

Interim condensed consolidated financial statements of

Medicenna Therapeutics Corp.

(Expressed in Canadian Dollars)

For the three months ended June 30, 2023

Medicenna Therapeutics Corp.
Interim Condensed Consolidated Statements of Financial Position (Expressed in thousands of Canadian Dollars, except for share and per share amounts) (Unaudited)

as at

	June 30, 2023	March 31, 2023
	\$	\$
Assets		
Current assets		
Cash and cash equivalents	29,615	33,596
Prepaids and deposits	1,036	1,934
Other receivables	835	855
	31,486	36,385
Intangible assets (Note 8)	60	61
	31,546	36,446
Liabilities		
Current liabilities		0.000
Accounts payable and accrued liabilities	3,233	3,800
	3,233	3,800
Warrant derivative (Note 6)	1,413	3,160
	4,646	6,960
Shareholders' Equity		
Common shares (Note 3)	100,924	100,924
Contributed surplus (Notes 4 and 5)	9,782	9,486
Accumulated other comprehensive income	37	57
Deficit	(83,843)	(80,981)
	26,900	29,486
	31,546	36,446

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

Interim Condensed Consolidated Statements of Loss and Comprehensive Loss (Expressed in thousands of Canadian Dollars, except for share and per share amounts) (Unaudited)

	Three months ended June 30, 2023	Three months ended June 30, 2022
One water and a supplied to	\$	\$
Operating expenses General and administration (Note 10)	1,647	1,919
Research and development (Note 10)	2,812	2,411
Total operating expenses	4,459	4,330
Finance income	(346)	(30)
Change in fair value of warrant derivative (Note 6)	(1,747)	-
Foreign exchange (gain) loss	496	(145)
	(1,597)	(175)
Net loss for the period	(2,862)	(4,155)
Cumulative translation adjustment	(20)	(63)
Comprehensive loss for the period	(2,882)	(4,218)
Basic and diluted loss per share for the period	(0.04)	(0.07)
Weighted average number of common shares outstanding (Note 3)	69,637,469	56,133,555

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

Interim Condensed Consolidated Statements of Cash Flows (Expressed in thousands of Canadian Dollars) (Unaudited)

	Three months	Three months
	ended June 30,	ended June 30,
	2023	2022
	\$	\$
Operating activities		
Net loss for the period	(2,862)	(4,155)
Items not involving cash		
Depreciation	1	-
Stock based compensation	296	407
Unrealized foreign exchange	493	(168)
Accrued interest	(29)	(11)
Change in fair value of warrant derivative (Note 6)	(1,747)	-
Changes in non-cash working capital		
Other receivables and deposits	947	2,095
Accounts payable and accrued liabilities	(567)	(474)
	(3,468)	(2,306)
Financing activities		
Issuance of share capital on ATM, net of issuance costs (Note 3)	-	969
	-	969
Effect of foreign exchange on cash	(513)	105
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Net decrease in cash	(3,981)	(1,232)
Cash, beginning of period	33,596	20,535
Cash, end of period	29,615	19,303

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Interim Condensed Consolidated Statements of Changes in Shareholders' Equity (Expressed in thousands Canadian Dollars, except for share and per share amounts) (Unaudited)

	Common shares outstand		Contributed surplus	Accumulated other comprehensive income	Deficit	Total shareholders' equity
	Number	Amount				
		\$	\$	\$	\$	\$
Balance, March 31, 2022	55,647,479	83,671	7,926	171	(70,933)	20,835
Stock based compensation	-	-	407	=	-	407
Issued on ATM financing (Note 3)	656,656	969	-	-	-	969
Cumulative translation adjustment	-	-	-	(63)	-	(63)
Net loss for the period	-	-	-	-	(4,155)	(4,155)
Balance, June 30, 2022	56,304,135	84,640	8,333	108	(75,088)	17,993
Balance, March 31, 2023	69,637,469	100,924	9,486	57	(80,981)	29,486
Stock based compensation	-	-	296	-	-	296
Cumulative translation adjustment	-	-	-	(20)	-	(20)
Net loss for the period	-	-	-	-	(2,862)	(2,862)
Balance, June 30, 2023	69,637,469	100,924	9,782	37	(83,843)	26,900

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

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Notes to the interim condensed consolidated financial statements (unaudited) For the Three months ended June 30, 2023 and 2022

(Tabular amounts expressed in thousands of Canadian Dollars, except for share and per share amounts)

1. Nature of business and liquidity

The Company's principal business activity is the development and commercialization of IL-2, IL-4 and IL-13 Superkines and Empowered Superkines for the treatment of cancer, inflammation and immune-mediated diseases. Medicenna has four wholly owned subsidiaries, Medicenna Therapeutics Inc. ("MTI") (British Columbia), Medicenna Biopharma Inc. ("MBI") (Delaware), Medicenna Biopharma Inc. ("MBIBC") (British Columbia) and Medicenna Australia PTY Ltd ("MAL") (Australia). Medicenna is traded on both the Toronto Stock Exchange and the Nasdaq Capital Market ("Nasdaq") under the symbol ''MDNA".

Aa at June 30, 2023, the head and registered office is located at 2 Bloor St W, 7th Floor, Toronto, Ontario, Canada.

Since inception, the Company has devoted its resources to funding R&D programs, including securing intellectual property rights and licenses, conducting discovery research, manufacturing drug supplies, initiating preclinical and clinical studies, submitting regulatory dossiers and providing administrative support to R&D activities, which has resulted in an accumulated deficit of \$83.8 million as of June 30, 2023. With current finance income only consisting of interest earned on excess cash, cash equivalents and marketable securities, losses are expected to continue while the Company's R&D programs are advanced.

We currently do not earn any revenues from our product candidates and are therefore considered to be in the development stage. As required, the Company will continue to finance its operations through the sale of equity or pursue non-dilutive funding sources available to the Company in the future. The continuation of our research and development activities for bizaxofusp (formerly MDNA55), MDNA11 and the BiSKITs™ platform and the commercialization of bizaxofusp is dependent upon our ability to successfully finance and complete our research and development programs through a combination of equity financing and revenues from strategic partners. There is no guarantee of future financing and that our research and development activities associated with bizaxofusp, MDNA11 and the BiSKITs platform will be successful, which may require a change in plans of the Company. We have no current sources of revenues from strategic partners.

Management has forecasted that the Company's current level of cash will be sufficient to execute its current planned expenditures through Q3 of calendar 2024. The Company has the ability to reduce or eliminate planned expenditure to extend its operating runway if it is unable to obtain additional financing when required.

2. Basis of presentation and significant accounting policies

a) Statement of compliance

These interim condensed consolidated financial statements have been prepared in accordance with International Accounting Standards ("IAS") 34 'Interim Financial Reporting' (IAS 34) using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the Interpretations of the International Financial Reporting and Interpretations Committee ("IFRIC").

The interim condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the Company's audited financial statements for the year ended March 31, 2023.

The interim condensed consolidated financial statements were approved by the Company's Board of Directors and authorized for issue on July 27, 2023.

b) Functional and presentation currency

The functional currency of an entity and its subsidiary is the currency of the primary economic environment in which the entity operates. The functional currency of the parent company is the Canadian dollar and the functional currency of MBI is the US dollar, the functional currency of MTI and MBI BC is the Canadian dollar, the functional currency of MAL is the Australian dollar, and the presentation currency of the parent company is the Canadian dollar.

Notes to the interim condensed consolidated financial statements (unaudited) For the Three months ended June 30, 2023 and 2022

(Tabular amounts expressed in thousands of Canadian Dollars, except for share and per share amounts)

2. Basis of presentation and significant accounting policies cont'd

c) Significant accounting judgments, estimates and assumptions

The preparation of these unaudited interim condensed consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets and liabilities at the date of the unaudited condensed consolidated interim financial statements and reported amounts of revenues and expenses during the reporting period. Actual outcomes could differ from these estimates.

The unaudited interim condensed consolidated financial statements include estimates, which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the unaudited interim condensed consolidated financial statements and may require accounting adjustments based on future occurrences. The estimates and underlying assumptions are reviewed on a regular basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

The accompanying unaudited interim condensed consolidated financial statements are prepared in accordance with IFRS and follow the same accounting policies and methods of application as the audited consolidated financial statements of the Company for the year ended March 31, 2023. They do not include all of the information and disclosures required by IFRS for annual financial statements. In the opinion of management, all adjustments considered necessary for fair presentation have been included in these unaudited condensed consolidated interim financial statements. Operating results for the three months ended June 30, 2023 are not necessarily indicative of the results that may be expected for the full year ended March 31, 2024. For further information, see the Company's audited consolidated financial statements including notes thereto for the year ended March 31, 2023.

3. Share capital

Authorized

Unlimited common shares

Equity Issuances

August 2022 Public Offering

On August 10, 2022, pursuant to an underwritten public offering, 13,333,334 units were sold at a purchase price of US\$1.50 per unit for gross proceeds of US\$20.0 million (\$25.6 million). Each unit included one common share with a fair value of US\$1.06 and one common share purchase warrant with a fair value of US\$0.44 (see Note 6). Each common share purchase warrant entitles the holder to purchase one common share at an exercise price of US\$1.85 until August 9, 2027. We incurred transaction costs of \$2.2 million (US1.7 million) of which \$1.6 million (US\$1.2 million) were allocated to share issue costs and \$0.6 million (US\$0.5 million) were allocated to operating expenses, based on their relative fair values.

At-The-Market Facility

On February 17, 2023, the Company entered into a sales agreement with Oppenheimer & Co. Inc. acting as a sales agent, pursuant to which the Company may, from time to time sell, through at-the-market ("2023 ATM") on the NASDAQ such number of common shares as would have an aggregate offering price of up to US10.0 million (the 2023 ATM Offering). As of June 30, 2023, the Company has issued no common shares on the 2023 ATM Offering.

Notes to the interim condensed consolidated financial statements (unaudited) For the Three months ended June 30, 2023 and 2022

(Tabular amounts expressed in thousands of Canadian Dollars, except for share and per share amounts)

3. Share capital cont'd

On December 30, 2020, the Company entered into a sales agreement with SVB Leerink acting as sales agent, pursuant to which the Company may, from time to time sell, through at-the-market ("ATM") on the NASDAQ such number of common shares as would have an aggregate offering price of up to US\$25.0 million (the ATM Offering), which expired December 30, 2022.

During the three months ended June 30, 2022, the Company issued 656,656 common shares for gross proceeds of US\$0.8 million at an average price of US\$1.20. The company received; net of commissions US\$0.7 million. In total, we incurred share issuance costs (including commissions) of US\$0.1 million.

Calculation of loss per share

Loss per common share is calculated using the weighted average number of common shares outstanding. For the periods ended June 30, 2023 and 2022, the calculation was as follows:

	Three months ended	Three months ended
	June 30, 2023	June 30, 2022
Common shares issued and outstanding, beginning of period	69,637,469	55,647,479
ATM issuances	-	486,076
Weighted average common shares issued and outstanding, end of period	69,637,469	56,133,555

The effect of any potential exercise of the Company's stock options and warrants outstanding during the year has been excluded from the calculation of diluted loss per common share as it would be anti- dilutive.

4. Warrants

Warrant continuity:

	Number of Warrants	Weighted average exercise price
Warrants outstanding at March 31, 2022 and June 30, 2022	2,964,542	\$ 1.51
Common share purchase warrants issued in the 2022 Public Offering	13,333,334	2.39
Warrants outstanding at September 30, 2022	16,297,876	\$ 2.23
Warrants expired during the period	(112,490)	1.75
Warrants outstanding at December 31, 2022, March 31 and June 30, 2023	16,185,386	\$ 2.23

There were no warrants exercised during the period ended June 30, 2023.

Subsequent to the quarter end, the expiry date of the warrants set to expire on July 17, 2023 were extended to October 17, 2024. This amendment will be accounted for in the quarter ended September 30, 2023.

At June 30, 2023, warrants were outstanding and exercisable, enabling holders to acquire common shares as follows:

Number of Warrants	Exercise Price	Expiry Date
	\$	
1,549,052	1.75	July 17, 2023
1,303,000	1.20	December 21, 2023
13,333,334	US 1.85	August 9, 2027
16,185,386		

Notes to the interim condensed consolidated financial statements (unaudited) For the Three months ended June 30, 2023 and 2022

(Tabular amounts expressed in thousands of Canadian Dollars, except for share and per share amounts)

5. Stock options

During the three months ended June 30, 2023, the Company granted 79,000 stock options at an average exercise price of \$0.67 per share. 79.000 options were granted to advisors of the Company at a price of \$0.67 and vest 50% upon issuance and 50% after 1 year and have a five-year life.

During the three months ended June 30, 2022, the Company granted 1,115,713 stock options at an average exercise price of \$1.45 per share. 822,608 of the options were granted to the Company's officers and employees and vest 1/3 after one year, 1/3 after two years and 1/3 after three years, and have a ten-year life; and 293,105 options were granted to Directors of the Company at a price of \$1.45 and vest 50% upon issuance and 50% after 1 year and have a five-year life

Stock option transactions for the period ended June 30, 2023 and 2022 are set forth below:

	Number of options	a	eighted verage cercise price
Balance outstanding at March 31, 2022	4,464,640		2.00
Granted	1,115,713		1.45
Balance outstanding at June 30, 2022	5,580,353	\$	1.89
Granted	175,000		1.36
Balance outstanding at September 30, 2022 and December 31, 2022	5,755,353	\$	1.88
Expired	(100,000)		2.88
Forfeited	(45,000)		3.86
Balance outstanding at March 31, 2023	5,610,353	\$	1.84
Granted	79,000	•	0.67
Balance outstanding at June 30, 2023	5,689,353	\$	1.82

The following table summarizes information about stock options outstanding at June 30, 2023:

		Options Outstanding	g	Options Ex	ercisable
Exercise Prices	Options	Weighted average remaining contractual life	Weighted average exercise price	Options	Weighted average exercise price
\$		Years	\$		\$
0.67-1.99	3,309,713	6.20	1.26	2,561,808	1.22
2.00-2.99	1,579,000	3.85	2.03	1,579,000	2.03
3.00-5.19	800,640	4.18	3.76	468,589	3.96
	5,689,353	5.27	1.82	4,609,397	1.85

The following assumptions were used in the Black-Scholes option-pricing model to determine the fair value of stock options granted during the period:

	June 30, 2023	March 31, 2023
Exercise price	\$0.67	\$1.36-1.45
Grant date share price	\$0.67	\$1.36-1.45
Risk free interest rate	5.35%	5.10%
Expected life of options	5 years	5 years
Expected volatility	90%	90%
Expected dividend yield	-	-
Forfeiture rate	0%	0% - 15%
Weighted average fair value of options granted during the period	\$0.48	\$1.04

Notes to the interim condensed consolidated financial statements (unaudited) For the Three months ended June 30, 2023 and 2022

(Tabular amounts expressed in thousands of Canadian Dollars, except for share and per share amounts)

6. Warrant Derivative

On August 10, 2022, pursuant to an underwritten public offering, 13,333,334 units were sold at a purchase price of US\$1.50 per unit for gross proceeds of US\$20.0 million (\$25.6 million). Each unit included one common share and one common share purchase warrant. Each common share purchase warrant entitles the holder to purchase one common share at an exercise price of US\$1.85 until August 9, 2027. We incurred transaction costs of \$2.2 million (US\$1.7 million) of which \$1.6 million (US\$1.2 million) were allocated to share issue costs and \$0.6 million (US\$0.5 million) were allocated to operating expenses, based on their relative fair values.

Under IFRS 9 Financial Instruments and IAS 32 Financial Instruments: Presentation, warrants with an exercise price denominated in a currency that differs from an entity's functional currency are treated as a derivative measured at fair value with subsequent changes in fair value accounted for through the consolidated statement of loss. Our warrants with an exercise price of US\$1.85 meet this requirement and we have presented the value of these warrants as a non-current liability on the consolidated statement of financial position. Upon exercise, the recorded liability will be included in our share capital along with the proceeds from the exercise. If these warrants expire, the related liability is reversed through the consolidated statement of loss. There is no cash flow impact as a result of the accounting treatment for changes in the fair value of the warrant derivative or when warrants expire unexercised.

Estimating the fair value for our warrant derivative requires determining the most appropriate valuation model which is dependent on the terms and conditions of the issuance. This estimate also requires determining the most appropriate inputs to the valuation model, including the expected life of the warrant derivative, expected share price volatility and expected dividend yield and making assumptions about them.

A reconciliation of the change in fair value of the warrant derivative is as follows:

	Fair value of Warrant Derivatives
	\$
Balance September 30, 2022	5,707
Change in fair value of warrant derivative	(3,711)
Foreign exchange loss	(36)
Balance December 31, 2022	1,960
Change in fair value of warrant derivative	1,123
Foreign exchange loss	77
Balance March 31, 2023	3,160
Change in fair value of warrant derivative	(1,397)
Foreign exchange loss	(350)
Balance June 30, 2023	1,413

We use historical data to estimate the expected dividend yield and expected volatility of our stock in determining the fair value of the warrants. The risk-free interest rate is based on U.S. Department of Treasury benchmark treasury yield rates in effect at the time of valuation and the expected life of the warrants represents the estimated length of time the warrants are expected to remain outstanding.

Notes to the interim condensed consolidated financial statements (unaudited) For the Three months ended June 30, 2023 and 2022

(Tabular amounts expressed in thousands of Canadian Dollars, except for share and per share amounts)

6. Warrant Derivative cont'd

The following table summarizes the key assumptions used in the Black-Scholes valuation of the warrant derivative at June 30, 2023:

	June 30, 2023	March 31, 2023
Fair value of warrants	\$0.11	\$0.24
Underlying share price	\$0.64	\$0.88
Risk free interest rate	5.35%	5.10%
Expected hold period to exercise	2.25 years	2.5 years
Expected share price volatility	83%	85%
Expected dividend yield	Nil	Nil

The following table summarizes our outstanding warrant derivative for the three months ending June 30, 2023:

Exercise Price	Outstanding Beginning of the Period	Granted during the Period	Outstanding, End of the Period	Weighted Average Remaining Contractual Life (years)
US\$1.85	13,333,334	-	13,333,334	4.11

7. Government assistance

CPRIT assistance

In February 2015, the Company received notice that it had been awarded a grant by the Cancer Prevention Research Institute of Texas ("CPRIT") whereby the Company was eligible to receive up to US\$14.1 million on eligible expenditures over a three-year period related to the development of the Company's phase 2b clinical program for MDNA55. As of March 31, 2022, the grant with CPRIT was complete.

Of the US\$14.1 million grant approved by CPRIT, Medicenna had received US\$14.1 million from CPRIT at March 31, 2022.

Under the terms of the grant, the Company is required to pay a royalty to CPRIT, comprised of 3-5% of revenues on net sales of MDNA55 until aggregate royalty payments equal 400% of the grant funds received at which time the ongoing royalty will be 0.5% of revenues. At this time the royalty is not probable and therefore no liability has been recorded. In addition, the Company must maintain a presence in Texas for three years following completion of the grant.

8. Commitments

Intellectual property

On August 21, 2015, the Company exercised its right to enter into two license agreements (the "Stanford License Agreements") with the Board of Trustees of the Leland Stanford Junior University ("Stanford"). In connection with this licensing agreement, the Company issued 649,999 common shares with a value of \$0.1 million to Stanford and affiliated inventors. The value of these shares has been recorded as an intangible asset that is being amortized over the life of the underlying patents. As at June 30, 2023, the Company's intangible assets have a remaining capitalized net book value of \$60 thousand (March 31, 2023 - \$61 thousand).

Notes to the interim condensed consolidated financial statements (unaudited) For the Three months ended June 30, 2023 and 2022

(Tabular amounts expressed in thousands of Canadian Dollars, except for share and per share amounts)

8. Commitments cont'd

The Company has entered into various license agreements with respect to accessing patented technology. In order to maintain these agreements, the Company is obligated to pay certain costs based on timing or certain milestones within the agreements, the timing of which is uncertain. These costs include ongoing license fees, patent prosecution and maintenance costs, royalty and other milestone payments. As at June 30, 2023, the Company is obligated to pay the following:

- Given the current development plans and expected timelines of the Company it is assumed that project milestones of US\$0.3 million will be due in the next five years.
- Project milestone payments, assuming continued success in the development programs, of uncertain timing totaling US\$2.0 million and an additional US\$2.0 million in sales milestones.

Contractual obligations	Less than 1 year	1-3 years	3-5 years	Total
	\$	\$	\$	\$
Patent licensing costs	463	1,046	-	1,509

9. Related party disclosures

(a) Key management personnel

Key management personnel, which consists of the Company's officers (President and Chief Executive Officer, Chief Financial Officer, Chief Development Officer) and directors, earned the following compensation for the following periods:

	Three months ended June 30, 2023	Three months ended June 30, 2022
	\$	\$
Salaries and wages	253	253
Board fees	78	76
Stock option expense	243	342
	574	671

(b) Amounts payable to related parties

As at June 30, 2023, the Company had trade and other payables in the normal course of business, owing to directors and officers of \$0.1 million, (2022 - \$0.1 million) related to board fees and accrued vacation.

Notes to the interim condensed consolidated financial statements (unaudited) For the Three months ended June 30, 2023 and 2022

(Tabular amounts expressed in thousands of Canadian Dollars, except for share and per share amounts)

10. Components of Expenses

	Three months ended June 30, 2023	Three months ended June 30, 2022
	\$	\$
General and Administration Expenses		
Depreciation expense	1	-
Stock based compensation	160	296
Facilities and operations	152	124
Public company expenses	1,070	1,277
Salaries and benefits	264	222
	1,647	1,919

	Three months ended June 30, 2023	Three months ended June 30, 2022
	\$	\$
Research and Development Expenses		
Chemistry, manufacturing, and controls	496	495
Regulatory	27	28
Discovery and pre-clinical	517	470
Clinical	697	630
Salaries and benefits	500	514
Licensing, patent, legal fees and royalties	415	161
Stock based compensation	135	111
Other research and development expenses	25	2
	2,812	2,411

11. Subsequent Events

In July 2023, the Company received \$0.7 million through our Australian R&D incentive program relating to the year ended March 31, 2023. The amount receivable was recorded as a reduction in research and development expenses in the year ended March 31, 2023.

Warrants outstanding and exercisable, totaling 1,549,052 due to expire on July 17, 2023, and issued on October 17, 2019, as part of a public offering of an aggregate of 5,307,693 units of the Company, were extended to October 17, 2024.