inc. (formerly Immunovaccine Inc.)

Notes to the Consolidated Financial Statements

For the years ended December 31, 2018 and 2017

(Expressed in thousands of Canadian dollars except for per share amounts)

4 Significant accounting policies, judgments and estimation uncertainty (continued)**Critical accounting estimates and judgments (continued)**

The Province loan is a government loan with principal payments only required at the end of seven years; accordingly, finding financing arrangements with similar terms is difficult and management was required to use significant judgment in determining the appropriate discount rates. Management used a discount rate of 11% to discount the Province loan.

If the discount rate used for the Province loan had been determined to be higher or lower by 5% (resulting in discount rates of 16% or 6%, respectively), the carrying value of the long-term debt at December 31, 2018 would have been an estimated \$325 lower or \$353 higher, respectively. The difference between the book value and the initial fair value of the Province loan is recorded in the consolidated statement of loss as government assistance on initial recognition. Any changes in the amounts recorded on the consolidated statement of financial position for the Province loan result in an offsetting charge to accreted interest after initial recognition in the consolidated statement of loss.

5 Amounts receivable

	2018	2017
	\$	\$
Amounts due from government assistance and government loans	7	10
Sales tax receivable	557	151
Revenue from subcontracts	33	10
Other	740	90
	<u>1,337</u>	<u>261</u>

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IMV Inc. (formerly Immunovaccine Inc.)

Notes to the Consolidated Financial Statements

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(Expressed in thousands of Canadian dollars except for per share amounts)

6 Property and equipment

	Computer equipment and software	Furniture and fixtures	Laboratory equipment	Leased Premises	Leasehold improve- ments	Total
	\$	\$	\$	\$	\$	\$
Year ended December 31, 2017						
Opening net book value	43	17	256	–	–	316
Additions	73	15	282	–	17	387
Disposals						
Cost	(9)	–	–	–	–	(9)
Accumulated depreciation	9	–	–	–	–	9
Depreciation for the year	(50)	(5)	(79)	–	(6)	(140)
Closing net book value	66	27	459	–	11	563
At December 31, 2017						
Cost	205	85	1,166	–	17	1,473
Accumulated depreciation	(139)	(58)	(707)	–	(6)	(910)
Net book value	66	27	459	–	11	563
Year ended December 31, 2018						
Opening net book value	66	27	459	–	11	563
Additions	79	171	217	1,417	782	2,666
Disposals						
Cost	(9)	(61)	(37)	–	–	(107)
Accumulated depreciation	7	47	31	–	–	85
Depreciation for the year	(47)	(21)	(112)	(94)	(50)	(325)
Closing net book value	96	163	558	1,323	743	2,883
At December 31, 2018						
Cost	275	194	1,346	1,417	800	4,032
Accumulated depreciation	(179)	(31)	(788)	(94)	(57)	(1,149)
Net book value	96	163	558	1,323	743	2,883

7 Accounts payable and accrued liabilities

	2018	2017
	\$	\$
Trade payables	5,282	1,683
Accrued liabilities	2,275	1,057
Payroll taxes	18	20
	7,575	2,760

IMV Inc. (formerly Immunovaccine Inc.)
Notes to the Consolidated Financial Statements
For the years ended December 31, 2018 and 2017

(Expressed in thousands of Canadian dollars except for per share amounts)

8 Lease obligation

	Amount
	\$
Balance – December 31, 2017	–
Leases recognized upon transition to IFRS 16	87
Additions	1,291
Repayment of lease obligation	(74)
Accreted interest	94
Balance – December 31, 2018	1,398
Less: Current portion	(90)
Non-current portion	1,308

The Corporation recognizes a right-of-use asset and lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the liability, discounted at an incremental borrowing rate of 11%, adjusted for any payments made before the commencement date, plus any initial direct costs, less any lease incentives received. During the nine months ended December 31, 2018, the Corporation recognized \$1,417 (2017 - \$nil) in right-of-use assets in property, plant and equipment on the statements of financial position.

9 Deferred share units (“DSUs”)

The maximum number of common shares which the Corporation is entitled to issue from Treasury in connection with the redemption of DSUs granted under the DSU Plan is 468,750 common shares. The number of DSUs disclosed below reflect the retrospective application of the share consolidation completed May 2, 2018 (see note 22).

DSU activity for the year ended December 31, 2018 and the year ended December 31, 2017 are as follows:

	December 31, 2018 Number	December 31, 2017 Number
Opening balance	186,330	101,563
Granted	97,072	84,767
Redeemed	(59,798)	–
Closing balance	223,604	186,330

At December 31, 2018, there were 223,604 (December 31, 2017 - 186,330) DSUs outstanding related to this Plan and the total carrying amount of the liability was \$1,436 (2017 - \$1,371). The compensation expense for the year ended December 31, 2018 was \$508 (2017 - \$325) with the amortization of the cost over the vesting period. Vested DSUs cannot be redeemed until the holder is no longer a member of the Board.

IMV Inc. (formerly Immunovaccine Inc.)

Notes to the Consolidated Financial Statements

For the years ended December 31, 2018 and 2017

(Expressed in thousands of Canadian dollars except for per share amounts)

9 Deferred share units (“DSUs”) (continued)

The redemption value of a DSU equals the market value of an IMV Inc. common share at the time of redemption. On an ongoing basis, the Corporation values the DSU obligation at the current market value of a corresponding number of IMV Inc. common shares and records any increase or decrease in the DSU obligation as an expense on the consolidated statements of loss and comprehensive loss.

10 Amounts due to directors

During the year ended December 31, 2018, the Corporation incurred \$206 (2017 - \$163) of directors' fees and attendance fees earned by the members of the Board of Directors who are not employees or officers of the Corporation. At December 31, 2018, \$49 (2017 - \$21) was due to these individuals. These costs are included in general and administrative expenses in the consolidated statements of loss and comprehensive loss.

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IMV Inc. (formerly Immunovaccine Inc.)

Notes to the Consolidated Financial Statements

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(Expressed in thousands of Canadian dollars except for per share amounts)

11 Long-term debt

	2018	2017
	\$	\$
Atlantic Canada Opportunities Agency (“ACOA”) Atlantic Innovation Fund interest-free loan with a maximum contribution of \$3,786. Annual repayments, commencing December 1, 2008, are calculated as a percentage of gross revenue for the preceding fiscal year, at 2% when gross revenues are less than \$5,000 and 5% when gross revenues are greater than \$5,000. As at December 31, 2018, the amount drawn down on the loan, net of repayments, is \$3,744 (2017 - \$3,747).	1,202	758
ACOA Atlantic Innovation Fund interest-free loan with a maximum contribution of \$3,000. Annual repayments, commencing December 1, 2011, are calculated as a percentage of gross revenue for the preceding fiscal year, at 2% when gross revenues are less than \$5,000 and 5% when gross revenues are greater than \$5,000. As at December 31, 2018, the amount drawn down on the loan is \$2,995 (2017 - \$2,997).	1,034	651
ACOA Business Development Program, interest-free loan with a maximum contribution of \$395, repayable in monthly payments beginning October 2015 of \$3 until October 2017 and \$6 until September 2022. As at December 31, 2018, the amount drawn down on the loan, net of repayments, is \$251 (2017 - \$318).	238	294
ACOA Atlantic Innovation Fund interest-free loan with a maximum contribution of \$2,944, annual repayments commencing September 1, 2014, are calculated as a percentage of gross revenue from specific product(s) for the preceding fiscal year, at 5% for the first 5 year period and 10%, thereafter. As at December 31, 2018, the amount drawn down on the loan is \$2,944 (2017 - \$2,944).	957	733
TNC 120-140 Eileen Stubbs Ltd. (the “Landlord”) loan, with a maximum contribution of \$300,000, bearing interest at 8% annum, is repayable in monthly payments beginning upon receipt of the final installment of the loan until May 31, 2028. The loan is made available in three equal installments based on the Corporation meeting certain milestones. As at December 31, 2018, the amount drawn down on the loan is \$300 (2017 - \$ nil).	300	–
Province of Nova Scotia “The Province” secured loan with a maximum contribution of \$5,000, interest bearing at a rate equal to the Province’s cost of funds plus 1%, compounded semi-annually and payable monthly. The loan is made available in four equal installments based on the Corporation meeting certain milestones, and is repayable on the seventh anniversary date of the first disbursement. The Corporation and its subsidiary have provided a general security agreement granting a first security interest in favour of the Province of Nova Scotia in and to all the assets of the Corporation and its subsidiary, including the intellectual property. As at December 31, 2018, the amount drawn down on the loan is \$5,000 (2017 - \$5,000).	4,419	4,101
	<u>8,150</u>	<u>6,537</u>
Less: Current portion	81	61
	<u>8,069</u>	<u>6,476</u>

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IMV Inc. (formerly Immunovaccine Inc.)

Notes to the Consolidated Financial Statements

For the years ended December 31, 2018 and 2017

(Expressed in thousands of Canadian dollars except for per share amounts)

11 Long-term debt (continued)

Total contributions received, less amounts that have been repaid as at December 31, 2018, is \$15,234 (2017 - \$15,007).

Certain ACOA loans and the Province loan require approval by ACOA or the Minister for the Province before the Corporation can pay management fees, bonuses, dividends or other distributions, or before there is any change of ownership of the Corporation. The Province loan requires the Corporation to obtain the written consent of the Province prior to the sale, disposal or abandonment of possession of the intellectual property of the Corporation or its subsidiary. If during the term of the Province loan, the head office, research and development facilities, or production facilities of the Corporation are moved from the Province, the Corporation is required to repay 40% of the outstanding principal of the loan.

In August 2017, the Corporation received a two-year extension of the maturity of the Province loan. The original maturity date of the loan was August 9, 2018 and is now August 9, 2020. The annual interest rate remains at the Province's cost of funds plus 1 per cent.

The Province loan requires certain early repayments if the Corporation's subsidiary, or the Corporation on a consolidated basis, has cash flow from operations in excess of \$1,500,000. The Province loan also requires repayment of the loan under certain circumstances, such as changes of control, sale or liquidation of the Corporation or the sale of substantially all of the assets of the Corporation.

The minimum annual principal repayments of long-term debt over the next five years, excluding the Atlantic Innovation Fund repayments for 2019 and beyond which are not determinable at this time, are as follows:

	\$		
Year ending December 31, 2019	81		
2020	4,286		
2021	90		
2022	78		
2023	31		
		2018	2017
		\$	\$
Balance – Beginning of year	6,537	6,537	6,149
Borrowings, net of \$nil (2017 - \$nil) allocated to government assistance	300	300	–
Accreted interest	1,385	1,385	966
Revaluation of long-term debt	–	–	(506)
Repayment of debt	(72)	(72)	(72)
Balance – End of year	8,150	8,150	6,537
Less: Current portion	81	81	61
Non-current portion	8,069	8,069	6,476

The Corporation is in compliance with its debt covenants.

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12 Share capital

Authorized

Unlimited number of common shares and preferred shares, issuable in series, all without par value.

	Number of common shares	Amount \$
Issued and outstanding		
Balance – December 31, 2016	36,817,328	58,154
Issued for cash consideration, net of issuance costs	2,403,846	8,803
Stock options exercised	316,538	1,265
Warrants exercised	782,229	1,891
Balance – December 31, 2017	40,319,941	70,113
Issued for cash, net of issuance costs	2,246,094	12,895
Stock options exercised	480,754	1,444
DSUs redeemed	29,713	220
Warrants exercised	2,029,899	5,480
Balance – December 31, 2018	45,106,401	90,152

As at December 30, 2018, a total of 1,890,539 shares (December 31, 2017 - 3,771,968) are reserved to meet outstanding stock options, warrants and deferred share units.

On February 15, 2018, the Corporation completed a bought deal public offering of 2,246,094 common shares at a price of \$6.40 per common share, for aggregate proceeds of \$14,375. Total costs associated with the offering were \$1,480, including cash costs for commissions of \$863, professional fees and regulatory costs of \$285, and 134,766 compensation warrants issued as commissions to the agents valued at \$332. Each compensation warrant entitles the holder to acquire one common share of the Corporation at an exercise price of \$6.53 for a period of 24 months, expiring on February 15, 2020.

On June 21, 2017, the Corporation completed a bought deal public offering of 2,403,846 common shares at a price of \$4.16 per common share, for aggregate proceeds of \$10,000. Total costs associated with the offering were \$1,197, including cash costs for commissions of \$600, professional fees and regulatory costs of \$391, and 144,231 compensation warrants issued as commissions to the agents valued at \$208. Each compensation warrant entitles the holder to acquire one common share of the Corporation at an exercise price of \$4.22 for a period of 24 months, expiring on June 21, 2019.

The per share amounts disclosed above reflect the retrospective application of the share consolidation completed May 2, 2018 (see note 22).

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13 Contributed surplus

	Amount
	\$
Contributed surplus	
Balance – December 31, 2016	6,961
Share-based compensation – stock options vested	571
Warrants expired	–
Stock options exercised	(1,157)
Balance – December 31, 2017	6,375
Share-based compensation – stock options vested	1,182
Stock options exercised	(1,053)
Balance – December 31, 2018	6,504

Stock options

The Board of Directors of the Corporation has established a stock option plan (the "Plan") under which options to acquire common shares of the Corporation are granted to directors, employees and other advisors of the Corporation. The maximum number of common shares issuable under the Plan shall not exceed 3,437,500, inclusive of all shares presently reserved for issuance pursuant to previously granted stock options. If any option expires or otherwise terminates for any reason without having been exercised in full, or if any option is exercised in whole or in part, the number of shares in respect of which option expired, terminated or was exercised shall again be available for the purposes of the Plan.

Stock options are granted with an exercise price determined by the Board of Directors, which is not less than the market price of the shares on the day preceding the award. The term of the option is determined by the Board of Directors, not to exceed ten years from the date of grant, however, the majority of options expire in five years. The vesting of the options is determined by the Board and beginning, January 1, 2018, is typically 33 1/3% every year after the date of grant.

In the event that the option holder should die while he or she is still a director, employee or other advisor of the Corporation, the expiry date shall be 12 months from the date of death of the option holder, not to exceed the original expiry date of the option. In the event that the option holder ceases to be a director, employee or other advisor of the Corporation other than by reason of death or termination, the expiry date of the option shall be the 90th day following the date the option holder ceases to be a director, employee or other advisor of the Corporation, not to exceed the original expiry date of the option.

The fair values of stock options are estimated using the Black-Scholes option pricing model. During the year ended December 31, 2018, 619,505 stock options (2017 - 266,813) with a weighted average exercise price of \$6.65 (2017 - \$2.40) and a term of five years (2017 - five years), were granted to employees and consultants. The expected volatility of these stock options was determined using historical volatility rates and the expected life was determined using the weighted average life of past options issued. The value of these stock options has been estimated at \$2,378 (2017 - \$425), which is a weighted average grant date value per option of \$3.84 (2017 - \$1.60), using the Black-Scholes valuation model and the following weighted average assumptions:

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13 Contributed surplus (continued)

Stock options (continued)

	2018	2017
Risk-free interest rate	2.02%	2.70%
Expected volatility	77%	98%
Expected life (years)	4.2	4.4
Forfeiture rate	5%	4%

Option activity for the year ended December 31, 2018 and 2017 was as follows:

	2018	2017		
	Number	Weighted average exercise price	Number	Weighted average exercise price
		\$		\$
Outstanding - Beginning of year	1,498,052	2.26	1,961,791	2.23
Granted	619,505	6.65	266,814	2.40
Exercised	(626,875) ¹	2.18	(627,256) ¹	2.21
Expired	(5,569)	1.80	(64,068)	2.19
Forfeited	(10,636)	4.92	(39,229)	2.37
Outstanding - End of year	1,474,477	4.12	1,498,052	2.26

¹ Of the 626,875 (2017 - 627,256) options exercised, 443,748 (2017 - 548,833) elected the cashless exercise, under which 297,626 shares (2017 - 238,130) were issued. These options would have otherwise been exercisable for proceeds of \$975 (2017 - \$1,227) on the exercise date.

The weighted average exercise price of options exercisable at December 31, 2018 is \$4.09 (2017 - \$2.25). The maximum number of common shares issuable under the Corporation's stock option plan shall not exceed 3,437,500, inclusive of all shares presently reserved for issuance pursuant to previously granted stock options.

At December 31, 2018, the following options were outstanding:

Options outstanding				Options exercisable			
Exercise price range	Number	Weighted average exercise price	Weighted average remaining contractual life (years)	Number	Weighted average exercise price	Weighted average remaining contractual life (years)	
\$		\$			\$		
1.98 – 2.29	285,939	2.08	2.16	285,939	2.08	2.16	
2.30 – 2.38	259,377	2.37	1.48	259,377	2.37	1.48	
2.39 – 3.01	310,125	2.50	2.63	310,125	2.50	2.63	
3.02 – 6.72	400,625	6.36	4.17	5,312	3.20	0.25	
6.73 – 7.39	218,411	7.09	4.17	–	–	–	
	1,474,477	4.12	2.98	860,753	2.33	2.11	

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14 Warrants

Warrant activity for the years ended December 31, 2018 and 2017 was as follows:

	2018			2017		
	Number	Weighted average exercise price \$	Amount \$	Number	Weighted average exercise price \$	Amount \$
Opening balance	2,087,598	2.46	674	2,725,596	2.27	660
Granted	134,766	6.53	332	144,231	4.22	208
Exercised	(2,029,905)	2.41	(591)	(782,229)	2.18	(194)
Closing balance	<u>192,459</u>		<u>415</u>	<u>2,087,598</u>		<u>674</u>

The fair values of warrants are estimated using the Black-Scholes option pricing model. The weighted average grant date value per warrant of warrants issued in 2018 was \$2.47 (2017 - \$1.44), determined using the Black-Scholes valuation model and the following weighted average assumptions:

	2018	2017
Risk-free interest rate	1.84%	2.70%
Expected volatility	68%	72%
Expected dividend yield	–	–
Expected life (years)	2	2

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15 Deferred income taxes**a) Reconciliation of total tax recovery**

The effective rate on the Corporation's loss before income tax differs from the expected amount that would arise using the statutory income tax rates. A reconciliation of the difference is as follows:

	2018	2017
	\$	\$
Loss before income taxes	(21,935)	(12,027)
Income tax rate	30.0%	31.0%
	(6,581)	(3,728)
Effect on income taxes of:		
Non-deductible share-based compensation	507	533
Unrecognized deductible temporary difference and carry forward amounts and experimental development expenditures	6,040	3,184
Other non-deductible items	34	11
Income tax recovery	—	—

b) Deferred income tax

The significant components of the Corporation's deferred income tax are as follows:

	2018	2017
	\$	\$
Deferred income tax liabilities:		
Intangibles	—	—
Deferred income tax assets:		
Non-capital losses	—	—
Net deferred income tax liability	—	—

The following reflects the balance of temporary differences for which no deferred income tax asset has been recognized:

	2018	2017
	\$	\$
Non-capital losses	63,230	43,719
Scientific research and experimental development expenditures	20,096	13,906
Non-refundable investment tax credits	3,832	2,801
Deductible share issuance costs	2,028	1,846
Long-term debt	7,612	6,243
Property and equipment	725	1,144

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15 Deferred income taxes (continued)

c) Non-capital losses

As at December 31, 2018, the Corporation had approximately \$63,230 in losses available to reduce future taxable income. The benefit of these losses has not been recorded in the accounts as realization is not considered probable. These losses may be claimed no later than:

	\$
For the year ending December 31, 2025	1,000
2026	1,100
2027	1,470
2028	1,770
2029	660
2030	2,640
2031	5,180
2032	4,110
2033	4,270
2034	3,400
2035	7,560
2036	5,100
2037	6,700
2038	18,270
	<u>63,230</u>

d) Scientific research and experimental development expenditures

The Corporation has approximately \$20,096 of unclaimed scientific research and development expenditures, which may be carried forward indefinitely and used to reduce taxable income in future years. The potential income tax benefits associated with the unclaimed scientific research and experimental development expenditures have not been recognized in the accounts as realization is not considered probable.

e) Non-refundable investment tax credits

The Corporation also has approximately \$3,832 in non-refundable federal investment tax credits which may be carried forward to reduce taxes payable. These tax credits will be fully expired by 2038. The benefit of these tax credits has not been recorded in the accounts as realization is not considered probable.

IMV Inc. (formerly Immunovaccine Inc.)

Notes to the Consolidated Financial Statements

For the years ended December 31, 2018 and 2017

(Expressed in thousands of Canadian dollars except for per share amounts)

16 Capital management

The Corporation views capital as the sum of its cash and cash equivalents, long-term debt and equity. The Corporations' objectives when managing capital is to safeguard its ability to continue as a going concern in order to provide an adequate return to shareholders and maintain a sufficient level of funds to finance its research and development activities, general and administrative expenses, working capital and overall capital expenditures, including those associated with patents and trademarks. To maintain or adjust the capital structure, the Corporation may attempt to issue new shares, issue new debt, acquire or dispose of assets, all of which are subject to market conditions and the terms of the underlying third party agreements. The Corporation is not subject to any regulatory capital requirements imposed.

	2018	2017
	\$	\$
Total long-term debt	8,150	6,537
Less: Cash and cash equivalents	(14,895)	(14,909)
Net debt	(6,745)	(8,372)
Equity	4,317	6,343
Total capital	(2,428)	(2,029)

The Corporation is in compliance with its debt covenants.

17 Financial instruments**Fair value of financial instruments**

Financial instruments are defined as a contractual right or obligation to receive or deliver cash on another financial asset.

The following table sets out the approximate fair values of financial instruments as at the consolidated statements of financial position date with relevant comparatives:

	2018		2017	
	Carrying	Fair value	Carrying	Fair value
	value		value	
	\$	\$	\$	\$
Cash and cash equivalents	14,895	14,895	14,909	14,909
Amounts receivable	780	780	110	110
Accounts payable and accrued liabilities	7,557	7,557	2,741	2,741
Amounts due to directors	49	49	21	21
Long-term debt	8,150	8,150	6,537	6,537

Assets and liabilities, such as commodity taxes, that are not contractual and that arise as a result of statutory requirements imposed by governments, do not meet the definition of financial assets or financial liabilities and are, therefore, excluded from amounts receivable and accounts payable.

IMV Inc. (formerly Immunovaccine Inc.)

Notes to the Consolidated Financial Statements

For the years ended December 31, 2018 and 2017

(Expressed in thousands of Canadian dollars except for per share amounts)

17 Financial instruments (continued)

Fair value of financial instruments (continued)

Fair value of items, which are short-term in nature, have been deemed to approximate their carrying value. The above noted fair values, presented for information only, reflect conditions that existed only at December 31, 2018, and do not necessarily reflect future value or amounts which the Corporation might receive if it were to sell some or all of its assets to a willing buyer in a free and open market.

The fair value of the long-term debt is estimated based on the expected interest rates for similar borrowings by the Corporation at the consolidated statements of financial position dates. At December 31, 2018, the fair value is estimated to be equal to the carrying amount.

Risk management

The Corporation, through its financial assets and liabilities, has exposure to the following risks from its use of financial instruments: interest rate risk; credit risk; liquidity risk; and currency risk. Management is responsible for setting acceptable levels of risk and reviewing risk management activities as necessary.

a) Interest rate risk

The Corporation has limited exposure to interest rate risk on its lending and borrowing activities. The Corporation has a significant loan in which the interest rate is dependent on the cost of funds from the lender plus 1%. This interest rate is fixed at the time that each loan disbursement is made, resulting in limited variability to the interest rate. The total amount drawn down on the loan as at December 31, 2018 is \$5,000 (2017 - \$5,000) and the Corporation is required to make interest payments in fiscal 2019 of \$148.

The Corporation has an interest-free loan that is repayable over 84 months, resulting in required principal debt payments in fiscal 2019 of \$67, and also has a loan which has a fixed interest rate of 8% per annum resulting in interest payments in 2019 of \$21. The remaining outstanding debt as at December 31, 2018 is interest-free, only becoming repayable when revenues are earned. The Corporation is required to make principal debt payments in fiscal 2019 of \$5.

b) Credit risk

Credit risk arises from cash and cash equivalents and amounts receivable. The Corporation invests excess cash in high-interest savings accounts or in highly liquid temporary investments of Schedule 1 Canadian Banks. The credit risk of cash and cash equivalents is limited because the counter-parties are banks with high credit ratings assigned by international credit rating agencies.

The total of amounts receivable disclosed in the consolidated statements of financial position as at December 31, 2018 of \$1,337 (2017 - \$261) is comprised mainly of current period advances due to the Corporation for government assistance programs and cost-recoveries from third party partners, as well as sales taxes recoverable. If required, the balance is shown net of allowances for bad debts, estimated by management based on prior experience and their assessment of the current economic environment. Historically, there have been no collection issues and the Corporation does not believe it is subject to any significant concentration of credit risk.

IMV Inc. (formerly Immunovaccine Inc.)
Notes to the Consolidated Financial Statements
For the years ended December 31, 2018 and 2017

(Expressed in thousands of Canadian dollars except for per share amounts)

17 Financial instruments (continued)

Risk management (continued)

c) Liquidity risk

Liquidity risk represents the possibility that the Corporation may not be able to gather sufficient cash resources when required and under reasonable conditions to meet its financial obligations.

Since the Corporation's inception, operations have been financed through the sale of shares, issuance of debt, revenue and cost-recoveries from license agreements, interest income on funds available for investment, government assistance and income tax credits. The Corporation has incurred significant operating losses and negative cash flows from operations since inception and has an accumulated deficit of \$92,754 as at December 31, 2018.

While the Corporation has \$14,895 in cash and cash equivalents at December 31, 2018, it continues to have an ongoing need for substantial capital resources to research and develop, commercialize and manufacture its products and technologies. The Corporation is currently not yet receiving a significant ongoing revenue stream from its license agreements, nor can it be certain that it will receive significant revenue from these agreements before additional cash is required. As a result, there can be no assurance that the Corporation will have sufficient capital to fund its ongoing operations, and develop or commercialize any of its products without future financing.

The following table outlines the contractual maturities for long-term debt repayable based on a percentage of revenues for the Corporation's financial liabilities. The long-term debt is comprised of the contributions received described in note 11, less amounts that have been repaid as at December 31, 2018:

	Total	Year 1	Years 2 to 3	Years 4 to 5	After 5 years
	\$	\$	\$	\$	\$
Accounts payable and accrued liabilities	7,575	7,575	—	—	—
Amounts due to directors	49	49	—	—	—
Short term and low value leases	66	18	27	21	—
Long-term leases	2,398	275	533	518	1,072
Long-term debt	15,612	264	5,324	142	9,882
	<u>25,700</u>	<u>8,181</u>	<u>5,884</u>	<u>681</u>	<u>10,954</u>

The above amounts include interest payments, where applicable.

d) Currency risk

The Corporation incurs some revenue and expenses in U.S. dollars and, as such, is subject to fluctuations as a result of foreign exchange rate variation. The Corporation does not have in place any tools to manage its foreign exchange risk, as these U.S. dollars transactions are not significant to overall operations.

Foreign exchange loss of \$139 for the year ended December 31, 2018 (2017, foreign exchange gain - \$10) are included in general and administrative expenses. If the foreign exchange had been 1% higher/lower, with all other variables held constant, it would have had an immaterial impact on the foreign exchange gain/loss.

IMV Inc. (formerly Immunovaccine Inc.)

Notes to the Consolidated Financial Statements

For the years ended December 31, 2018 and 2017

(Expressed in thousands of Canadian dollars except for per share amounts)

18 Commitments

The minimum annual payments under long-term lease agreements for office premises and equipment expiring over the next five years are as follows:

	\$
Year ending December 31, 2019	257
2020	253
2021	253
2022	251
2023	247

On July 12, 2010, the Corporation entered into a License Agreement with Merck KGaA to in-license EMD 640744, an investigational therapeutic Survivin-based cancer antigen designed to target multiple solid tumors and hematological malignancies. Should the Corporation's research using these antigens continue and prove successful through clinical trials and on to commercialization, the Corporation would be required to pay certain future milestones and royalty payments along the way. The likelihood and timing of these payments is not known at this time.

19 Related party transactions

During the year ended December 31, 2018, there were no related party transactions (2017 - \$nil).

20 Expenses by nature

	2018	2017
	\$	\$
Salaries, wages and benefits	5,945	4,025
Other research and development expenditures, including clinical costs	8,398	3,045
Professional and consulting fees	1,987	1,231
Travel	550	225
Office, rent and telecommunications	586	414
Insurance	444	81
Marketing, communications and investor relations	1,370	1,154
Depreciation	325	140
Stock-based compensation	1,182	571
Deferred share unit compensation	508	1,147
Other	800	329
Accreted interest	1,385	966
Research and development tax credits	(1,027)	(537)
Government assistance	(35)	(542)
	22,418	12,249

(27)

IMV Inc. (formerly Immunovaccine Inc.)

Notes to the Consolidated Financial Statements

For the years ended December 31, 2018 and 2017

(Expressed in thousands of Canadian dollars except for per share amounts)

21 Compensation of key management

Key management includes the Corporation's Directors, the Chief Executive Officer, the Chief Financial Officer, and the Chief Medical Officer. Compensation awarded to key management is summarized as follows:

	2018	2017
	\$	\$
Salaries and other benefits	1,651	1,329
Stock-based compensation	2,121	792
	<u>3,772</u>	<u>2,121</u>

22 Share consolidation

On May 2, 2018, the Corporation completed a share consolidation on the basis of one new common share for every 3.2 currently outstanding shares. Effective at the opening of trading on May 10, 2018, the Corporation's common shares commenced trading on a consolidated basis.

23 Subsequent event

On March 6, 2019, the Corporation completed the March 2019 Public Offering, issuing an aggregate of 4,900,000 common shares at a price of \$5.45 per common share, raising gross proceeds of \$26.7 million. On March 11, 2019, the underwriters partially exercised their option to purchase common shares, resulting in the issuance of 504,855 common shares of the Corporation at a price of \$5.45 per share for additional gross proceeds of approximately \$2.75 million. As a result of the exercise of this option, the Corporation has raised total gross proceeds of approximately \$29.46 million before deducting the underwriting commissions and offering expenses, which are estimated to be \$2 million.

(28)



Management's Report on Financial Position and Operating Results

For the year ended December 31, 2018

LETTER TO SHAREHOLDERS

Dear Fellow Shareholders,

IMV made significant advancements in 2018. Foundational changes, including shifting the name of the corporation to IMV and listing on Nasdaq, are enabling us to access to a larger pool of investors and allow us to better communicate our value proposition globally. However, the evolution of our clinical program is an even more important accomplishment: we entered into a collaboration with Merck across five tumor types; opted, based on DeCidE clinical data, to pursue DPX-Survivac as a monotherapy in ovarian cancer; and published studies clearly demarcating the T cell-activating novel mechanism of action of our DPX platform. With these milestones achieved, we are looking forward to a strong 2019 in which we will continue to advance our pipeline, drive value for investors, and support unmet patient needs.

IMV anticipates continued progress on several important milestones over the next year, which include:

- Topline data from the corporation-sponsored phase 2 monotherapy trial in ovarian cancer;
- Topline data from the combination phase 2 trial with Merck in diffuse large B-cell lymphoma (DLBCL); and
- Preliminary data from the phase 2 basket trial collaboration with Merck.

2018 Highlights

Clinical Programs - DeCidE1/2

- Updated phase 1b data shared via an oral presentation at the 2018 ASCO Meeting and topline data from the first two phase 1b dosing cohorts highlighted at the 2018 ESMO-IO Meeting.
 - Based on these data, IMV opted to develop DPX-Survivac as a monotherapy in certain ovarian cancer patients defined by BTB (baseline tumor burden), an indication of tumour size.
 - Additional analyses were conducted that correlated DPX-Survivac's novel MOA - the level of T cell infiltration - with clinical response.
- Met with the U.S. Food and Drug Administration (FDA) and submitted an updated DECIDE trial protocol. In addition, IMV discussed with the Agency the need for accelerated approvals in advanced ovarian cancer and received guidance on clinical design considerations for different lines of therapy and platinum-sensitive and resistant patients.

Additional Clinical Highlights

- First clinical data obtained from the combination of DPX-Survivac and mCPA with Keytruda® (SPiReL trial), which came from an investigator-sponsored phase 2 trial in patients with persistent or recurrent/refractory DLBCL; data from the combination signaled significant anti-cancer activity in three of the first four evaluable patients as well as a tolerable safety profile.
- Announced a collaboration with Merck in a phase 2 basket trial evaluating the safety and efficacy of DPX-Survivac, low-dose cyclophosphamide, and Keytruda® (pembrolizumab) in patients with select advanced or recurrent solid tumors across five different indications: bladder, liver (hepatocellular carcinoma), ovarian, or non-small cell lung (NSCLC) cancers as well as tumors with the microsatellite instability high (MSI-H) biomarker.

R&D Milestones

- Research published in the *Journal of Biomedical Science* demonstrated the association between IMV's proprietary immune-targeted delivery technology and enhanced efficacy in slowing tumor progression.
 - New data presented at the 2018 AACR Meeting highlighted the novel MOA underscoring the Corporation's T cell-activating DPX technology and the potential for heightened anti-cancer activity of combination therapies based on IMV's proprietary delivery platform.
-

Operational Highlights:

- **Completion of two public offerings:** In February 2018 and in March 2019 for a total of approximately \$43.9 million.
- **Nasdaq listing and share consolidation:** IMV's common shares commenced trading on the Nasdaq Stock Market LLC on June 1, 2018.
- **Corporate name change:** Because the MOA of DPX-based candidates signals a new class of immunotherapies that is differentiated from vaccines, IMV leadership changed the Corporation's name from Immunovaccine to IMV to better reflect the true potential of its therapeutic candidates.
- **Addition of Julia P. Gregory and Dr. Markus Warmuth to the Corporation's Board of Directors:** Ms. Gregory is a seasoned biotechnology executive, having served as Chief Executive Officer and of ContraFect Corporation and the immuno- oncology company Five Prime. Dr. Warmuth brings to the Board more than 20 years of drug discovery experience with a strong focus on targeted therapy and immuno-oncology programs.
- **Expansion of management team:** IMV named Joseph Sullivan as the Corporation's first Senior Vice-President, Business Development. Mr. Sullivan brings with him over 25 years of global pharmaceutical experience with Merck & Co. Inc. to IMV.
- **Opening of new facility in Dartmouth, Nova Scotia:** Nearly tripling the functional workspace, the new premises features upgraded facilities and equipment as well as increased laboratory size to support long-term growth.

We are still making great progress and are grateful for the continued support of our partner Merck, as well as our shareholders and our employees, and look forward to the opportunities throughout 2019, and beyond.



Frederic Ors
Chief Executive Officer

MANAGEMENT DISCUSSION AND ANALYSIS (“MD&A”)

The following analysis provides a review of the audited annual consolidated results of operations, financial condition, and cash flows for the year ended December 31, 2018 (“Fiscal 2018”), with information compared to the year ended December 31, 2017 (“Fiscal 2017”), for IMV Inc. (“IMV” or the “Corporation”). This analysis should also be read in conjunction with the information contained in the audited consolidated financial statements and related notes for the years ended December 31, 2018 and December 31, 2017.

The Corporation prepares its audited annual consolidated financial statements in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (IASB). Management is responsible for the preparation of the consolidated financial statements and other financial information relating to the Corporation included in this report. The Board of Directors is responsible for ensuring that management fulfills its responsibilities for financial reporting. In furtherance of the foregoing, the Board of Directors has appointed an Audit Committee comprised of independent directors. The Audit Committee meets with management and the auditors in order to discuss the results of operations and the financial condition of the Corporation prior to making recommendations and submitting the consolidated financial statements to the Board of Directors for its consideration and approval for issuance to shareholders. The information included in this MD&A is as of March 21, 2019, the date when the Board of Directors approved the Corporation’s audited annual consolidated financial statements for the year ended December 31, 2018, on the recommendation of the Audit Committee.

Amounts presented in this MD&A are approximate and have been rounded to the nearest thousand except for per share data. Unless specified otherwise, all amounts are presented in Canadian dollars.

Additional information regarding the business of the Corporation, including the Annual Information Form of the Corporation for the year ended December 31, 2018 (the “AIF”) and included in the Corporation’s registration statement on Form 40-F filed with the U.S. Securities and Exchange Commission, is available on SEDAR at www.sedar.com and on EDGAR at www.sec.gov/edgar.

FORWARD-LOOKING STATEMENTS

Certain statements in this MD&A may constitute “forward-looking” statements which involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance, or achievements of the Corporation, or industry results, to be materially different from any future results, performance, or achievements expressed or implied by such forward-looking statements. When used in this MD&A, such statements use such words as “will”, “may”, “could”, “intends”, “potential”, “plans”, “believes”, “expects”, “projects”, “estimates”, “anticipates”, “continue”, “potential”, “predicts” or “should” and other similar terminology. These statements reflect current expectations of management regarding future events and operating performance and speak only as of the date of this MD&A. Forward-looking statements include, among others:

- The Corporation’s business strategy;
- Statements with respect to the sufficiency of the Corporation’s financial resources to support its activities;
- Potential sources of funding;
- The Corporation’s ability to obtain necessary funding on favorable terms or at all;
- The Corporation’s expected expenditures and accumulated deficit level;
- The Corporation’s expected outcomes from its ongoing and future research and research collaborations;
- The Corporation’s exploration of opportunities to maximize shareholder value as part of the ordinary course of its business through collaborations, strategic partnerships, and other transactions with third parties;
- The Corporation’s plans for the research and development of certain product candidates;
- The Corporation’s strategy for protecting its intellectual property;
- The Corporation’s ability to identify licensable products or research suitable for licensing and commercialization;
- The Corporation’s ability to obtain licences on commercially reasonable terms;
- The Corporation’s plans for generating revenue;
- The Corporation’s plans for future clinical trials; and
- The Corporation’s hiring and retention of skilled staff.

Forward-looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors could

cause actual results to differ materially from the results discussed in the forward-looking statements, including, but not limited to, the factors discussed in the AIF, under the heading “Risk Factors and Uncertainties.” Although the forward-looking statements contained in this MD&A are based upon what management of the Corporation believes are reasonable assumptions, the Corporation cannot provide any assurance to investors that actual results will be consistent with these forward-looking statements and should not be unduly relied upon by investors.

Actual results, performance and achievements are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A. Such statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions about:

- Obtaining additional funding on reasonable terms when necessary;
- Positive results of pre-clinical studies and clinical trials;
- The Corporation’s ability to successfully develop existing and new products;
- The Corporation’s ability to hire and retain skilled staff;
- The products and technology offered by the Corporation’s competitors;
- General business and economic conditions;
- The Corporation’s ability to protect its intellectual property;
- The Corporation’s ability to manufacture its products and to meet demand; and
- Regulatory approvals.

These statements reflect management’s current views and beliefs and are based on estimates, assumptions, and information currently available to, and considered reasonable by, management. The information contained herein is dated as of March 21, 2019, the date of the Board’s approval of the Fiscal 2018 audited annual consolidated financial statements and of the MD&A. For additional information on risks, uncertainties, and assumptions, including a more detailed assessment of the risks that could cause actual results to materially differ from current expectations, please refer to the AIF of IMV filed on SEDAR at www.sedar.com and included in the registration statement on Form 40-F filed on EDGAR at www.sec.gov/edgar.

CORPORATE OVERVIEW

IMV is a clinical-stage biopharmaceutical company dedicated to making immunotherapy more effective, more broadly applicable, and more widely available to people facing cancer and other serious diseases. IMV is headquartered in Dartmouth, Nova Scotia and had 51 full time employees as at December 31, 2018. IMV is pioneering a new class of immunotherapies based on the Corporation’s proprietary drug delivery platform (“DPX”). This patented technology leverages a novel mechanism of action (“MOA”) discovered by the Corporation. This MOA does not release the active ingredients at the site of injection but forces an active uptake and delivery of active ingredients into immune cells and lymph nodes. It enables the programming of immune cells *in vivo*, which are aimed at generating powerful new synthetic therapeutic capabilities. DPX no-release MOA can be leveraged to generate “first-in-class” T cell therapies with the potential to be transformative in the treatment of cancer.

DPX also has multiple manufacturing advantages: it is fully synthetic; can accommodate hydrophilic and hydrophobic compounds; is amenable to a wide-range of applications (for example, peptides, small-molecules, RNA/DNA and antibodies); and provides long term stability as well as low cost of goods. The Corporation’s first cancer immunotherapy uses survivin-based peptides licensed from Merck KGaA, on a world-wide exclusive basis, formulated in DPX (“DPX-Survivac”). DPX-Survivac leverages the MOA of DPX to generate a constant flow of T cells in the blood that are targeted against survivin expressed on cancer cells. It is comprised of five minimal MHC class I peptides to activate naïve T cells against survivin.

Survivin is a well characterized and recognized tumour associated antigen known to be expressed during fetal development and across most tumour cell types, but it is rarely present in normal non-malignant adult cells. Survivin controls key cancer processes (apoptosis, cell division, and metastasis) and has been associated with chemoresistance and cancer progression. It has been shown that survivin was expressed in all 60 different human tumour lines used in the National Cancer Institute’s cancer drug screening program and documented in the literature to be overexpressed in more than 20 indications.

Foremost, the Corporation’s clinical strategy is to establish monotherapy activity of DPX-Survivac in order to increase value, de-risk clinical development, and to target late stage unmet medical needs for a shorter path to clinical demonstration and first regulatory approval. In addition we are evaluating DPX Survivac in combination with Merck’s KEYTRUDA® checkpoint inhibitor in multiple oncology targets.

The Corporation is focusing on a fast path to market in ovarian and diffuse large B cell lymphoma (“DLBCL”) cancers and on repeating its clinical demonstrations of activity in other indications.

DPX-Survivac is currently being tested in:

- A phase 2 clinical trial that evaluates DPX-Survivac in an open label safety and efficacy study in ovarian cancer patients with advanced platinum-sensitive and resistant ovarian cancer with sum of base line target lesions per Response Evaluation Criteria in Solid Tumours (“**Recist criteria**”) less than five centimeters;
- Two investigator-sponsored phase 2 clinical trials in combination with the checkpoint inhibitor Keytruda® (pembrolizumab) of Merck & Co Inc. (“Merck”) in patients with recurrent, platinum-resistant, and sensitive ovarian cancer and in patients with measurable or recurrent diffuse large B cell lymphoma (“DLBCL”); and
- A phase 2 basket trial in combination with Merck’s Keytruda® (pembrolizumab) in patients with select advanced or recurrent solid tumours in bladder, liver (hepatocellular carcinoma), ovarian, or non-small-cell lung (NSCLC) cancers, as well as tumours shown to be positive for the microsatellite instability high (MSI-H) biomarker.

In infectious disease vaccine applications, the Corporation has completed a demonstration phase 1 clinical trial with a target against the respiratory syncytial virus (“RSV”). The Corporation also has a commercial licensing agreement with Zoetis for the development of two cattle vaccines and is also conducting several research and clinical collaborations, including a collaboration with the Dana-Farber Cancer Institute (“Dana-Farber”) for Human Papillomavirus (“HPV”) related cancers and with Leidos, Inc. (“Leidos”) in the United States for the development of vaccine candidates for malaria and the Zika virus.

The common shares of the Corporation are listed on the Nasdaq Stock Market LLC and on the Toronto Stock Exchange under the symbol “IMV.”

BUSINESS MODEL AND STRATEGY

IMV is dedicated to making immunotherapy more effective, more broadly applicable, and more widely available to people facing cancer. The Corporation’s lead product candidate, DPX-Survivac, has demonstrated the ability to induce prolonged T cell activation leading to tumour regressions in advanced ovarian cancer and is currently being used in clinical trials as a monotherapy and in combination with Merck’s KEYTRUDA® checkpoint inhibitor.

Foremost, the Corporation’s clinical strategy is to establish monotherapy activity of DPX-Survivac in order to increase value, de-risk clinical development, and to target late stage unmet medical needs for a shorter path to clinical demonstration and first regulatory approval, and to establish strategic partnerships to support further development and commercialization. In addition, we are evaluating DPX Survivac in combination with Merck’s KEYTRUDA® checkpoint inhibitor in multiple oncology targets.

The Corporation is focusing on a fast path to market in ovarian and diffuse large DLBCL cancers and on repeating its clinical demonstrations of activity in other indications.

In collaboration with commercial and academic partners, the Corporation is also expanding the application of DPX as a delivery platform for other applications. Pre-clinical and clinical studies have indicated that the platform may allow for the development of enhanced vaccines for a wide range of infectious diseases by generating a stronger and more durable immune response than is possible with existing delivery methods.

The Corporation intends to be opportunistic in the development of products by exploring a variety of avenues, including co-development through potential collaborations, strategic partnerships or other transactions with third parties. The Corporation may seek additional equity and non-dilutive funding and partnerships to advance the development of its product candidates.

PLATFORM AND PRODUCTS IN DEVELOPMENT

Delivery Platform

The DPX platform is a unique and patented formulation discovered by the Corporation that provides a new way to deliver active ingredients to the immune system using a novel MOA. This MOA does not release the active ingredients at the site of injection but forces an active uptake and delivery of active ingredients into immune cells and lymph nodes. IMV is exploiting this MOA to pioneer a new class of immunotherapies that represents a paradigm shift from current approaches. By not releasing the active ingredients at the site of injection, it bypasses the steps involved in conventional immune “native responses,” such as vaccines, and enables access and programming of immune cells *in-vivo* to generate new “synthetic” therapeutic capabilities. The DPX no-release MOA can be leveraged to generate “first-in-class” T cell therapies with the potential to be transformative in the treatment of cancer. The Corporation believes that the novel MOA of DPX makes the platform uniquely suitable for cancer

immunotherapies, which are designed to target tumour cells. DPX can induce prolonged, target-specific, and polyfunctional T cell activation, which are postulated to be required for effective tumour control.

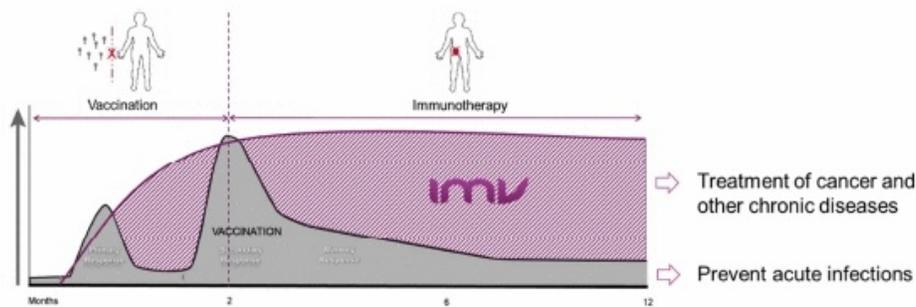


Figure 1: Illustrative representation of IMV's DPX new MOA

The DPX platform is based on active ingredients formulated in lipid nanoparticles and, after freeze drying, suspended directly into oil. DPX-based products are stored in the dry format, which provides the added benefit of an extended shelf life. The formulation is designed to be easy to re-suspend and administer to patients.

DPX also has multiple manufacturing advantages: it is fully synthetic; can accommodate hydrophilic and hydrophobic compounds; is amenable to a wide-range of applications (for example, peptides, small-molecules, RNA/DNA, or antibodies); and provides long term stability as well as low cost of goods.

The DPX platform forms the basis of all of IMV's product development programs.

DPX-Survivac

Product Candidate Overview

DPX-Survivac, the Corporation's first cancer immunotherapy candidate, uses survivin-based peptides licensed from Merck KGaA on a world-wide exclusive basis that are formulated in DPX. DPX-Survivac leverages the MOA of DPX to generate a constant flow of T cells in the blood that are targeted against survivin expressed on cancer cells, and it is comprised of five minimal MHC class I peptides to activate naïve T cells against survivin.

Survivin is a well characterized and recognized tumour associated antigen known to be expressed during fetal development and across most tumour cell types, but it is rarely present in normal non-malignant adult cells. Survivin controls key cancer processes (apoptosis, cell division, and metastasis) and has been associated with chemoresistance and cancer progression. It has been shown that survivin was expressed in all 60 different human tumour lines used in the National Cancer Institute's cancer drug screening program and is documented in the literature to be overexpressed in more than 20 indications.

Cancer	Survivin %
Ovarian	90
Breast	90
Melanoma	90
Lung	83
Colorectal	54
Gastric	84
Kidney	23-82
Glioblastoma	80
ALL	70
CML	70
MDS	90
DLBCL	60

Figure 2: Examples of % of patients with survivin expression in different indications

IMMUNO-ONCOLOGY

DPX-Survivac is being tested in 6 different cancer indications through multiple phase 2 clinical trials.

Ongoing Clinical Trials

Indication	Candidate	N	Phase	Progress	Sponsor	Collaborators
Monotherapy						
Ovarian subpopulation (Treatment)	DPX-Survivac monotherapy	28	Phase 2	Ongoing	IMV™	
Combinations						
DLBCL	Combination with Keytruda®	25	Phase 2	Ongoing	Sunnybrook UNIVERSITY HEALTH SCIENCES CENTRE	MERCK
Lung (NSCLC)	Combination with Keytruda®	43	Phase 2	Ongoing	IMV™	MERCK
Bladder	Combination with Keytruda®	35	Phase 2	Ongoing	IMV™	MERCK
MSL-H	Combination with Keytruda®	41	Phase 2	Ongoing	IMV™	MERCK
Liver (HCC)	Combination with Keytruda®	55	Phase 2	Ongoing	IMV™	MERCK
Ovarian subpopulation	Combination with Keytruda®	58	Phase 2	Ongoing	IMV™	MERCK
Ovarian	Combination with Keytruda®	42	Phase 2	Ongoing	UHN University Health Network Princess Margaret Cancer Centre	MERCK

DPX-Survivac – Ongoing Clinical Trials

Monotherapy

Ovarian subpopulation – DeCidE1 phase 2

The DeCidE1 (DPX-Survivac with low dose intermittent cyclophosphamide) phase 2 study is an open label safety and efficacy study for individuals with advanced platinum-sensitive and resistant ovarian cancer with sum of base line target lesions per Recist criteria less than five centimeters. Primary and secondary end points include:

- Safety profile;
- Objective Response Rate (ORR) and Duration of Response (DOR) using Recist 1.1 criteria;
- Induction of systemic survivin-specific T-cells in the blood; and
- Induction of T-cell infiltration into tumours.

The objective is to enroll up to 28 patients in this study.

In December, 2018, IMV met with the U.S. Food and Drug Administration (FDA) in a Type B meeting to discuss the results to date of its DeCidE1 clinical trial and continuing development plan, as well as to obtain agency guidance on a potential accelerated regulatory pathway for DPX-Survivac as a T-cell immunotherapy for the treatment of advanced ovarian cancer in patients with progressing disease.

The purpose of IMV's Type B meeting with the FDA was to request feedback on the design of the clinical program for DPX-Survivac. This program includes the continuing DeCidE1 phase 2 clinical study and a potential future registration trial for accelerated approval in a subset of ovarian cancer patients.

The FDA reviewed the Corporation’s proposed clinical development plan and acknowledged the potential for accelerated approvals in advanced ovarian cancer based on objective response rate (ORR) according to Recist 1.1 criteria with reported median duration of response (DOR). In addition, the FDA provided important guidance on clinical design considerations for different lines of therapy and platinum-sensitive and resistant patient populations.

Drug	Registrational Clinical Trials	Indication	Base for approval
Olaparib (Lynparza) Approved December 2014	Single arm, open label, Phase 2 (Study 42)	Germline BRCA mutation ≥3 prior lines of chemotherapy	N=137 ORR: 34% - platinum-resistant: 30% mDoR: 7.9 mo
Rubraca (Rucaparib) Breakthrough in April 2015 Approved December 2016	Single arm, open label, Phase 2 (Study 10 and ARIEL2)	Germline and/or somatic BRCA mutation ≥2 prior lines of chemotherapy	N=106 ORR: 42% platinum-resistant: 25% mDoR: 6.7 mo-9.2 mo

Figure 3: Examples of previous US FDA accelerated approvals in ovarian cancer (source: FDA website)

In addition, IMV submitted a protocol amendment for a predictive enrichment approach to the phase 2 DeCidE1 trial, and further discussed those details with the FDA during the Type B meeting. The phase 2 primary end point, based on objective response rate (ORR) per Recist 1.1 criteria, is intended to confirm the high response rate and duration of clinical benefits observed in previously announced results in a patient population defined by a clinical biomarker based on baseline tumour burden (BTB).

The Corporation believes that there is still an urgent medical need in advanced recurrent ovarian cancer (Sources: 1. NCCN Guidelines Ovarian Cancer V2.2018; SEER Ovarian Cancer; JCO, vol 33; 32 Nov 2015, Gyn Onc 133(2014) 624-631):

- Nearly 70% of ovarian cancers are diagnosed in advanced stage;
- The overall 5-year survival rate is 46.5%, and only 29% for advanced disease;
- Most patients develop advanced, platinum-resistant, poor prognosis disease; and
- Limited options exist with current single-agents at 6-30% response rates and mPFS of 2.1 - 4.2 months.

The Corporation believes that it has the potential to be “best-in-class” in the competitive landscape of recurrent ovarian cancer as other immunotherapeutic treatments tested in this patient population (Incyte’s epacadostat, Merck’s Keytruda, and Pfizer/Merck KGaA’s Bavencio) are unlikely to proceed into registration trials based on the published results available:

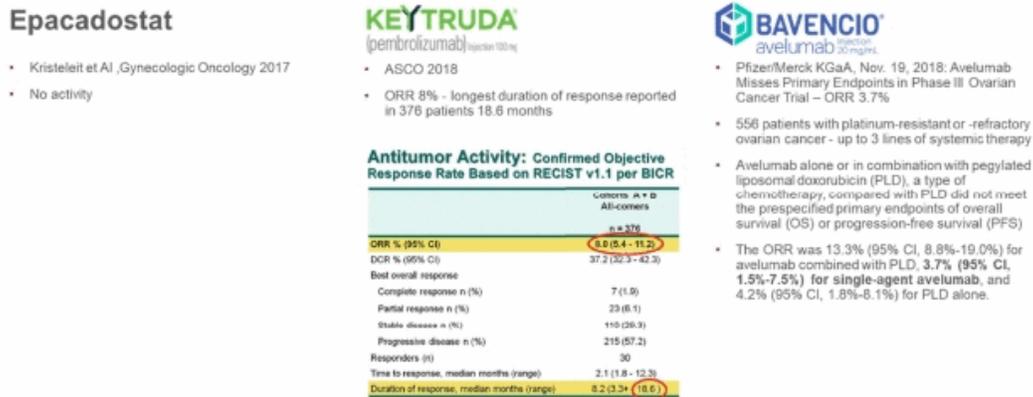


Figure 4: Recurrent ovarian cancer immunotherapy competitive landscape

Multiple clinical sites are now open for enrolment in the DeCidE1 phase 2 trial. Subject to phase 2 results, IMV plans to schedule a follow-up meeting with FDA to finalize the design of a potential pivotal trial based on ORR and DOR.

IMV expects to provide a clinical update at ASCO and investigators are also planning to submit the study findings for scientific publication.

The Corporation's clinical strategy with this trial is to establish monotherapy activity in order to increase value and de-risk clinical development, and to target late stage unmet medical needs for a shorter path to clinical demonstration and first regulatory approval.

The Corporation currently anticipates that, in addition to general clinical expenses, which are distributed amongst the various clinical projects, the costs to complete this phase 2 clinical trial are estimated at \$2,500,000 of which \$1,000,000 is expected to occur in 2019.

Combinations

Phase 2 clinical trial in Diffuse large B-cell lymphoma ("DLBCL") with Merck (investigator-sponsored)

This phase 2 study is a triple-combination immunotherapy in patients with measurable or recurrent diffuse large B-cell lymphoma led by Sunnybrook Research Institute. This investigator sponsored trial, announced initially in May 2017, is designed to evaluate the safety and efficacy of DPX-Survivac, Merck's pembrolizumab, and low-dose cyclophosphamide. Primary and secondary end points include:

- Safety profile; and
- ORR and DOR using Recist 1.1 criteria.

The non-randomized, open label study is expected to enroll 25 evaluable participants at five centers in Canada.

Researchers conducting the investigator sponsored study are testing the novel immunotherapy combination in patients whose DLBCL expresses survivin, a tumour antigen highly expressed in 60 percent of DLBCL patients. DPX Survivac stimulates the immune system to produce T cell responses targeting survivin.

On November 8, 2017, the Corporation announced that Health Canada had granted Sunnybrook Research Institute regulatory clearance to begin recruiting patients. On March 28, 2018, the Corporation announced that the first patient had been treated.

On September 18, 2018, IMV announced details of the initial data from this clinical trial. The preliminary data included assessments of safety and clinical activity (based on modified Cheson criteria¹) for the first four evaluable patients who have completed their first CT scan after the start of treatment. The data showed that:

- Two of the first four evaluable participants showed tumour regressions at the first on-treatment CT scan:
 - The first enrolled participant demonstrated a tumour regression of 48% at first on-treatment scan; and
 - The second participant demonstrated a partial response (PR) via a tumour regression of 66% at first on-treatment scan.
- Preliminary data from the third participant demonstrated stable disease.
- The other participant had early disease progression less than two months following treatment initiation and was discontinued from the study.
- The combination therapy appears to demonstrate an acceptable safety profile, with no serious adverse events reported to date.

¹Cheson, B.D., Pfistner, B., Juweid, M.E., Gascoyne, R.D., Specht, L., Horning, S.J. and Diehl, V. (2007). Revised Response Criteria for Malignant Lymphoma. *Journal of Clinical Oncology*, 25(5) DOI: 10.1200/JCO.2006.09.2403

The Corporation expects to disclose topline results around the end of the second quarter of 2019 once provided by the investigator. The Corporation currently anticipates that, in addition to general clinical expenses, which are distributed amongst the

various clinical projects, its share of the cost to complete this study will be approximately \$1,500,000, of which \$1,000,000 is expected to be spent in 2019.

Phase 2 basket trial in 5 indications with Merck

On September 11, 2018, the Corporation announced the expansion of its clinical program with a phase 2 basket trial in collaboration with Merck evaluating its lead candidate, DPX-Survivac, in combination with low dose cyclophosphamide, and Merck's anti-PD-1 therapy, KEYTRUDA® (pembrolizumab), in patients with select advanced or recurrent solid tumours.

The open-label, multicenter, phase 2 basket study will evaluate the safety and efficacy of the immunotherapeutic combination in patients with bladder, liver (hepatocellular carcinoma), ovarian, or non-small cell lung (NSCLC) cancers, as well as tumours shown to be positive for the microsatellite instability high (MSI-H) biomarker. Investigators plan to enroll more than 200 patients across five indications at multiple medical centers in Canada and the United States.

The American Society of Clinical Oncology (ASCO) defines a basket clinical study as a trial that investigates the effects of a drug regimen in multiple tumour types that share a common molecular target, regardless of where the disease originated.

This is the third clinical trial evaluating the combination of DPX-Survivac, low dose cyclophosphamide, and pembrolizumab in advanced recurrent cancers.

The Corporation expects to disclose preliminary data in the second half of 2019 and currently anticipates that, in addition to general clinical expenses, which are distributed amongst the various clinical projects, \$5,000,000 is estimated to be spent in 2019 with a total of \$12,600,000 for the safety lead-in for this trial.

Phase 2 clinical trial in ovarian cancer with Merck (investigator-sponsored)

In February 2017, the Corporation announced an investigator-sponsored phase 2 clinical trial in ovarian cancer in combination with Merck's checkpoint inhibitor pembrolizumab in patients with recurrent, platinum-resistant ovarian cancer. University Health Network's ("UHN") Princess Margaret Cancer Centre will conduct the phase 2 non-randomized, open-label trial designed to evaluate the potential anti-tumour activity of the combination of pembrolizumab, DPX-Survivac, and low-dose cyclophosphamide. It is expected to enroll 42 subjects with advanced epithelial ovarian, fallopian tube, or primary peritoneal cancer. The study's primary objective is to assess overall response rate. Secondary study objectives include progression free survival rate, overall survival rate, and potential side effects, over a five-year period. At this stage, the Corporation has no specific plan on the next steps after this trial as it will have to be assessed with its partner based on the clinical trial results.

The Corporation will disclose results once provided by the UHN Princess Margaret Cancer Centre and currently anticipates that, in addition to general clinical expenses, which are distributed amongst the various clinical projects, its share of the costs to complete this study, expected to be spent in 2019, are estimated at \$400,000.

Clinical Trial Development – Completed Trials

Phase 1b Clinical trial in ovarian cancer with Incyte Corporation ("Incyte")

In June 2015, the Corporation announced it had entered into a non-exclusive clinical trial collaboration with Incyte to evaluate the combination of DPX-Survivac with Incyte's investigational oral IDO1 inhibitor epacadostat. This trial was an open-label, phase 1b study to evaluate the safety, tolerability, and efficacy of the combination in platinum resistant or sensitive ovarian cancer patients who are at high risk of recurrence. All patients enrolled in the trial had recurrent ovarian cancer with evidence of progressive disease. The investigational new drug ("IND") application for the study was approved by the FDA and Health Canada in January 2016. The study was initiated on September 8, 2016 and the Corporation announced in March 2017 the first interim data analysis from this clinical study. Based on the interim analysis, the combination therapy appears to have an acceptable safety profile with a single grade 3 and single grade 4 event reported and no SAEs. At the time of the interim analysis, three of four patients exhibited stable disease, while a fourth patient progressed and exited the trial. In addition, researchers observed increased T cell activity in tumours in three of the four patients based on RNA sequencing and indications of early tumour shrinkage in the patient who has been in trial for the longest duration thus far (based on CT scan at day 140).

In December 2017, the Corporation provided positive topline clinical data. Initial results from 10 evaluable patients in the DPX-Survivac plus-100 milligrams epacadostat dosing cohort demonstrated a disease control rate of 70 per cent, including partial responses (PR, defined as equal to 30 percent decrease in tumour lesion size) in 30 percent of the patients (three out of 10). To date, the combination also exhibited a well-tolerated safety profile, with the majority of adverse events (AEs) reported as Grade 1 and Grade 2AE.

Blood tests indicated that the majority of treated patients exhibited targeted T cell activation. Tumour biopsies and analyses thus far have supported the reported MOA of this immunotherapy combination, with DPX-Survivac triggering T cell infiltration into the tumour. This T cell activation was also correlated with tumour regression.

Investigators completed enrolment of 10 evaluable patients for the study's first dosing cohort, which consisted of 100 mg epacadostat twice daily (BID), DPX-Survivac, and low-dose cyclophosphamide.

In the first dosing cohort, investigators observed:

- A 30 percent overall response rate, with three out of 10 PRs;
- Two of the patients exhibiting PRs had completed one year of treatment with responses continuing at 12 and 14 months, respectively;
- Four patients (40 percent) had stable disease;
- Two of the patients exhibiting stable disease were still enrolled in the trial, with one of those patients showing a 21 percent tumour reduction; and
- A 70 percent disease control rate (defined as the total number of patients achieving complete response, partial response, and stable disease).

At the time of data cut-off, there were also preliminary data on the first three evaluable patients in the second dosing cohort evaluating the combination of 300 mg BID epacadostat, DPX-Survivac, and low-dose cyclophosphamide. From the first three evaluable patients, two showed stable disease, with one patient showing tumour regression of approximately 25 percent.

On April 24, 2018, the Corporation announced that it entered into an agreement with Incyte Corporation to expand the ongoing clinical trial collaboration. The Companies added a phase 2 component to their ongoing phase 1b combination study.

The phase 2 component was a randomized, open label, efficacy study that would include up to 32 additional evaluable subjects. It would evaluate DPX-Survivac and low dose cyclophosphamide with, or without, epacadostat in patients with advanced recurrent ovarian cancer. In accordance with regulatory guidelines for combination trials, the goal of this portion of the program was to evaluate the clinical contribution of each investigational drug in the combination regimen.

On November 20, 2018, the Corporation announced an amendment to its phase 1b/2 clinical trial evaluating the safety and efficacy of IMV's lead candidate, DPX-Survivac, in combination with either 100 mg or 300 mg of epacadostat in patients with recurrent ovarian cancer.

Review of new data from the phase 1b portion of that clinical trial demonstrate a high response rate and a durable clinical benefit in a subpopulation of patients with a clinical marker predictive of a response to DPX-Survivac and correlated to its novel MOA. New data include:

- Efficacy signals in the subpopulation of patients who received 100 mg dose epacadostat (n=5) included 100% tumour regressions and 100% disease control rate; and 60% of these patients (3/5) reached a best response of a partial response (“**PR**”);

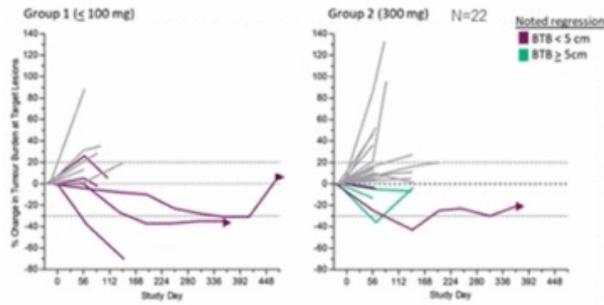


Figure 5: Phase 1b tumour regressions (ESMO-IO 2018)

- Long duration of clinical benefit observed in responders that lasted beyond treatment duration (1 year), median duration of 590 days, including one patient that has passed the two-year mark without disease progression, and prolonged tumour control observed in 3 out 4 PRs in that subpopulation.

	Previous Chemotherapy treatment Best response and PFS	P1b study Best response and PFS	Improvement over previous treatment
601	PR – 4.6 months (Topotecan)	PR - 22 months	+ 17.4 months
606	CR – 15.8 months (Platinum)	PR - 25 months ongoing	+ 9.2 months ongoing
614	SD - 10 months (Platinum)	PR - 16 months ongoing	+ 6 months ongoing
611	CR – 33 months (Platinum)	PR - 5 months (non-target lesion – PI decision)	na

Figure 6: Longer progression-free Survival (PFS) than previous chemotherapy treatment (ESMO IO 2018)

- Clinical benefit correlated to DPX-Survivac’s MOA and the primary endpoints of survivin specific T cells in the blood and T cell infiltration into tumours; and
- The safety profile of DPX-Survivac is consistent with the profile observed in the Corporation’s previously reported studies.

Based on 300 mg cohort results, IMV and Incyte have agreed to stop dosing patients with epacadostat. IMV will continue the phase 1b/2 trial as a monotherapy study evaluating DPX-Survivac in the recurrent ovarian cancer subpopulation. IMV will inform and work with investigators to appropriately modify the study in a manner consistent with the best interests of each patient.

IMV and Incyte will continue to explore the potential of additional combination studies.

On December 13, 2018, the Corporation announced that investigators shared new positive data from the Corporation’s ongoing DeCidE1 (DPX-Survivac with low dose Cyclophosphamide and Epacadostat) clinical trial at the 2018 ESMO Immuno-Oncology Congress. The phase 1b/2 study was evaluating the safety and efficacy of the combination of IMV’s lead candidate DPX-Survivac, low dose cyclophosphamide, and 100 mg or 300mg of Incyte’s IDO1 enzyme inhibitor epacadostat in patients with advanced recurrent ovarian cancer.

Key findings included:

- Evidence of a clinical marker based on Baseline Tumour Burden (“BTB”), a measure of tumour size predictive of patient response to DPX-Survivac:
 - 37.5% (12/32) of evaluable study subjects began treatment with a non-bulky disease defined as BTB < 5 cm; and
 - 73% (8/11) of tumour regressions and 80% of clinical responses (4/5) observed in subset of patients with BTB < 5 cm.
- Responders showing prolonged duration of clinical benefits reaching up to more than two years, surpassing the progression- free interval from their previous chemotherapy treatment.

- Robust systemic survivin-specific T cell responses and evidence of survivin-specific T cells tumour infiltration correlated with clinical benefits:
 - 100% of durable clinical responses correlated with T cell infiltration.
- Epacadostat triggered inhibition of the conversion of tryptophan into kynurenine that was dose dependent; and
- Cohort demographics were balanced and the combination yielded a tolerable safety profile.

At the time of data cut-off, 53 patients were enrolled in the phase 1b clinical trial, including 14 from the 100 mg epacadostat dosing cohort and 39 from 300 mg epacadostat cohort. Based on 300 mg cohort results, IMV and Incyte agreed to stop dosing patients with epacadostat before completion of the study. Patients who completed at least one CT scan, as required per the trial protocol, were evaluable for response analysis.

71% of patients were evaluable for responses in the 100 mg cohort and 56% in the 300mg dose cohort. At time of data cut-off, 8 participants remained on treatment and were being evaluated for clinical responses.

Efficacy Parameter	Total target lesion size < 5 cm			Total target lesion size ≥ 5 cm		
	100 mg (N=5)	300 mg (N=7)	All (N=12) N (%)	100 mg (N=5)	300 mg (N=15)	All (N=20) N (%)
Regression	5 (100)	3 (42.9)	8 (66.7)	0 (0)	3 (20.0)	3 (15.0)
PR ⁽¹⁾	3 (60.0)	1 (14.3)	4 (33.3)	0 (0)	1 (6.7)	1 (5.0)
SD ⁽²⁾	2 (40.0)	4 (57.1)	6 (50.0)	2 (40.0)	10 (66.7)	12 (60.0)
DCR ⁽³⁾	5 (100)	5 (71.4)	10 (83.3)	2 (40.0)	11 (73.3)	13 (65.0)

⁽¹⁾ Partial Response (PR) is defined as ≥30% decrease in sum of target lesions
⁽²⁾ Stable Disease (SD) is defined as < 30% decrease and ≤ 20% increase in sum of target tumor lesions
⁽³⁾ Disease Control Rate (DCR) refers to the total number of patients achieving complete response, partial response, and stable disease.

Orphan Drug Status and Fast Track Designation

The Corporation announced, in November 2016, that the European Medicines Agency (EMA) had granted orphan drug designation status to IMV's DPX-Survivac in ovarian cancer. In July 2015, the FDA also granted orphan drug status to DPX-Survivac for the treatment of ovarian cancer. This designation is valid for all applications of DPX-Survivac in ovarian cancer without restriction to a specific stage of disease.

IMV had previously received FDA fast track designation for DPX-Survivac. The designation is intended for patients with no measurable disease after their initial surgery and chemotherapy.

Other Programs

Oncology

DPX-NEO

On January 17, 2019, treatment of the first patient occurred in the phase 1 trial evaluating neoepitopes formulated in the Corporation's proprietary DPX delivery platform in patients with ovarian cancer. The study is part of the Corporation's DPX-NEO program, which is a continuing collaboration between UConn Health and IMV to develop neoepitope-based anti-cancer therapies.

Investigators will assess the safety and efficacy of using patient-specific neoepitopes discovered at UConn Health and formulated in IMV's proprietary DPX-based delivery technology in women with ovarian cancer. Investigators plan to enroll up to 15 patients in the phase 1 study. UConn Health is financing the trial with IMV providing materials and advice.

The Corporation expects to disclose results when provided by UConn Health.

DPX-E7

On April 17, 2017, the Corporation announced that the first study participant has been treated in a phase 1b/2 clinical study evaluating an investigational cancer target for HPV (E7) formulated in DPX and in combination with low-dose cyclophosphamide in patients with incurable oropharyngeal, cervical, and anal cancers related to HPV.

Dana-Farber is leading the DPX -E7 study through a \$1.5 million research grant from Stand Up To Cancer and the Farrah Fawcett Foundation to clinically evaluate collaborative translational research that addresses critical problems in HPV-related cancers. The Dana-Farber study is a single center, open label, non-randomized clinical trial that will investigate the safety and clinical efficacy in a total of 44 treated participants. Its primary objectives are to evaluate changes in CD8+ T cells in peripheral blood and tumour tissue, and to evaluate the safety in HLA-A2 positive patients with incurable HPV-related head and neck, cervical, or anal cancers. IMV has the option to produce the DPX -E7 vaccine if it proves successful in the clinical trials.

The Corporation expects to disclose results when provided by Dana-Farber.

Other Applications

Product Overview

A component of the Corporation's business strategy is partnering the DPX platform within infectious and other diseases. The DPX platform has the potential to generate a rapid and robust immune response, often in a single dose. The unique single-dose capability could prove to be beneficial in targeting difficult infectious and other disease candidates.

RSV

The Corporation has performed preclinical research activities for a vaccine targeting RSV, which is the second leading cause of respiratory illness in infants, the elderly, and the immunosuppressed. Currently, there is no vaccine available for this virus and IMV is seeking to develop a novel vaccine formulation to be used in elderly and healthy adults, including women of child-bearing age. IMV has in-licensed the RSV antigen exclusively from VIB VZW ("VIB"), a non-profit life sciences research institute funded by the Flemish government, to expand its pipeline of vaccine candidates. The novel RSV antigen being evaluated in DPX is based on the short hydrophobic protein present at low levels on the surface of the RSV virion. But, more importantly, it is also present on the surface of RSV-infected cells. This vaccine has a unique mechanism of action in which the resultant antibodies bind to and destroy infected cells rather than directly bind to and neutralize the free virus.

Phase 1 clinical trial in RSV

A phase 1 clinical study has been conducted in Canada with the Corporation's RSV vaccine candidate in healthy adults. The RSV vaccine is formulated in IMV's proprietary DPX platform and is initially being developed to protect the elderly population from infection. The phase 1 study, which was the first clinical trial of a DPX-based vaccine in an infectious disease indication, evaluated the safety and immune response profile of the RSV vaccine candidate in 40 healthy older adult volunteers (age 50-64 years) and two dose cohorts, with 20 subjects in each cohort.

In July 2016, the Corporation announced positive interim results from this trial. Investigators analyzed the safety and immune response data of all participants up to study day 84. The safety analysis indicates that DPX-RSV was well tolerated among all study participants, with no SAEs recorded. Furthermore, immunogenicity data supported DPX-RSV's ability to generate a relevant immune response: the vaccine candidate obtained antigen-specific antibody responses in 75 percent of subjects vaccinated with the lower dose and 100 percent of those vaccinated with the higher dose.

In October 2016, the Corporation announced positive topline results from this trial. The report outlined that more than nine months after the last vaccination, 15 of 16 participants (93%) who received DPX-RSV demonstrated antigen-specific immune responses. The vaccine candidate also continued to have a positive safety profile and was well tolerated with no SAEs among all study participants.

On April 12, 2017, the Corporation announced additional positive data from an extended evaluation of patients in this trial. An amendment had been submitted to Health Canada to test subjects who received the higher dose of vaccine out to one year after the booster vaccination. In the 25µg dose cohort, which was the only dose tested out to one year, 100 percent of older adults (7/7 immune responders) vaccinated with DPX-RSV maintained the antigen-specific immune responses one year after receiving the booster dose. At one year, the antibody levels measured were still at peak with no sign of decrease.

On September 27, 2018, IMV announced results of ongoing research to further explore the novel MOA of its vaccine candidate. New data from a preclinical study highlighted the effects of two potential approaches to preventing RSV, comparing a single dose bovine version of DPX-RSV to a two-dose conventional investigational bovine RSV vaccine. Researchers found that IMV's vaccine candidate yielded strong antigen-specific immune responses and a protective effect on disease pathology. The degree of protection was comparable between the two vaccine candidates.

In this study, researchers compared the effects of both the IMV and conventional RSV vaccine approaches among bovines with known RSV infections (the bovine animal model is considered an optimal model of RSV infection). Researchers administered one dose of DPX-bRSV to one cohort; the second received two doses of a subunit RSV bovine vaccine. Researchers measured immune response with an antibody titer test and assessed disease pathology with a lung lesion score and other clinical parameters (such as body temperature changes).

They found SH antibodies in 14 of the 15 subjects that received DPX-bRSV, and the improvements observed in disease pathology were comparable between the two cohorts. These were the first bovine animal health data to directly correlate the vaccine-induced immune response against IMV's novel RSV target - the SH viral protein- with measures of disease protection.

Conventional RSV vaccine candidates target either the F or G proteins of the virus and provide protection by neutralizing the RSV virus. Clinical measures of efficacy focus on the amount of neutralizing antibodies in the bloodstream. DPX-RSV works differently; it targets the SH viral ectodomain of the RSV virus and, instead of neutralizing the virus, it enables the immune system to recognize and destroy infected cells. Because there are no neutralizing antibodies resulting from the DPX-RSV MOA, a different clinical assessment is required to determine the vaccine candidate's protective effect. IMV has exclusive worldwide licenses on applications that target the SH ectodomain antigen in RSV. The Corporation intends to explore opportunities to out-license this product to potential partners.

Malaria

In 2016, IMV Inc. was awarded a subcontract by Leidos, a health, national security, and infrastructure solutions Corporation, to evaluate IMV's DPX platform for the development of peptide-based malaria vaccine targets. The subcontract is funded through Leidos' prime contract from the USAID to provide vaccine evaluations in the preclinical, clinical, and field stages of malaria vaccine development. Leidos and IMV are working together to identify adjuvant and antigen combinations that can be used to protect against malaria and, with the DPX delivery system, formulate promising vaccine candidates for potential clinical testing.

In November, 2017, an expansion of this collaboration was announced. Following the achievement of several preclinical milestones in the collaboration with USAID, Leidos and USAID selected the DPX-based platform as one of the preferred formulations for further development under a new contract extension. Under the new subcontract, the collaborators will conduct additional research that focuses on identifying the most promising target-formulation combinations.

Zoetis Collaboration

On August 31, 2017, the Corporation announced the achievement of several milestones in its ongoing collaboration with global animal health company Zoetis to develop cattle vaccines. In recent controlled studies, the IMV formulations met efficacy and

duration of immunity endpoints against two disease targets. These results will enable Zoetis to advance two IMV-formulated vaccine candidates into late-stage testing.

Licensing Agreements

While the Corporation is focused on developing a pipeline of cancer immunotherapies, it is also pursuing opportunities to license its platform technology to other parties interested in creating enhanced vaccines on an application-by-application basis.

In April 2018, IMV signed a licensing agreement and granted SpayVac-for-Wildlife (SFW Inc.) a license to two of its proprietary delivery platforms. SFW Inc. has global exclusive rights to use both of these platforms to develop humane, immuno-contraceptive vaccines for control of overabundant, feral and invasive wildlife populations against royalties on sales.

MARKET OVERVIEW

Cancer Immunotherapies

Cancer is considered one of the most widespread and prevalent diseases globally. According to Global Cancer Facts & Figures, 4th edition (released in 2018 by the American Cancer Society), it is predicted that new cancer cases will rise to 27.5 million and the number of cancer deaths to 16.3 million by 2040 simply due to the growth of the aging population. Conventional cancer treatment involves surgery to remove the tumour whenever possible, as well as chemotherapy and radiation. Chemotherapies are widely used, despite their associated toxicities, because they interfere with the ability of cancer cells to grow and spread. However, tumours often develop resistance to chemotherapies, thus limiting their efficacy in preventing tumour recurrence. Despite recent advances, independent sources note a high unmet medical need in cancer therapy, noting the median survival rate remains poor. Cancer immunotherapies, may provide new and effective treatments. According to a Market & Markets report released in January 2017, the global immunotherapy drug market is projected to reach USD\$201.52 billion by 2021 from USD\$108.41 billion in 2016, growing at a compound annual growth rate (“CAGR”) of 13.5% during the forecast period of 2016 to 2021. The major players operating in the immunotherapy drug market include F. Hoffmann-La Roche AG (Switzerland), GlaxoSmithKline (U.K.), AbbVie, Inc. (U.S.), Amgen, Inc. (U.S.), Merck & Co., Inc. (U.S.), Bristol-Myers Squibb (U.S.), Novartis International AG (Switzerland), Eli Lilly and Corporation (U.S.), Johnson & Johnson (U.S.), and AstraZeneca plc (U.K.).

Cancer immunotherapy seeks to harness the immune system to assist in the destruction of tumours and to prevent their recurrence. There has been significant interest in the field of cancer immunotherapy stemming from recent clinical success in prolonging patient survival with novel compounds. The ability to apply these appropriately has resulted from a greater understanding of the immune dysfunction that is characteristic of cancer. One area in which there have been breakthroughs has been in the area of checkpoint inhibitors, which are compounds that target key regulatory molecules of the immune system. Yervoy® (anti CTLA 4, or ipilimumab, developed by Bristol Myers Squibb) was the first compound in this class to be approved for use in advanced metastatic melanoma. In cancer, these regulators (CTLA 4, PD 1 and its ligand PD L1) act to inhibit CD8 T cell-mediated anti-tumour immune responses that are crucial for tumour control. Monoclonal antibodies that target PD 1 and PD L1 have shown unusual efficacy in cancer patients, with a significant percentage of patients experiencing durable response to these therapies. Several of these compounds are in advanced clinical trials, with one compound, Merck’s KEYTRUDA® (pembrolizumab), having received FDA approval in September of 2014 for advanced melanoma patients who have stopped responding to other therapies. Bristol Myers Squibb’s compound nivolumab (Opdivo®) has also been approved in the United States and Japan. These therapies have recently been approved for use in other advanced cancers including bladder cancer, non-small cell lung cancer, Hodgkin’s Lymphoma, squamous cell carcinoma of the head and neck and stomach cancer. In addition, KEYTRUDA® in particular has been approved for use in cancers with a specific molecular indication irrelevant of cancer type, having been approved in May for use to treat solid tumours having a biomarker for microsatellite instability (MSI-H), which is a defect in the DNA repair pathway. This represents about 5% of a number of different tumour types, including colorectal, breast, prostate, and thyroid cancers. Key opinion leaders in the field have indicated that the ideal combination, with checkpoint inhibitors, is likely to be a therapy that drives tumour specific immune responses. These include novel T cell-based therapies. These therapies fit well with checkpoint inhibition therapy because they simultaneously activate strong tumour-specific T cell activation, while also releasing the brakes on immune suppression. The success of such combinations should allow pharmaceutical companies to significantly expand the market of their checkpoint inhibitors.

The Corporation believes that T cell therapies will become an important component of these novel combination immunotherapies, with the potential of synergistic benefits to become an essential part of a multi-pronged approach for the treatment of cancer.

INTELLECTUAL PROPERTY

The Corporation strives to protect its intellectual property in established, as well as emerging, markets around the world. The Corporation's intellectual property portfolio relating to its platform technology includes 17 patent families, the first of which contains eight patents issued in five jurisdictions (United States, Europe, Canada, Japan, and Australia). The 16 other families collectively contain 34 patents issued in 10 jurisdictions (United States, Europe, Canada, Australia, Japan, India, Israel, Singapore, China, and, separately, Hong Kong) and 47 pending patent applications in 9 jurisdictions. Taking into account the validations of the European patents, the Corporation's intellectual property portfolio includes 87 patents. More details on the Corporation's intellectual property strategy and patents can be found in the AIF filed on SEDAR at www.sedar.com.

The Corporation owns registered trademarks in the United States, Canada, and Europe.

RECENT AND ANNUAL DEVELOPMENTS

Key developments and achievements

The Corporation announced:

- On March 6, 2019, that it has completed a public offering of common shares of the Corporation. An aggregate of 4,900,000 common shares was issued at a price of \$5.45 per common share, raising gross proceeds of \$26.7 million (the "March 2019 Public Offering") and on March 11, 2019, that the underwriters have partially exercised their over-allotment option to purchase additional common shares, resulting in the issuance of an additional 504,855 common shares of the Corporation at a price of C\$5.45 per share for additional gross proceeds of approximately C\$2.75 million. As a result of the exercise of this option, the Corporation has raised total gross proceeds of approximately C\$29.46 million before deducting the underwriting commissions and offering expenses. The Corporation intends to use the net proceeds of the Offering to accelerate the development of DPX-Survivac in combination with Keytruda as part of the phase 2 basket trial with Merck in patients with select advanced or recurrent solid tumours in bladder, liver (hepatocellular carcinoma), ovarian, or non-small-cell lung cancers, as well as tumours shown to be positive for the microsatellite instability high biomarker and for general corporate purposes.
- On January 30, 2019, an update on its clinical program for its lead investigational treatment, DPX-Survivac, as a potential monotherapy in advanced recurrent ovarian cancer. In December, 2018, IMV met with the U.S. Food and Drug Administration (FDA) in a Type B meeting to discuss the results to date of its DeCidE1 clinical trial and continuing development plan, as well as to obtain agency guidance on a potential accelerated regulatory pathway for DPX-Survivac as a T-cell immunotherapy for the treatment of advanced ovarian cancer in patients with progressing disease.

FDA meeting highlights include:

- The purpose of IMV's Type B meeting with the FDA was to request feedback on the design of the clinical program for DPX-Survivac. This program includes the continuing DeCidE1 phase 2 clinical study and a potential future registration trial for accelerated approval in a subset of ovarian cancer patients.
- The FDA reviewed the Corporation's proposed clinical development plan and acknowledged the potential for accelerated approvals in advanced ovarian cancer based on objective response rate (ORR) according to Recist 1.1 criteria with reported median duration of response (DOR). In addition, the FDA provided important guidance on clinical design considerations for different lines of therapy and platinum-sensitive and resistant patient populations.
- In addition, IMV submitted a protocol amendment for a predictive enrichment approach to the phase 2 DeCidE1 trial, and further discussed those details with the FDA during the Type B meeting. The phase 2 primary endpoint, based on objective response rate (ORR) per Recist 1.1 criteria, is intended to confirm the high response rate and duration of clinical benefits observed in previously announced results in a patient population defined by a clinical biomarker based on baseline tumour burden (BTB).

Multiple clinical sites are now open for enrolment in the DeCidE1 phase 2 trial. Subject to phase 2 results, IMV plans to schedule a follow-up meeting with the FDA to finalize the design of a potential pivotal trial based on ORR and DOR.

- On January 17, 2019, treatment of the first patient in its phase 1 trial evaluating neoepitopes formulated in the Corporation's proprietary DPX delivery platform in patients with ovarian cancer. The study is part of the Corporation's DPX-NEO program, which is a continuing collaboration between UConn Health and IMV to develop neoepitope-based anti-cancer therapies.

Investigators will assess the safety and efficacy of using patient-specific neoepitopes discovered at UConn Health and formulated in IMV's proprietary DPX-based delivery technology in women with ovarian cancer. Investigators plan to enroll up to 15 patients in the phase 1 study. UConn Health is financing the trial with IMV providing materials and counsel.

- On December 13, 2018, investigators shared new positive data from IMV Inc.'s continuing DeCide1 (DPX-Survivac with low-dose cyclophosphamide and epacadostat) clinical trial at the 2018 ESMO Immuno-Oncology Congress. The phase 1b/2 study is evaluating the safety and efficacy of the combination of IMV's lead candidate DPX-Survivac, low-dose cyclophosphamide, and 100 milligrams or 300 mg of Incyte's IDO1 enzyme inhibitor epacadostat in patients with advanced recurrent ovarian cancer.

In a poster presentation, Dr. Oliver Dorigo, MD, PhD, associate professor of obstetrics and gynecology (oncology), Stanford University Medical Center, who served as the trial's lead investigator and author on the poster, shared topline safety results from 53 enrolled patients and efficacy data from the 32 participants evaluable for immune-related and clinical responses, as well as blood sample and tumour biopsy analyses.

Key findings included:

- Evidence of a clinical marker based on baseline tumour burden (BTB), a measure of tumour size predictive of patient response to DPX-Survivac;
- 37.5 per cent (12/32) of evaluable study subjects began treatment with a non-bulky disease defined as BTB under five centimeters;
- 73 per cent (8/11) of tumour regressions and 80 percent of clinical responses (4/5) observed in subset of patients with BTB less than five centimeters;
- Responders thus far showing prolonged duration of clinical benefits reaching up to more than two years, surpassing the progression-free interval from their previous chemotherapy treatment;
- Robust systemic survivin-specific T-cell responses and evidence of survivin-specific T cells tumour infiltration correlated with clinical benefits;
- 100 per cent of durable clinical responses correlated with T-cell infiltration;
- Epacadostat triggered inhibition of the conversion of tryptophan into kynurenine that was dose dependent; and
- Cohort demographics were balanced and the combination yielded a tolerable safety profile.

At the time of data cut-off, 53 patients were enrolled in the phase 1b clinical trial, including 14 from the 100 mg epacadostat dosing cohort and 39 from 300 mg epacadostat cohort. Based on 300 mg cohort results, IMV and Incyte agreed to stop dosing patients with epacadostat before completion of the study. Patients who completed at least one CT scan, as required per the trial protocol, were evaluable for response analysis.

Seventy-one percent of patients were evaluable for responses in the 100 mg cohort and 56 percent in the 300 mg dose cohort. At time of data cut-off, eight participants remained on treatment and were being evaluated for clinical responses.

Efficacy Parameter	Total target lesion size < 5 cm			Total target lesion size ≥ 5 cm		
	100 mg (N=5)	300 mg (N=7)	All (N=12) N (%)	100 mg (N=5)	300 mg (N=15)	All (N=20) N (%)
Regression	5 (100)	3 (42.9)	8 (66.7)	0 (0)	3 (20.0)	3 (15.0)
PR ⁽¹⁾	3 (60.0)	1 (14.3)	4 (33.3)	0 (0)	1 (6.7)	1 (5.0)
SD ⁽²⁾	2 (40.0)	4 (57.1)	6 (50.0)	2 (40.0)	10 (66.7)	12 (60.0)
DCR ⁽³⁾	5 (100)	5 (71.4)	10 (83.3)	2 (40.0)	11 (73.3)	13 (65.0)

⁽¹⁾ Partial Response (PR) is defined as ≥30% decrease in sum of target lesions
⁽²⁾ Stable Disease (SD) is defined as < 30% decrease and ≤ 20% increase in sum of target tumor lesions
⁽³⁾ Disease Control Rate (DCR) refers to the total number of patients achieving complete response, partial response, and stable disease.

- On November 20, 2018, an amendment of its phase 1b/2 clinical trial evaluating the safety and efficacy of IMV's lead candidate, DPX-Survivac, in combination with either 100 milligrams or 300 mg of epacadostat in patients with recurrent ovarian cancer.

Review of new data from the phase 1b portion of the clinical trial demonstrate a high response rate and a durable clinical benefit in a subpopulation of patients with a clinical marker predictive of a response to DPX-Survivac and correlated to its novel MOA. New data included:

- Efficacy signals in the subpopulation of patients who received 100 mg dose epacadostat (n = 5) included 100 percent tumour regressions and 100 percent disease control rate; and 60 percent of these patients (3/5) reached a best response of a partial response (PR);
- Long duration of clinical benefit observed in responders with a median duration of 590 days, including one patient that has passed the two-year mark without disease progression;
- Clinical benefit correlated to DPX-Survivac's MOA and clinical study primary end points: survivin-specific T cells in the blood and T cell infiltration into tumours; and
- The safety profile of DPX-Survivac is consistent with the profile observed in the Corporation's previously reported studies.

Based on 300 mg cohort results, IMV and Incyte have agreed to stop dosing patients with epacadostat. IMV will continue the phase 1b/2 trial as a monotherapy study evaluating DPX-Survivac in the recurrent ovarian cancer subpopulation. IMV will inform and work with investigators to appropriately modify the study in a manner consistent with the best interests of each patient.

IMV and Incyte will continue to explore the potential of additional combination studies.

- On November 6, 2018, the appointment of Dr. Markus Warmuth, MD, a seasoned biopharmaceutical executive, to its board of directors. Dr. Warmuth currently serves as an entrepreneur in residence at the life science venture capital firm Third Rock Ventures. He brings more than 20 years of drug discovery experience and scientific acumen, with a strong focus on developing targeted therapy and immuno-oncology programs, to his new role on IMV's board.
- On September 27, 2018, results of ongoing research to further explore the novel MOA of its RSV vaccine candidate. New data from a preclinical study highlighted the effects of two potential approaches to preventing RSV, comparing a single dose of the bovine version of DPX-RSV to a two-dose conventional investigational bovine RSV vaccine. Researchers found that IMV's vaccine candidate yielded strong antigen-specific immune responses and a protective effect on disease pathology. The degree of protection was comparable between the two vaccine candidates.

In this study, researchers compared the effects of both the IMV and conventional RSV vaccine approaches among bovines with known RSV infections (the bovine animal model is considered an optimal model of RSV infection). Researchers administered one dose of DPX-bRSV to one cohort; the second received two doses of a subunit RSV bovine vaccine. Researchers measured immune response with an antibody titer test, and assessed disease pathology with a lung lesion score and other clinical parameters (such as body temperature changes).

They found SH antibodies in 14 of the 15 animals that received DPX-bRSV, and the improvements observed in disease pathology were comparable between the two cohorts. These were the first bovine animal health data to directly correlate the vaccine-induced immune response against IMV's novel RSV target - the SH viral protein - with measures of disease protection.

- On September 18, 2018, details of the initial data from its ongoing investigator-sponsored phase 2 clinical trial in DLBCL. In the study, investigators are evaluating IMV's lead candidate, DPX-Survivac, in combination with low dose cyclophosphamide and Merck's checkpoint inhibitor Keytruda® (pembrolizumab), in patients with persistent or recurrent/refractory DLBCL.

The preliminary data included assessments of safety and clinical activity (based on modified Cheson criteria¹) for the first four evaluable patients who have completed their first CT scan after the start of treatment. The data showed that:

- Two of the first four evaluable participants showed tumour regressions at the first on-treatment CT scan:

- The first enrolled participant demonstrated a tumour regression of 48% at the first on-treatment scan; and
- The second participant demonstrated a partial response (PR) via a tumour regression of 66% at the first on-treatment scan.
- Preliminary data from the third participant demonstrated stable disease;
- The other participant had early disease progression less than two months following treatment initiation and was discontinued from the study; and
- The combination therapy appears to demonstrate an acceptable safety profile, with no serious adverse events reported to date.

ⁱ Cheson, B.D., Pfister, B., Juweid, M.E., Gascoyne, R.D., Specht, L., Horing, S.J. and Diehl, V. (2007). Revised Response Criteria for Malignant Lymphoma. *Journal of Clinical Oncology*, 25(5) DOI: 10.1200/JCO.2006.09.2403

- On September 11, 2018, an expansion of its clinical program with a phase 2 basket trial in collaboration with Merck evaluating its lead candidate, DPX-Survivac, in combination with low-dose cyclophosphamide and Merck's anti-PD-1 therapy, Keytruda (pembrolizumab), in patients with select advanced or recurrent solid tumours across five indications.

The open-label, multicentre, phase 2 basket study will evaluate the safety and efficacy of the immunotherapeutic combination agents in patients with bladder, liver (hepatocellular carcinoma), ovarian or non-small-cell lung (NSCLC) cancers, as well as tumours shown to be positive for the microsatellite instability high (MSI-H) biomarker. Investigators plan to enroll more than 200 patients across five indications at multiple medical centres in Canada and the United States.

- On August 9, 2018, IMV reached two important milestones in its continuing clinical trial collaboration with Incyte Corp. Investigators completed enrolment for both phase 1b dosing cohorts and treated the first patient in the phase 2 component of the combination trial, which was evaluating the safety and efficacy of IMV's lead candidate, DPX-Survivac, and low-dose cyclophosphamide with (and without) epacadostat in patients with advanced ovarian cancer.

Investigators completed enrolment in the phase 1b cohorts of the study, with a total of 50 patients across the two dosing groups. The phase 1b study focused on evaluating the safety and efficacy of combining DPX-Survivac, 100 milligrams or 300 milligrams of epacadostat, and low-dose cyclophosphamide in individuals with advanced, platinum-sensitive and resistant ovarian cancer.

- On June 7, 2018, that Julia P. Gregory joined the Corporation's Board of Directors. Ms. Gregory is a seasoned biotechnology executive with Chief Executive Officer, Chief Financial Officer, board, and investment banking experience. She recently served as Chief Executive Officer and board member of ContraFect Corporation, a public biotechnology Corporation developing innovative anti-infectives. She also served as the Chief Executive Officer and board member of the immuno-oncology Corporation Five Prime Therapeutics.
- On June 3, 2018, that investigators shared new positive data in an oral presentation for its DeCidE1 (DPX-Survivac with low dose Cyclophosphamide and Epacadostat) clinical study at the 2018 American Society for Clinical Oncology (ASCO) annual meeting. This data from the ongoing phase 1b/2 trial evaluated the safety and efficacy of the combination of IMV's lead candidate, DPX-Survivac, and low dose cyclophosphamide, with Incyte's IDO1 enzyme inhibitor epacadostat, in patients with advanced recurrent ovarian cancer.

At the time of data cut-off, 39 patients were enrolled (including 25 new participants in the 300mg cohort with 8 evaluable from day 56 first CT scan). Data from the first 18 evaluable patients across both dosing cohorts showed:

- 7 tumour regressions, including 4 Partial Responses (PR) reported so far (PR, defined as $\geq 30\%$ decrease in tumour lesion size); and
- Study participants were generally tolerating treatments well, with no related SAEs reported.

Data from the first 8 evaluable participants in the 300mg epacadostat dosing cohort at first CT scan included:

- 6 patients demonstrated stable disease (SD) at day 56, with 4 of these SDs still on trial at data cut-off; and
- 2 patients with tumour regressions observed so far, including one PR with a tumour regression ongoing for more than 9 months.

Researchers also analyzed patient data to study the combination's MOA. They examined blood samples and tumour biopsies for the 10 evaluable patients treated in the first dosing cohort. This data showed:

- Survivin-specific T cell responses detected in 100% (10/10) of patients;
- Increase in T cell infiltration post treatment in 37% (3/8) of the analyzable tumour biopsies based on two complementary testing methodologies (RNA sequencing and immunohistochemistry);
- 2 of the 3 patients with T cell infiltration showed PRs with significant and durable tumour regressions lasting more than one year; and
- The third patient with T cell infiltration exhibited Progressive Disease (PD) with evidence of down regulation of the major histocompatibility (MHC) presentation pathway and significant increases in suppressive markers, both indicative of mechanisms of resistance.
- On May 31, 2018, that its common shares have been approved for listing on the Nasdaq under the symbol "IMV." Trading commenced on, June 1, 2018 and the common shares concurrently ceased to be traded on OTCQX. The Corporation retained its listing on the Toronto Stock Exchange under the symbol "IMV."
- On May 3, 2018, that it applied to list its common shares on the Nasdaq Stock Market LLC ("Nasdaq"). In connection with the planned U.S. listing, and as previously authorized by its shareholders at more than 99%, the Corporation implemented a consolidation of its outstanding common shares, and changed the Corporation name to IMV Inc.

The consolidation was done on the basis of one new common share for every 3.2 outstanding common shares. The consolidation took effect on May 2, 2018, and the Corporation's common shares commenced trading on the Toronto Stock Exchange under the name IMV Inc. on a post-consolidation basis on May 10, 2018. There were 137,383,353 common shares issued and outstanding before the consolidation, and it was expected that there will be 42,932,315 common shares issued and outstanding following the consolidation, subject to rounding for any fractional shares. No fractional shares were issued as a result of the share consolidation. Fractional interests of 0.5 or greater were rounded up to the nearest whole number of shares and fractional interests of less than 0.5 were rounded down to the nearest whole number of common shares.

Concurrently with the consolidation and as previously authorized by its shareholders, the Corporation changed its name from "Immunovaccine Inc." to "IMV Inc." This change has been implemented in an effort to ensure that its corporate denomination does not convey any ambiguities as to the nature of the activities and technologies of the Corporation, which are not limited to vaccines.

- On April 24, 2018, that it entered into an agreement with Incyte Corporation to expand their ongoing clinical trial collaboration. The Companies planned to add a phase 2 component to their ongoing phase 1b combination study evaluating the safety and efficacy of IMV's lead candidate, DPX-Survivac, in combination with Incyte's IDO1 enzyme inhibitor epacadostat, and low dose cyclophosphamide in advanced ovarian cancer patients.

The phase 2 component is a randomized, open label, efficacy study that would include up to 32 additional evaluable subjects. It aimed to evaluate DPX-Survivac and low dose cyclophosphamide with, or without, epacadostat in patients with advanced recurrent ovarian cancer. In accordance with regulatory guidelines for combination trials, the goal of this portion of the program would be to evaluate the clinical contribution of each investigational drug in the combination regimen.

- On April 16, 2018, the presentation of new research on its T cell activating platform at the American Association for Cancer Research (AACR) annual meeting 2018. In collaboration with Incyte Corp., researchers presented a poster supporting the enhanced anti-cancer immune responses from the combination of IMV's proprietary T cell activating technology and Incyte's IDO1 inhibitor program. A second poster analyzed the novel capability, as compared with other formulation technologies, of IMV's delivery technology to combine a large range of anti-cancer peptides into a single formulation.

In the poster titled, "Combination of a T cell activating immunotherapy with immune modulators alters the tumour microenvironment and promotes more effective tumour control in preclinical models," researchers presented new preclinical analysis on the combination of IMV's DPX-based therapies, Incyte's epacadostat and low-dose cyclophosphamide in tumour models. As part of the analysis, researchers also examined the potential for heightened tumour response from T cell infiltration in the tumour microenvironment. The study indicated that the triple combination immunotherapy demonstrated a significant delay in tumour progression. Analysis of the T cells suggested that other immune modulating therapies, such as checkpoint inhibitors, could additionally enhance tumour control.

Related to IMV's neoepitope program, researchers presented the poster, "A novel delivery platform containing up to 25 neoantigens can induce robust immune responses in a single formulation." This study investigated the effects on immune response when formulating a broad range of peptides across multiple delivery technologies, including the Corporation's proprietary formulation. The study indicated that IMV's novel technology could incorporate at least 25 neoantigens into a single formulation, which generated strong CD8 and T cell responses, in excess of those induced by other formulations.

- On March 28, 2018, that the first patient was treated in IMV Inc.'s phase 2 study combining DPX-Survivac with low- dose cyclophosphamide administered with pembrolizumab in patients with persistent or recurrent/refractory DLBCL.
- On February 15, 2018, that it has closed the previously announced bought deal public offering (the "February 2018 Public Offering") of common shares of the Corporation (the "Common Shares"), including exercise of the over- allotment option in full, raising gross proceeds of \$14.375 million.
- On January 31, 2018, the publication of a preclinical study using magnetic resource imaging ("MRI") to follow cancer peptide uptake in tumour models, and to correlate this immune activation to the resulting anti-cancer T cell activity. The *Journal of Biomedical Science* study, titled "Unique Depot Formed by an Oil Based Vaccine Facilitates Active Antigen Uptake and Provides Effective Tumour Control," compared the MOA of IMV's platform for immunotherapeutic stimulation with other technologies.⁴

In the study, published on January 27, 2018, researchers tracked how the cancer peptides were trafficked from the injection site to immunogenic activation in the lymph nodes. Researchers correlated this to both activation of T cells and the ensuing efficacy to control tumour progression. They concluded that IMV's delivery technology had a fundamentally unique MOA. This MOA enabled active and prolonged immune stimulation, as well as better tumour control, as compared to other technologies examined in the study.

- On January 18, 2018, the appointment of Joseph Sullivan to the newly created role of Senior Vice President, Business Development, effective January 22, 2018. Mr. Sullivan would be responsible for providing strategic and operational leadership for the Corporation's business development efforts. This includes expanding late-stage candidate development and preparation for commercialization, as well as forging strategic commercial partnerships to support further advancement of the Corporation's clinical assets and platform.

SELECTED FINANCIAL INFORMATION

	Year ended December 31, 2018 \$	Year ended December 31, 2017 \$	Year ended December 31, 2016 \$
Net loss and comprehensive loss for the period	21,935,000	12,027,000	8,896,000
Basic and diluted loss per share	0.50	0.31	0.28

	As at December 31, 2018 \$	As at December 31, 2017 \$	As at December 31, 2016 \$
Cash and cash equivalents	14,895,000	14,909,000	13,547,000
Total assets	22,925,000	17,032,000	15,101,000
Long term debt	8,069,000	6,476,000	6,090,000

⁴ Published online, January 27, 2018. DOI: 10.1186/s12929-018-0413-9

RESULTS FOR THE YEAR ENDED DECEMBER 31, 2018, COMPARED TO THE YEAR ENDED DECEMBER 31, 2017

	Year ended December 31, 2018 \$	Year ended December 31, 2017 \$
Revenue	(483,000)	(222,000)
Research and development	12,852,000	5,938,000
General and administrative	7,241,000	5,202,000
Government assistance	(1,062,000)	(1,078,000)
Business development and investor relations	2,002,000	1,221,000
Accreted interest	1,385,000	966,000
Net loss and comprehensive loss for the period	21,935,000	12,027,000

Revenue

Revenue increased by \$261,000 in 2018 in comparison with 2017. Interest revenue increased by \$212,000 in 2018 which is attributed to higher cash balances since the beginning of 2018. The remainder of the increase since the beginning of 2018, is attributable to an increase in subcontract revenue.

Operating expenses

Overall operating expenses increased by \$10,169,000 to \$22,418,000 during Fiscal 2018 compared to Fiscal 2017. Explanations of the nature of costs incurred, along with explanations for those changes in costs are discussed below:

Research and development expenses

R&D expenses include salaries and benefits, expenses associated with the phase 1b and phase 2 clinical trials of DPX-Survivac, clinical research and manufacturing of DPX-RSV and DPX-Survivac, consulting fees paid to various independent contractors with specific expertise required by the Corporation, the cost of animal care facilities, laboratory supplies, peptides and other chemicals, rental of laboratory facilities, insurance, as well as other R&D related expenses.

The Corporation's R&D efforts and related expenses for included costs surrounding the Corporation's clinical trials of DPX-Survivac, namely the phase 1b/2 clinical trial collaboration with Incyte in ovarian cancer, phase 2 clinical trial collaboration with Merck in ovarian cancer, phase 2 clinical trial collaboration with Merck in DLBCL, basket trial start up costs and costs related to the Corporation's ongoing R&D activities associated with the investigation, and analysis and evaluation of other potential product candidates and technologies.

Research and development expenses consist of the following:

	Year Ended December 31, 2018 \$	Year Ended December 31, 2017 \$
General R&D expenses	2,230,000	1,070,000
DPX-Survivac preclinical and clinical expenses	6,769,000	2,312,000
Salaries and benefits	3,340,000	2,255,000
Stock-based compensation	399,000	185,000
Depreciation of equipment and amortization of intangible	114,000	83,000
Total	12,852,000	5,938,000

The increase in general R&D expenses from \$1,060,000 in 2017 to \$2,230,000 in 2018 is mainly attributable to a \$356,000 increase in regulatory consulting, a \$349,000 increase in services and consulting, a \$215,000 increase in raw materials and supplies, a \$147,000 increase in R&D travel, and a \$30,000 increase in professional development.

The increase of \$4,457,000 in 2018 in DPX-Survivac preclinical and clinical expenses is mainly attributable to increased clinical activity including: higher enrollment in the phase 1b/2 Incyte trial in ovarian cancer compared with 2017(\$627,000 increase); milestone payments for phase 2 study in DLBCL (\$605,000 increase); and expenses related to the initiation of the basket trial (\$1,800,000 increase). The increase is also attributable to manufacturing activities to support the increased clinical activity including purchasing of raw materials and contract manufacturing organization costs (\$1,500,000 increase).

The increase in R&D salaries in 2018 is mainly attributable to the hiring of eleven new R&D positions (two at a Director level).

General and administrative expenses

G&A expenses consist of the following:

	Year Ended December 31, 2018 \$	Year Ended December 31, 2017 \$
General and administrative expenses, excluding salaries	4,055,000	2,159,000
Salaries and benefits	1,865,000	1,453,000
Stock-based and deferred share unit compensation	1,110,000	1,533,000
Depreciation of furniture, leaseholds and equipment	211,000	57,000
Total	7,241,000	5,202,000

For Fiscal 2018, G&A expenses, excluding salaries, increased by \$1,896,000. This is mainly explained by the various non-recurring expenses of \$477,000 related to the Nasdaq listing and \$142,000 attributable to the relocation to a new facility. The increase is also attributable to an increase in general corporate legal expenses of \$90,000 as a result of the share consolidation, filing of a shelf prospectus and increased US counsel involvement following the NASDAQ listing; an increase of \$379,000 in insurance premium following the NASDAQ listing; increase in consulting and professional fees of \$134,000 related mainly to benchmarking and recruiting; an increase of \$171,000 in rent, lease interest accretion and utilities related to the new facility; an increase of \$149,000 in foreign exchange loss; an increase of \$108,000 in regulatory fees; a \$71,000 increase in the use of various subscription services; a \$68,000 increase in travel due to hiring additional remote employees; and a \$42,000 increase in Directors fees following the NASDAQ listing.

Salaries and benefits increased by \$412,000 in 2018 due to an overall increase in compensation for the senior executive team and the hiring of three new G&A positions.

The decrease in stock-based and deferred share unit compensation in 2018 is explained by a decrease in the fair value of DSUs compared with 2017 and two redemptions of DSUs, partly offset by an increase of \$216,000 in stock-based compensation.

Government assistance

Government assistance consists of the following:

	Year Ended December 31, 2018 \$	Year Ended December 31, 2017 \$
Investment tax credits ("ITC")	1,027,000	537,000
Government loans and assistance	35,000	542,000
Total	1,062,000	1,079,000

The increase in investment tax credit in 2018 is explained by the increase in R&D salaries and raw materials as well as increased clinical trial activity being performed in Canada. The decrease in government loans and assistance is explained by a \$507,000 revaluation of the low-interest bearing government loan from the Province of Nova Scotia upon the receipt of the two-year extension in Q3 2017.

Business development and investor relations expenses

The Corporation's business development and investor relations activities increased by \$781,000 during 2018 to a total of \$2,002,000. This variation is mainly explained by a \$461,000 and \$180,000 increase in salary and benefits and stock-based compensation, respectively, relating to the hiring of a Senior Vice President, Business Development in January 2018 and a Senior Director of Investor Relations and Communications in November 2018.

Accreted Interest

Accreted interest relates entirely to the valuation of low-interest bearing government loans which are repayable based on a percentage of future gross revenue and is comparable to 2018.

Net loss and comprehensive loss

The net loss and comprehensive loss was \$21,935,000 or \$0.50 per basic and diluted share compared to \$12,027,000 or \$0.31 per basic and diluted share for the year ended December 31, 2017.

CASH FLOWS, LIQUIDITY AND CAPITAL RESOURCES

At December 31, 2018, the Corporation had cash and cash equivalents of \$14,895,000 and working capital of \$12,247,000, compared to \$14,909,000 and \$13,627,000, respectively as at December 31, 2017.

Since the Corporation's inception, operations have been financed through the issuance of equity securities, debt, revenue from licenses, cost recoveries from collaborations, interest income on funds available for investment, government assistance and tax credits.

During 2018, \$17,177,000 was used in operating activities. This included the reported net loss of \$21,935,000 prior to being decreased for non-cash expenses including DSU compensation, depreciation, accretion of long-term debt and lease obligations, loss on disposal of assets and stock-based compensation. The Corporation had a net increase of cash of \$1,256,000 as a result of changes in working capital balances.

Sources of cash included: \$14,375,000 raised through financing activities less cash issuance costs of \$1,148,000; and \$5,280,000 through the exercise of stock options and warrants. The Corporation received \$896,000 in incentive contributions from its lessor and borrowed \$300,000 from its lessor to fund leasehold improvements at the new facility in Dartmouth. The Corporation used \$146,000 to repay long-term debt and lease obligations during the period and \$223,000 to pay taxes related to DSU redemptions.

During the year ended December 31, 2018, the Corporation purchased equipment and leasehold improvements for ongoing research and operating activities for an aggregate amount of \$2,185,000. The Corporation raised \$14,000 in proceeds from the sale of used furniture and equipment at its former Halifax facility.

The Corporation aims to maintain adequate cash and cash resources to support planned activities which include: the phase 1b/2 combination trial with DPX-Survivac; the two phase 2 investigator-sponsored combination trials with DPX-Survivac and Merck's checkpoint inhibitor, pembrolizumab in ovarian cancer and DLBCL; the basket trial in 5 indications with DPX-Survivac and Merck's checkpoint inhibitor, pembrolizumab; and other research and development activities, business development efforts, administration costs, and intellectual property maintenance and expansion.

At December 31, 2018, the Corporation had approximately \$17.3 million of existing and identified potential sources of cash including:

- cash and equivalents of \$14.9 million; and
- amounts receivable and investment tax credits receivable of \$2.4 million.

For the year ended December 31, 2018, the Corporation's "cash burn rate" (defined as net loss for the period adjusted for operations not involving cash - interest on lease obligation, depreciation, accretion of long-term debt, stock-based compensation and DSU compensation) was \$18.4 million. Based on the current business plan and depending on the timing of certain clinical expenses, the Corporation forecasts the cash burn rate to be between \$5 million to \$6 million per quarter for 2019, as it continues to execute its clinical plan.

It is common for early-stage biotechnology companies to require additional funding to further develop product-candidates until successful commercialization of at least one product candidate. IMV's product candidates are still in the early-development stage of the product cycle and therefore are not generating revenue to fund operations. The Corporation continuously monitors its liquidity position, the status of its development programs including those of its partners, cash forecasts for completing various stages of development, the potential to license or co-develop each vaccine candidate, and continues to actively pursue alternatives to raise capital, including the sale of its equity securities, debt and non-dilutive funding.

Management believes that its cash resources of \$14.9 million, its additional potential cash resources of \$2.4 million as at December 31, 2018 and the cash resources coming from the \$29.6 million financing completed in March 2019 will be sufficient to fund operations for the next twelve months while maintaining adequate working capital well into 2020. The Corporation continually reassesses the adequacy of its cash resources, evaluating existing clinical trials, research projects and/or potential collaboration opportunities, to determine when and how much additional funding is required.

JUNE 2017 EQUITY OFFERING AND USE OF PROCEEDS

On June 21, 2017, the Corporation completed a public offering, issuing 7,692,308 common shares common shares pre-consolidation (2,403,846 post-consolidation) at a price of \$1.30 per share pre-consolidation (\$4.16 post-consolidation) for aggregate proceeds of \$10,000,000. The Corporation intends to use the net proceeds of this offering for the research and development and clinical advancement of its cancer and infectious disease vaccine candidates and for working capital and general corporate purposes. The table below provides the amount used to date and any variances (except for working capital and general corporate purposes).

Intended Use of Proceeds	Estimated amount \$	Amount to date \$	Variances
phase 2 clinical trial in DLBCL with Merck	2,400,000	1,122,000	No variances anticipated
phase 1 clinical trial for multiple indications	4,200,000	1,800,000	No variances anticipated

FEBRUARY 2018 EQUITY OFFERING AND USE OF PROCEEDS

On February 15, 2018, the Corporation completed a public offering, issuing 7,187,500 common shares pre-consolidation (2,246,094 post-consolidation) at a price of \$2.00 per share pre-consolidation (\$6.40 post-consolidation) for aggregate proceeds of \$14,375,000. The Corporation intends to use the net proceeds of this offering to continue to advance the Corporation's pipeline and conduct a phase 1 basket trial in up to five indications to be identified, for research and development, working capital, and for general corporate purposes. The table below provides the amount used to date and any variances (except for working capital and general corporate purposes).

Intended Use of Proceeds	Estimated amount \$	Amount to date \$	Variances
Clinical trials in 2019	4,800,000	Nil	No variances anticipated
Research & development in 2019	5,300,000	Nil	No variances anticipated

SUMMARY OF QUARTERLY RESULTS

The following consolidated quarterly data was drawn from the audited annual consolidated financial statements and the unaudited interim condensed consolidated financial statements. All values discussed below are rounded to the nearest thousand. The information is reported on an IFRS basis.

Quarter Ended In	Total Revenue \$	Total Expenses \$	Loss \$	Basic and Diluted Loss Per Share \$
Q4 - December 31, 2018	133,000	7,818,000	(7,685,000)	(0.17)
Q3 - September 30, 2018	125,000	6,112,000	(5,987,000)	(0.14)
Q2 - June 30, 2018	129,000	5,325,000	(5,196,000)	(0.12)
Q1 - March 31, 2018	96,000	3,163,000	(3,067,000)	(0.07)
Q4 - December 31, 2017	66,000	4,997,000	(4,931,000)	(0.13)
Q3 - September 30, 2017	53,000	2,175,000	(2,122,000)	(0.06)
Q2 - June 30, 2017	36,000	2,641,000	(2,605,000)	(0.06)
Q1 - March 31, 2017	34,000	2,403,000	(2,369,000)	(0.06)

Revenues from quarter to quarter may vary significantly. Revenues are non-recurring by nature and are generated by license agreements as well as contract research agreements. It is also important to note that historical patterns of expenses cannot be taken as an indication of future expenses. The amount and timing of expenses and availability of capital resources vary substantially from quarter to quarter, depending on the level of R&D activities being undertaken at any time and the availability of funding from investors or collaboration partners.

Results for the three months ended December 31, 2018 ("Q4 Fiscal 2018"), compared to the three months ended December 31, 2017 ("Q4 Fiscal 2017").

	Q4 Fiscal 2018 \$	Q4 Fiscal 2017 \$
Revenue	(133,000)	(75,000)
Research and development	4,471,000	2,305,000
General and administrative	2,347,000	2,370,000
Government assistance	(194,000)	(75,000)
Business development and investor relations	614,000	259,000
Accreted interest	580,000	147,000
Net loss and comprehensive loss for the period	7,685,000	4,931,000

Revenue

Revenue is composed of interest revenue and subcontract revenue and is comparable with 2017.

Operating expenses

Overall operating expenses increased by \$2,812,000 (56%) to \$7,818,000 during Q4 Fiscal 2018 compared to Q4 Fiscal 2017. Explanations for these changes in costs are discussed below:

R&D expenses

The Corporation's R&D efforts and related expenses for Q4 Fiscal 2018 included costs surrounding the Corporation's clinical trials of DPX-Survivac, namely the phase 1b/2 clinical trial collaboration with Incyte in ovarian cancer, phase 2 clinical trial collaboration with Merck in ovarian cancer, phase 2 clinical trial collaboration with Merck in DLBCL, basket trial start-up costs and costs related to the Corporation's ongoing R&D activities associated with the investigation, and analysis and evaluation of other potential product candidates and technologies.

Research and development expenses consist of the following:

	Q4 Fiscal 2018 \$	Q4 Fiscal 2017 \$
General research and development expenses	616,000	327,000
DPX-Survivac preclinical and clinical expenses	2,602,000	1,124,000
Salaries and benefits	1,110,000	795,000
Stock-based compensation	108,000	23,000
Depreciation of equipment and amortization of intangible	35,000	27,000
Total	4,471,000	2,296,000

The increase in general R&D expenses from \$327,000 in Q4 Fiscal 2017 to \$616,000 in Q4 Fiscal 2017 is attributable mainly to a \$175,000 increase in raw materials and supplies as well as a \$130,000 increase in regulatory consulting.

The increase of \$1,478,000 in DPX-Survivac preclinical and clinical expenses in Q4 Fiscal 2018 is mainly related to \$1,169,000 of expenditures incurred to initiate the basket trial and a \$365,000 increase in DPX-Survivac manufacturing activities compared with Q4 Fiscal 2017.

The increase in R&D salaries of \$315,000 in Q4 Fiscal 2018 is attributable to a \$175,000 increase in raw materials and supplies and a \$130,000 increase in regulatory consulting.

General and administrative expenses

G&A expenses consist of the following:

	Q4 Fiscal 2018 \$	Q4 Fiscal 2017 \$
General and administrative expenses, excluding salaries	1,275,000	959,000
Salaries and benefits	701,000	609,000
Stock-based compensation	287,000	782,000
Depreciation of equipment	84,000	20,000
Total	2,347,000	2,370,000

G&A expenses, excluding salaries, increased by \$316,000 in Q4 Fiscal 2018 mainly due to a \$158,000 increase in insurance premiums following the NASDAQ listing, a \$144,000 increase in foreign exchange loss, a \$78,000 increase in rent and utilities following the relocation to the new Dartmouth facility, a \$55,000 increase in IT and subscription services, and a \$38,000 increase in Directors fees offset by a \$159,000 decrease in legal fees compared to Q4 Fiscal 2017.

Salaries and benefits increased by \$92,000 in Q4 Fiscal 2018 due to new positions created in 2018 as well as an overall increase in compensation for the senior executive team compared with the prior year.

The decrease in stock-based compensation in Q4 Fiscal 2018 is mainly attributable to a decrease in the value of DSUs. An amount of \$148,000 (2017 - \$89,000) represents the value of the DSUs issued during the three months ended December 31, 2018 as part of the compensation for the non-executive members of the Board of Directors, and the remaining decrease represents the variation in fair value of outstanding DSUs (including a redemption of DSUs) during Q4 Fiscal 2018, partly offset by a \$156,000 increase in stock-based compensation.

The increase in depreciation in Q4 Fiscal 2018 is attributable to new furniture, leasehold improvements and equipment following the relocation as well as depreciation of leased assets following the transition to IFRS 16.

Government assistance

Government assistance consists of the following:

	Q4 Fiscal 2018 \$	Q4 Fiscal 2017 \$
Investment tax credits ("ITC")	(191,000)	(65,000)
Government loans and assistance	(3,000)	(10,000)
Total	(194,900)	(75,000)

The increase in investment tax credit in Q4 2018 is explained by the increase in R&D salaries as well as increased clinical trial activity being performed in Canada.

Business development and investor relations expenses

The Corporation's business development and investor relations activities increased in Q4 Fiscal 2018 by \$355,000, compared to Q4 Fiscal 2017, to a total of \$614,000. This variation is mainly explained by a \$184,000 and \$54,000 increase in salary and benefits and stock-based compensation, respectively, relating to the hiring of a Senior Vice President, Business Development in January 2018 and a Senior Director of Investor Relations and Communications in November 2018. The remainder of the increase is attributable to higher investor relations travel and activities during Q4 2018 compared with Q4 2017.

Accreted Interest

Accreted interest relates entirely to the valuation of low-interest bearing government loans which are repayable based on a percentage of future gross revenue. The decrease is a result of a change in assumptions about the expected timing and amount of future cash flows.

Net loss and comprehensive loss

The net loss and comprehensive loss was \$7,685,000 or \$0.17 per basic and diluted share for Q4 Fiscal 2018, which is \$2,763,000 higher than the net loss and comprehensive loss of \$4,922,000 or \$0.13 per basic and diluted share for Q4 Fiscal 2017.

OUTLOOK FOR 2019

The Corporation has many clinical studies ongoing and expects the following timing to disclose results for the following studies:

Milestones	Projected dates
Phase 2 monotherapy results in Ovarian - ASCO	June 2019
Phase 1/1b monotherapy long term follow-up - ASCO	June 2019
Phase 2 clinical results with Merck Keytruda in DLBCL - ICML	June 2019
Preliminary clinical results Basket trial in 5 indications	H2 2019
Potential registration trial in Ovarian and/or DLBCL for FDA accelerated/breakthrough designation	H2 2019

The exact timing of disclosure of the above results could differ from our expectations but are currently management's best estimate.

CONTRACTUAL OBLIGATIONS

The following table outlines the contractual maturities for long-term debt repayable over the next five years and thereafter:

Contractual Obligations	Payments Due by Period				
	Total	Less than 1 year	1 - 3 years	4 - 5 years	After 5 years
Accounts payable and accrued liabilities	7,575,000	7,575,000	-	-	-
Amounts due to directors	49,000	49,000	-	-	-
Short term and low value leases	66,000	18,000	27,000	21,000	-
Long-term leases	2,398,000	275,000	533,000	518,000	1,072,000
Long-term debt	15,612,000	264,000	5,324,000	142,000	9,882,000
TOTAL	25,700,000	8,181,000	5,884,000	681,000	10,954,000

OFF-BALANCE SHEET ARRANGEMENTS

The Corporation was not party to any off-balance sheet arrangements as of December 31, 2018.

OUTSTANDING SECURITIES

As of March 21, 2019, the number of issued and outstanding common shares was 50,594,260 and a total of 2,008,057 stock options, warrants, and deferred share units were outstanding.

SUBSEQUENT EVENT TO DECEMBER 31, 2018 (As described in Note 23 of the financial statements)

On March 6, 2019, the Corporation completed the March 2019 Public Offering, issuing an aggregate of 4,900,000 common shares were issued at a price of \$5.45 per common share, raising gross proceeds of \$26.7 million and on March 11, 2019, announced that the underwriters partially exercised their option to purchase additional common shares, resulting in the issuance of an additional 504,855 common shares of the Corporation at a price of \$5.45 per share for additional gross proceeds of approximately \$2.75 million. As a result of the exercise of this option, the Corporation has raised total gross proceeds of approximately \$29.46 million

before deducting the underwriting commissions and offering expenses. The Corporation intends to use the net proceeds of the Offering to accelerate the development of DPX-Survivac in combination with Keytruda as part of the basket trial in patients with select advanced or recurrent solid tumours in bladder, liver (hepatocellular carcinoma), ovarian or non-small-cell lung cancers, as well as tumours shown to be positive for the microsatellite instability high biomarker and for general corporate purposes.

RISKS AND UNCERTAINTIES

The Corporation is a clinical-stage company that operates in an industry that is dependent on a number of factors that include the capacity to raise additional capital on reasonable terms, obtain positive results of clinical trials - including clinical trials on DPX-Survivac, obtain positive results of clinical trials without serious adverse or inappropriate side effects, and obtain market acceptance of its product by physicians, patients, healthcare payers and others in the medical community for commercial success, etc. An investment in the Corporation's common shares is subject to a number of risks and uncertainties. An investor should carefully consider the risks described in the Corporation's AIF and the registration statement on Form 40-F filed with the U.S. Securities and Exchange Commission, as well as the other information filed with the securities regulators before investing in the Corporation's common shares. If any of the such described risks occur, or if others occur, the Corporation's business, operating results and financial condition could be seriously harmed and investors may lose a significant proportion of their investment.

There are important risks which management believes could impact the Corporation's business. For information on risks and uncertainties, please also refer to the "Risk Factors" section of our most recent AIF filed on SEDAR at www.sedar.com and included in the registration statement on Form 40-F filed on EDGAR at www.sec.gov/edgar.

DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

Disclosure Controls and Procedures

The Chief Executive Officer (the "CEO") and the Chief Financial Officer (the "CFO") of the Corporation are responsible for establishing and maintaining the Corporation's disclosure controls and procedures ("DCP") including adherence to the Disclosure Policy adopted by the Corporation. The Disclosure Policy requires all staff to keep senior management fully apprised of all material information affecting the Corporation so that they may evaluate and discuss this information and determine the appropriateness and timing for public disclosure.

The Corporation maintains DCP designed to ensure that information required to be disclosed in reports filed under applicable securities laws, is recorded, processed, summarized and reported within the appropriate time periods and that such information is accumulated and communicated to the Corporation's management, including the CEO and CFO, to allow for timely decisions regarding required disclosure.

The CEO and CFO have evaluated whether there were changes to the DCP during the year ended December 31, 2018 that have materially affected, or are reasonably likely to materially affect, the DCP. No such changes were identified through their evaluation.

In designing and evaluating DCP, the Corporation recognizes that any disclosure controls and procedures, no matter how well conceived or operated, can only provide reasonable, not absolute, assurance that the objectives of the control system are met, and management is required to exercise its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Internal Control over Financial Reporting

The Corporation's management, including the CEO and the CFO, are responsible for establishing and maintaining adequate internal control over financial reporting ("ICFR") for the Corporation to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The fundamental issue is ensuring all transactions are properly authorized and identified and entered into a well-designed, robust and clearly understood accounting system on a timely basis to minimize risk of inaccuracy, failure to fairly reflect transactions, failure to fairly record transactions necessary to present financial statements in accordance with IFRS, unauthorized receipts and expenditures, or the inability to provide assurance that unauthorized acquisitions or dispositions of assets can be detected.

The CEO and CFO have evaluated whether there were changes to the ICFR during the year ended December 31, 2018 that have materially affected, or are reasonably likely to materially affect, the ICFR. No such changes were identified through their evaluation.

The Corporation's ICFR may not prevent or detect all misstatements because of inherent limitations. Additionally, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because changes in conditions or deterioration in the degree of compliance with the Corporation's policies and procedures.

BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with the IFRS as issued by the IASB. The accounting policies, methods of computation and presentation applied in the consolidated financial statements are consistent with those of previous financial year except for the presentation of government assistance now presented as a separate item in the consolidated statements of loss and comprehensive loss and the interest revenue now presented as part of the revenue. Certain comparative figures have been reclassified to conform the presentation adopted in the current year for government assistance and interest revenue.

The significant accounting policies of IMV are detailed in the notes to the audited consolidated financial statements for the year ended December 31, 2018 filed on SEDAR www.sedar.com and included in the registration statement on Form 40-F filed on EDGAR at www.sec.gov/edgar.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The determination of estimates requires the exercise of judgement based on various assumptions and other factors such as historical experience and current and expected economic conditions. Actual results could differ from those estimates.

Critical judgements in applying the Corporation's accounting policies are detailed in the audited annual consolidated financial statements for the year ended December 31, 2018 filed on SEDAR www.sedar.com and included in the registration statement on Form 40-F filed on EDGAR at www.sec.gov/edgar.

FINANCIAL INSTRUMENTS

Financial instruments are defined as a contractual right or obligation to receive or deliver cash on another financial asset. The Corporation recognizes financial instruments based on their classification. Depending on the financial instrument's classification, changes in subsequent measurements are recognized in net loss or other comprehensive loss.

A description of the financial instruments, their fair value and risk management is included in the Corporation's audited annual consolidated financial statements for the year ended December 31, 2018 filed on SEDAR www.sedar.com and included in the registration statement on Form 40-F filed on EDGAR at www.sec.gov/edgar.

(Signed) Frédéric Ors
Frédéric Ors
Chief Executive Officer

(Signed) Pierre Labbé
Pierre Labbé
Chief Financial Officer

March 21, 2019

FORM 52-109F
CERTIFICATION OF ANNUAL FILINGS
FULL CERTIFICATE

I, Frederic Ors, Chief Executive Officer of IMV Inc., certify the following:

1. **Review:** I have reviewed the AIF, if any, annual financial statements and annual MD&A, including, for greater certainty, all documents and information that are incorporated by reference in the AIF (together, the “annual filings”) of Immunovaccine Inc. (the “issuer”) for the financial year ended December 31, 2018.
 2. **No misrepresentations:** Based on my knowledge, having exercised reasonable diligence, the annual filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, for the period covered by the annual filings.
 3. **Fair presentation:** Based on my knowledge, having exercised reasonable diligence, the annual financial statements together with the other financial information included in the annual filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the annual filings.
 4. **Responsibility:** The issuer’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers’ Annual and Interim Filings*, for the issuer.
 5. **Design:** Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer’s other certifying officer(s) and I have, as at the financial year end:
 - (a) designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that:
 - (i) material information relating to the issuer is made known to us by others, particularly during the period in which the annual filings are being prepared; and
 - (ii) information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
 - (b) designed ICFR, or caused it 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 the issuer’s GAAP.
 - 5.1 **Control framework:** The control framework the issuer’s other certifying officer(s) and I used to design the issuer’s ICFR is Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.
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5.2 **ICFR - material weakness relating to design:** N/A

5.3 **Limitation on scope of design:** N/A

6. **Evaluation:** The issuer's other certifying officer(s) and I have:

- (a) evaluated, or caused to be evaluated under our supervision, the effectiveness of the issuer's DC&P at the financial year end and the issuer has disclosed in its annual MD&A our conclusions about the effectiveness of DC&P at the financial year end based on that evaluation; and
- (b) evaluated, or caused to be evaluated under our supervision, the effectiveness of the issuer's ICFR at the financial year end and the issuer has disclosed in its annual MD&A:
 - (i) our conclusions about the effectiveness of ICFR at the financial year end based on that evaluation; and
 - (ii) N/A

7. **Reporting changes in ICFR:** The issuer has disclosed in its annual MD&A any change in the issuer's ICFR that occurred during the period beginning on October 1, 2018 and ended on December 31, 2018 that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.

8. **Reporting to the issuer's auditors and board of directors or audit committee:** The issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of ICFR, to the issuer's auditors, and the board of directors or the audit committee of the board of directors any fraud that involves management or other employees who have a significant role in the issuer's ICFR.

Date: March 21, 2019

(signed) Frédéric Ors
Frédéric Ors
Chief Executive Officer

FORM 52-109F1
CERTIFICATION OF ANNUAL FILINGS
FULL CERTIFICATE

I, Pierre Labbé, Chief Financial Officer of IMV Inc., certify the following:

1. **Review:** I have reviewed the AIF, if any, annual financial statements and annual MD&A, including, for greater certainty, all documents and information that are incorporated by reference in the AIF (together, the “annual filings”) of Immunovaccine Inc. (the “issuer”) for the financial year ended December 31, 2018.
 2. **No misrepresentations:** Based on my knowledge, having exercised reasonable diligence, the annual filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, for the period covered by the annual filings.
 3. **Fair presentation:** Based on my knowledge, having exercised reasonable diligence, the annual financial statements together with the other financial information included in the annual filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the annual filings.
 4. **Responsibility:** The issuer’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers’ Annual and Interim Filings*, for the issuer.
 5. **Design:** Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer’s other certifying officer(s) and I have, as at the financial year end:
 - (a) designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that:
 - (i) material information relating to the issuer is made known to us by others, particularly during the period in which the annual filings are being prepared; and
 - (ii) information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
 - (b) designed ICFR, or caused it 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 the issuer’s GAAP.
 - 5.1 **Control framework:** The control framework the issuer’s other certifying officer(s) and I used to design the issuer’s ICFR is Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.
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5.2 **ICFR - material weakness relating to design:** N/A

5.3 **Limitation on scope of design:** N/A

6. **Evaluation:** The issuer's other certifying officer(s) and I have:

- (a) evaluated, or caused to be evaluated under our supervision, the effectiveness of the issuer's DC&P at the financial year end and the issuer has disclosed in its annual MD&A our conclusions about the effectiveness of DC&P at the financial year end based on that evaluation; and
- (b) evaluated, or caused to be evaluated under our supervision, the effectiveness of the issuer's ICFR at the financial year end and the issuer has disclosed in its annual MD&A:
 - (i) our conclusions about the effectiveness of ICFR at the financial year end based on that evaluation; and
 - (ii) N/A

7. **Reporting changes in ICFR:** The issuer has disclosed in its annual MD&A any change in the issuer's ICFR that occurred during the period beginning on October 1, 2018 and ended on December 31, 2018 that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.

8. **Reporting to the issuer's auditors and board of directors or audit committee:** The issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of ICFR, to the issuer's auditors, and the board of directors or the audit committee of the board of directors any fraud that involves management or other employees who have a significant role in the issuer's ICFR.

Date: March 21, 2019

(signed) Pierre Labbé
Pierre Labbé
Chief Financial Officer
