PORTAGE BIOTECH INC.

THREE MONTHS ENDED DECEMBER 31, 2014

MANAGEMENT'S DISCUSSION AND ANALYSIS

Prepared as at February 10, 2015

Index

Management Discussion and Analysis

The following discussion and analysis by management of the financial condition and financial results for Portage Biotech Inc. for the three and nine months ended December 31, 2014 should be read in conjunction with the unaudited Consolidated Interim Financial Statements for the three and nine months ended December 31, 2014 and for the three months ended June 30, 2014 and Three and six months ended September 30, 2014 together with their respective Management Discussion and Analysis and audited consolidated financial statements for the year ended March 31, 2014 and annual report in form 20-F for the same period.

Forward looking statements

This document includes forward-looking statements within the meaning of certain securities laws, including the "safe harbour" provisions of the Securities laws. These forward-looking statements include, among others, statements with respect to our objectives, goals and strategies to achieve those objectives and goals, as well as statements with respect to our beliefs, plans, objectives, expectations, anticipations, estimates and intentions. The words "may", "will", "could", "should", "would", "suspect", "outlook", "believe", "plan", "anticipate", "estimate", "expect", "intend", "forecast", "objective", "hope" and "continue" (or the negative thereof), and words and expressions of similar import, are intended to identify forward-looking statements.

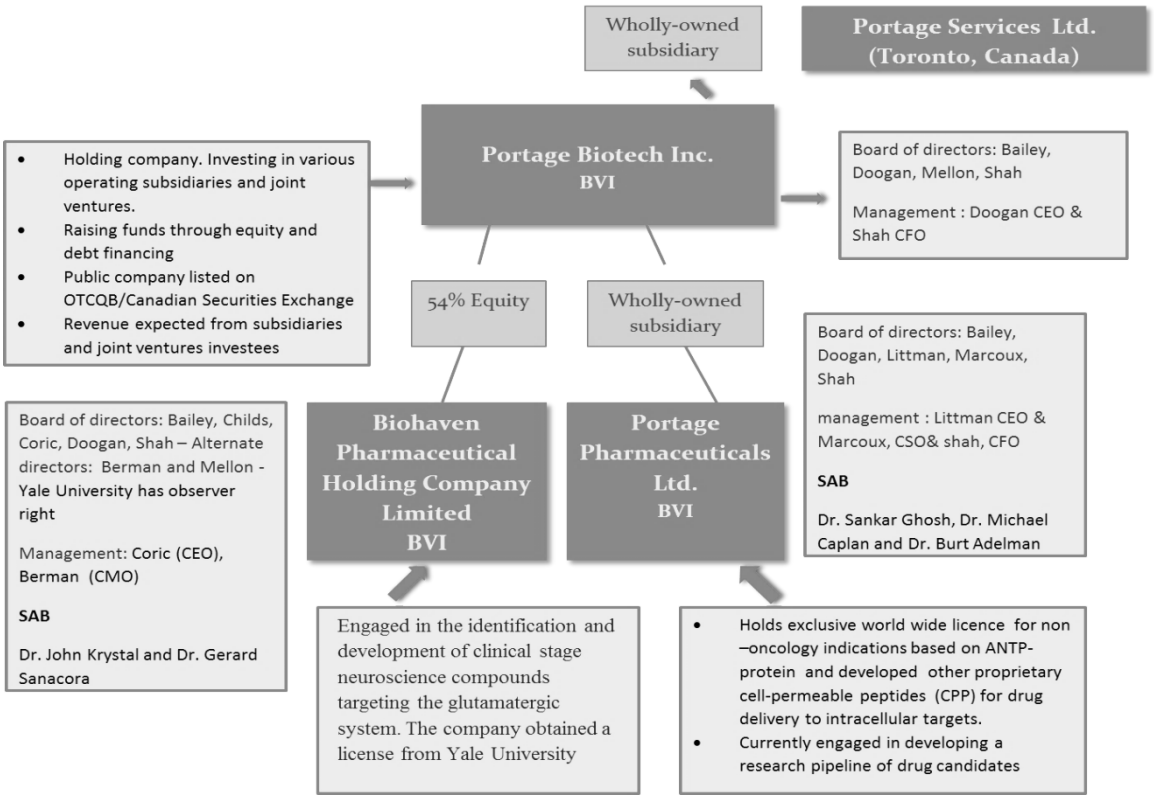
By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, which give rise to the possibility that predictions, forecasts, projections and other forward-looking statements will not be achieved. Certain material factors or assumptions are applied in making forward-looking statements and actual results may differ materially from those expressed or implied in such statements. We caution readers not to place undue reliance on these statements as a number of important factors, many of which are beyond our control, could cause our actual results to differ materially from the beliefs, plans, objectives, expectations, anticipations, estimates and intentions expressed in such forward-looking statements. These factors include, but are not limited to; the applicability of patents and proprietary technology; possible patent litigation; approval of products in the Company's pipeline; marketing of products; meeting projected drug development timelines and goals; product liability and insurance; dependence on strategic partnerships and licensees; concentration of the Company's revenue; substantial competition and rapid technological change in the pharmaceutical industry; the publication of negative results of clinical trials of the Company's products; the ability to access capital; the ability to attract and retain key personnel; changes in government regulation or regulatory approval processes; dependence on contract research organizations; third party reimbursement; the success of the Company's strategic investments; the achievement of development goals and time frames; the possibility of shareholder dilution; market price volatility of securities; and the existence of significant shareholders.

We caution that the foregoing list of important factors that may affect future results is not exhaustive. When reviewing our forward-looking statements, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. Additional information about factors that may cause actual results to differ materially from expectations, and about material factors or assumptions applied in making forward-looking statements, may be found in the "Risk Factors" section under "Business Environment" and elsewhere in the following Management's Discussion and Analysis of Operating Results and Financial Position for the three and nine months ended December 31 2014. We do not undertake to update any forward-looking statements, whether written or oral, that may be made from time to time by us or on our behalf; such statements speak only as of the date made. The forward-looking statements included herein are expressly qualified in their entirety by this cautionary language.

In this report the words "us", "we", "our", "the Company", and "Portage" have the same meaning unless otherwise stated and refer to Portage Biotech Inc. and its subsidiaries.

Nature of Operation and overview

Following diagram reflects our current organization structure:



Background and History

Portage Biotech Inc. ("the Company") was operating as an Ontario, Canada incorporated company, Bontan Corporation Inc. ("Bontan") until July 5, 2013. On July 5, 2013 the Company changed its name to the current name and was issued a certificate of Continuance by the Registrar of Corporate Affairs of the British Virgin Islands ("BVI").

The Company now continues as a BVI incorporated company with its registered office located at FH Chambers, P.O. Box 4649, Road Town, Tortola, BVI. Its Toronto subsidiary, which also acts as its Canadian agent is located at 47 Avenue Road, Suite 200, Toronto, Ontario, M5R 2G3, Canada.

The Company continues to be a reporting issuer with the Ontario Securities Commission and the US Securities and Exchange Commission and its common shares are listed and trade in US currency on the Canadian Securities Exchange under the symbol "PBT.U". The Company's common shares also trade in the OTC Markets in the US under the trading symbol ,"PTGEF".

Portage develops pharmaceutical & biotech products through to clinical "proof of concept" focussing on unmet clinical needs. Following proof of concept, Portage will look to sell or license the products to large pharmaceutical companies for further development through to commercialization.

Portage is seeking to develop novel targeted therapies or patented reformulations in cancer, infectious disease, neurology and psychiatry..

Portage will work with a wide range of partners, in all phases of development. The collaboration may include direct funding or investing human capital/sweat equity from our extensive pool of talented scientists and physicians to value-add by mitigating risks, clinical trial design and regulatory expertise.

Our pre-clinical research and development work is primarily carried out through two subsidiaries:

Portage pharmaceuticals Ltd (PPL)

On June 4, 2013, following the acquisition of Portage Pharma Ltd, the Company's wholly owned subsidiary, Portage Acquisition Inc. and Portage pharma Ltd amalgamated. The amalgamated company was named PPL, which has been incorporated in the BVI..

PPL's focus is in discovering and developing innovative cell permeable peptide therapies to normalize gene expression, restore function and improve medical outcomes. Its core technology involves delivering biologically active "cargo" to intracellular and intranuclear targets to normalize cell and tissue function, improve the immunogenicity of vaccines and enable better treatment of intracellular pathogens.

PPL holds exclusive license in non-oncology fields for patents relating to the use and knowhow of Antennapedia cell permeable peptide. PPL has also patented in June 2013 proprietary structures in human-derived cell permeable peptides with demonstrated in vitro and in vivo activity and no therapeutic area restrictions.

In May 2014, PPL entered into a Collaborative Research Agreement with Yale University to study the biological activity and cell penetrating properties of peptides developed by Portage and by Professor Alanna Schepartz of Yale's Department of Chemistry. These studies will compare the ability of these peptides to cross cell membranes and deliver biologically active cargo to an intracellular target.

In May 2014, PPL also has entered into a materials collaborative research and development agreement (M-CRADA) with the National Eye Institute, one of the National Institutes of Health. PPL will provide its lead cell permeable peptide targeting inflammatory diseases to Dr. Robert B. Nussenblatt to investigate its efficacy in animal models of uveitis.

In July 2014, PPL successfully validated a new proprietary cell permeable peptide platform technology derived from human genes. This proprietary platform technology has been shown to efficiently deliver an active pharmacological agent or cargo into a cell without disrupting the cell membrane.

Along with demonstrating that the delivery system is capable of carrying biologically active cargo to intracellular sites of action, the platform has favorable pharmaceutical properties simplifying formulation development for systemic and locally administered conjugates which will allow more rapid development of drug products.

PPL has converted its previously filed provisional patent application for this delivery system to an international patent application that includes a variety of structures utilizing cargos that address important areas of medical need.

PPL has prioritized inflammation as an area with a large therapeutic opportunity. Its cell permeable peptide fusion proteins are in preclinical development for inflammatory eye diseases and inflammatory skin diseases indications

Using a cargo peptide against an anti-inflammatory target, PPL has demonstrated not only cell penetration but also convincing in-vitro and in-vivo pharmacological effects mediated intracellularly.

In December 2014, PPL further validated its platform cell penetrating peptide technology for safely delivering a potent anti-inflammatory cargo into eye tissues. Its lead compound PPL-003 showed success in two studies in rabbits. In the first study, topical eye administration of PPL-003 at the highest feasible dose was well tolerated with no abnormal clinical or pathological findings. In the second study PPL-003 demonstrated efficacy in an experimental uveitis model by significantly suppressing the cellular inflammatory response in the anterior chamber and reducing the protein content of the anterior chamber aqueous humor.. These results in rabbits clearly demonstrated at least a ten-fold safety margin and confirmed the topical anti-inflammatory activity of PPL-003 previously demonstrated in a mouse uveitis model. PPL is continuing its uveitis program working toward IND (Investigative New Drug) filing and human testing targeting proof of concept in patients in 2016.

Biohaven Pharmaceutical Holding Company Limited (Biohaven)

On January 6, 2014, the Company acquired approximately 54% equity in Biohaven, a private corporation incorporated on September 25, 2013 under the laws of the British Virgin Islands for $3.5

million, of which $ 3million were paid up to December 31, 2014 and the balance of $ 500,000 would be paid on February 4, 2015.. Biohaven's founder shareholders include originators at Yale University who discovered the therapeutic potential of glutamate modulation in anxiety and depression and have track record of successful registrational trials.

Biohaven is engaged in the development of clinical stage neuroscience compounds targeting the glutamatergic system. The company obtained a license from Yale University regarding intellectual property for the use of certain glutamate modulating agents in the treatment of neuropsychiatric disorders.

In May 2014, Biohaven was issued by the U.S. Patent and Trademark Office ("USPTO") a notice of allowance related to Biohaven's intellectual property licensed from Yale University (U.S. Patent Application No. 11/399,188). The patent claims cover the use of certain glutamate modulating agents in the treatment of Generalized Anxiety Disorder (GAD).

GAD affects approximately 6.8 million adults or 3% of the U.S. population. GAD is characterized by excessive anxiety and uncontrollable worry that interferes with an individual's daily functioning. Anxiety symptoms are often accompanied by restlessness, fatigue, difficulty concentrating, irritability, muscle tension and increased sleep. GAD is more common in women than men and is often characterized by a chronic course. Current medication treatments are fully effective in only half of patients. Preclinical and clinical studies suggest that dysfunction in glutamatergic neurotransmission plays a central role in the pathophysiology of mood and anxiety disorders. Directly targeting the glutamatergic system may lead to more effective treatments for mood and anxiety disorders that fail to respond to current monoamine based therapies.

The patent being issued by the USPTO will provide strong IP protection for Biohaven's lead candidate in GAD.

The first drug candidate – BHV-0223 - being developed is for treatment-resistant depression and anxiety disorders. The active component of BHV-0223 is approved for the treatment of a non-psychiatric illness; its safety and pharmacodynamic effect have been well characterized in patients. The formulation of BHV-0223 will provide a clinically differentiated product with a superior safety profile to previous formulations of the API. Further, exclusive agreement with Catalent Pharma Solutions for use of a proprietary formulation technology in BHV-0223 will provide a strong differentiator for currently marketed product.

In December 2014, Biohaven received a written response from Food and Drug Administration (FDA) regarding its Pre-Investigational New Drug Application (PIND) meeting request and accompanying briefing book materials submitted to the agency in regard to BHV-0223. The FDA communicated that a written response was being issued in lieu of an in person meeting. The correspondence from the agency indicated that the proposed doses of BHV-0223 appeared reasonable. No issues were identified in the correspondence that would pose a barrier to Biohaven's planned filing of an investigational new drug application (IND) for BHV-0223.

Portage Services Ltd (PSL)

PSL was incorporated in Ontario, Canada under the name 1843343 Ontario Inc. and changed its name to the present name on July 11, 2013. PSL acts as a local agent for the Company as per the requirements of the Ontario Securities Commission. PSL maintains an office in Toronto, Canada and looks after all corporate, financials and regulatory matters.

We have developed a comprehensive website – www.portagebiotech.com which provide information on our people, activities and other corporate details.

Summary of Results

The following table summarizes financial information for the quarter ended December 31, 2014 and the preceding quarters since October 1, 2012, (All amounts in '000 US$ except net loss per share, which are actual amounts)

Quarter ended	December 31, 2014	September 30, 2014	June 30, 2014	March31, 2014	Dec. 31, 2013	Sept. 30, 2013	June 30, 2013	March 31, 2013*	December 31, 2012*
Net loss	(889)	(974)	(1,033)	(2,391)	(292)	(348)	(3,596)	(29)	-
Working capital	1,725	796	1,174	2,067	4,246	3,243	3,591	474	503
Shareholder's equity	2,794	1,615	1,746	2,393	4,251	3,248	3,596	474	503
Net loss per share - basic and diluted	(0.00)	(0.00)	(0.00)	(0.04)	(0.00)	(0.00)	(0.03)	-	-

* Details relate to those of PPL

Number of common shares, options and warrants

These are as follows:

As at,	December 31, 2014	January 30, 2015
Shares issued and outstanding	205,275,791	205,275,791
Warrants issued and outstanding (a)	103,533,920	102,971,420
Options granted but not yet exercised (b)	4,960,000	4,960,000

(a) Warrants are convertible into equal number of common shares of the Company within two to five years of their issuance, at the average exercise price of $0.31. These warrants have a weighted average remaining contractual life of 0.36 year as at December 31, 2014.

(b) Options are exercisable into equal number of common shares at an average exercise price of US$0.22 and have a weighted average remaining contractual life of approximately 3.58 years as at December 31, 2014.

Business Environment

Risk factors

Please refer to the Annual Report in the form F-20 for the fiscal 2014 for detailed information as the economic and industry factors that are substantially unchanged.

Business plan

Portage is in the business of licensing, researching and developing potential drug candidates. The Company would like to assemble a portfolio of products: diversified as to their stage of development and pathology. Then inexpensively take them through to phase 2b clinical trial often called proof of concept ("POC").

Upon a successful POC we will monetize the products through sale or license to big Pharma.
We are seeking discovery and co-development partners in areas such as cancer, infectious disease, neurology and psychiatry developing novel targeted therapies, stem cell therapy and even older marketed products that have been found to have novel patentable characteristics that bring new value to patients.

The goal is to grow Portage by carefully selecting compelling products to license, acquire or position as a joint venture. The product portfolio will be carefully selected to be at various stages in drug development but with an overriding characteristic of being attractive to large pharmaceutical companies. Portage has a strong team with extensive experience in drug development that will be leveraged to source the aforementioned products, to undertake the due diligence and guide them through drug development to monetization. Furthermore the team's track record of drug development success will be utilized to gain equity in lieu of cash in third party products.

Portage seeks to work with a wide range of partners, in all phases of development through in-licensing or other types of alliances. The collaboration may include direct funding or investing in human capital from our extensive pool of talented scientists and physicians. Specifically, Portage will invest sweat equity as well as, or instead of, capital. This internal pool of drug developers, financiers, scientists and

physicians will provide unique value-add for our partners including but not limited to mitigating risks, clinical trial design, regulatory expertise and maximizing the rewards.

Development plans for our operating subsidiaries are as follows:

PPL

- In July 2014, PPL has successfully validated a new proprietary cell permeable peptide platform technology derived from human genes. This proprietary platform technology – PPL-003 - has been shown to efficiently deliver an active pharmacological agent or cargo into a cell without disrupting the cell membrane.
- Formulation work has continued in preparation of its lead cell permeable carrier and anti-inflammatory cargo conjugate to be studied in animal models of non-infectious uveitis and dry eye.
- Based on positive results, and subject to the Company being able to raise the required funding, management will initiate GMP manufacturing and GLP preclinical studies to support IND filing and human testing targeting proof of concept in patients. – expected to be in 2016.

Biohaven

- The lead candidate – BHV-0223 – is being developed for treatment-resistant depression and anxiety disorders.
- The active component of BHV-0223 is approved for the treatment of a non-psychiatric illness; its safety and pharmacodynamic effect have been well characterized in patients. The formulation of BHV-0223 will provide a clinically differentiated product with a superior safety profile to previous formulations of the AP.
- IND preparation and formulation development is being pursued for IND filing to be followed up by Phase 1 clinical trial before the second quarter of 2015.

Results of operations

Three months ended December 31,	**2014**	2013
	In 000's US$	
Income	**-**	-
Expenses	**889**	292
Net loss for period, attributable to	**(-889)**	(292)
Portage shareholders	**(637)**	(292)
Non-controlling interest	**(252)**	-
Deficit at end of period	**(8,486)**	(4,668)

Key events during the three months under review:

The following key events occurred during the three months ended December 31, 2014:

- The Company completed a private placement in October 2014 and raised $ 2 million. The proceeds would be used to pay the Company's investment in Biohaven and further development work at PPL.
- PPL 's lead compound PPL-003 completed two successful studies on rabbits which demonstrated at least ten fold safety margin and confirmed the topical anti-inflammatory activity, which was previously demonstrated in a mouse uveitis model. See further details under "Nature of operations and overview" section.
- Biohaven received a written response to its pre-investigational new drug application from US Food and Drug Administration indicating that the proposed doses of BHV-0223 appeared reasonable. See further details under "Nature of operations and overview" section.

The following key events occurred during the three months ended December 31, 2013:

Effective October 28, 2013, the common shares of Portage began trading in US dollar on the Canadian Securities Exchange (previously known as Canadian National Stock Exchange) (CSE) under the symbol

"PBT.U".

On November 12, 2013, Portage's wholly owned subsidiary, Portage Pharmaceuticals Ltd (PPL) formed a Scientific Advisory Board (SAB) to provide guidance and expertize as Portage develops proprietary biologically active peptides that utilize its licensed Antennapedia cell-permeable peptide technology that enables delivery to intracellular and intranuclear targets. The SAB comprises three members – Dr. Burt Adelman, Dr. Michael Caplan and Dr. Sankar Ghosh.a brief bio of the SAB members can be found on our web site.

On December 17, 2013, the Company launched its new web site, www.portagebiotech.com, which has been designed as an information centre for all interested parties to follow our progress and will be updated from time to time as further news develops.

Expenses

The overall analysis of the expenses is as follows:

	Three months ended December 31,	
	2014	2013
Research and development	**$ 703,138**	$114,047
Consulting fee & payroll	**71,059**	99,312
Professional fees	**71,133**	31,085
Operating expenses	**43,582**	47,776
	$ 888,912	$ 292,220

Research and development costs

These costs comprised the following:

	Three months ended December 31,	
	2014	2013
Legal regarding Patents registration	**799**	-
Consultants – scientists and researchers	**114,044**	77,383
Other	**588,295**	36,664
	$ 703,138	$ 114,047

During the three months ended December 31, 2014, development work continued to be carried out both at PPL and Biohaven. At PPL, costs included cash fee of $ 96,690 and value of options granted and vested of $17,354 to the management of PPL, as more fully explained in Note 6 (d) to the consolidated interim financial statements for the period ended December 31, 2014. Third party outsourcing costs were $88,295., which were mainly spent on rabbit studies and formulation of the lead candidate – PPL-003. Biohaven costs related to third party outsourcing cost of $ 500,000 under a master service agreement dated January 31, 2014, as amended.

Further details of development work carried out and planned at PPL and BIohaven are provided elsewhere in this report.

During the three months ended December 31, 2013, Research and development costs were incurred by the Company's wholly owned subsidiary, PPL. On November 11, 2013, PPL had its first meeting of the scientific advisory board comprising three independent board members and PPL management. The meeting was primarily aimed at discussing and receiving SAB members' advice on scientific strategies on PPL's development programs. Further development work included in-vitro studies at Columbia University

to evaluate properties of the Antennapedia delivery platform (costs approximately $10,600 included in other) and determine how robust and viable it is and which drugs best lend themselves to delivery using this platform. The results of the studies were still being analyzed and further investigated. Other costs also involve third party charges (approximately $22,800 included in other)) for manufacturing peptides and their storage for research purposes. Biohaven became consolidating subsidiary on January 6, 2014.

Consulting fees and payroll

During the three months ended December 31, 2014, consulting fee totalled $ 77,179 and payroll was $nil. Consulting fee included cash fee of $55,000 of which $ 45,000 to CFO and value of options vested of $22,179, The Company's only employee, who assisted the CFO resigned in June 2014 and has not been replaced.

Consulting fees during the period ended December 31, 2013 include the fee paid to the CFO of $ 45,000, value of options issued during the period which were fully vested of $40,723, and the balance represents salary cost of one employee who assists the CFO. Fees paid to PPL consultants are included in the research and development costs.

Professional fees

Professional fee for the three months ended December 31, 2014 consisted of legal fees of approximately $ 48,000, $ 47,000 of which was incurred by Biohaven. The balance of the professional fee represented accrual for audit fee.

During the three months ended September 30, 2014, professional fees included accrual of audit fee of approximately $ 15,000 and balance legal fees in connection with CNSX listing application, Form S-8 filing to register with US SEC , options granted to various consultants and preparation of documents for the annual and special shareholders meeting to be held in March 2014.

Liquidity and Capital Resources

Working Capital

As at December 31, 2014, the Company had a net working capital of approximately $ 1.7 million (December 31, 2013: $4.25 million) compared to a working capital of approximately $2 million as at March 31, 2014.

Cash on hand as at December 312014 was approximately $ 2.7 million compared to $2 million as at March 31, 2014. Approximately $ 1.6 million of the cash on hand at March 31, 2014 was used in operations during the nine months to December 31, 2014, leaving a balance of approximately $ 400,000 which was added by $ 2.3 million cash proceeds from subscription to private placement and conversion of promissory note as explained later in this report.

Cash on hand as at December 31, 2013 was approximately $ 3 million compared to $0.2 million as at March 31, 2013. The increased cash was due to the acquisition transaction, on June 4, 2013, which brought in approximately $ 3 million in cash balance.

The Company is in the pre-clinical stage, and as such no revenue has been generated from its operations. The Company has accumulated losses of approximately $8.5 and has negative cash flows from operating activities.

The Company continues to obtain financing and has raised $ 2 million in private placement during the three months to December 31, 2014. Management believes the Company will be able to secure the necessary financing to continue operations in the future and meet all its obligations as they fall due. However, there is no certainty that required financing can be obtained on time. Note 1 to the consolidated interim financial statements for the three and nine months ended December 31, 2014 reflects this concern.

Operating cash flow

During the nine months ended December 31, 2014, operating activities required a net cash outflow of approximately $1.6 million (nine months to Dec. 31, 2013: $0.8 million), which was met from the existing cash as explained under working capital section above..

Financing cash flows

There were two financing activities during the nine months to December 31, 2014 which generated a net cash inflow of approximately $ 2.3 million:

(i) On July 24, 2014, The Company raised $ 300,000 through issuance of convertible promissory notes to three lenders, each advancing $ 100,000. Two of the lenders are the directors of the Company. The note was for one year, carried a 5% coupon, payable in shares, to be valued at 10% discount to the next financing, due on maturity at the time of conversion or repayment. The amount repayable under the notes was convertible at the lender's' option into common shares of the Company at the time of the next financing to be priced at the price set for the next financing discounted by 10%. On September 29, 2014, all notes and related coupons were settled through issuance of 3,500,001 restricted common shares at the option of the note holders. the common shares were valued at $ 0.09 being the price of $ 0.10 per common share of a recent private placement (see (ii) below) discounted by 10% as per the conversion terms. $ 15,000 being the value of the coupons was expensed as interest cost.

(ii) On September 11, 2014, the Company announced a private placement comprising non-brokered offering of up to 20 million restricted common shares at a price of US$ 0.10 per share for gross proceeds of up to $ 2 million to accredited investors .Two directors of the Company agreed to provide standby commitments in respect of the Private Placement by subscribing for that portion of the Private Placement not otherwise subscribed for by outside investors, up to a maximum of US$ 1 million each. They will receive a standby commitment fee of $50,000 each, payable in 500,000 restricted common shares of the Company. Up to September 30, 2014, the Company received $205,000 from three subscribers. The private placement was fully subscribed for $ 2 million on October 15, 2014.

There was cash inflow of approximately $ 3.6 million from financing activities during the nine months ended December 31, 2013, comprising cash of approximately $ 3.2 million received on reverse acquisition of PPL and balance of $0.4 million from the exercise of options and warrants.

Key Contractual obligations

The following are the key contractual obligations as at December 31, 2014:

(a) The Company entered into a consulting contract with Mr. Kam Shah, the Chief Financial Officer on April 1, 2005 for a five-year term. This term was extended by another five years to March 31, 2015 by the audit committee on April 1, 2010. Mr Shah's monthly fee is $15,000 plus taxes. Further, the contract provides for a lump sum compensation of US$250,000 for early termination of the contract without cause. The contract also provides for entitlement to stock compensation and stock options under appropriate plans as may be decided by the board of directors from time to time.

(b) Under the terms of the License Agreement dated January 25, 2013, PPL is required to reimburse to the Licensor, Trojan Technologies Limited, 50% of all maintenance costs of the US Patent # 7,968,512 and to pay royalties of 3% on Net Receipts from sales of the Licensed Product and 5% on Net Receipts from third parties in respect of development or other

exploitation of Licensed Intellectual Property and/or Licensed Products up to a maximum of $ 30 million. Total amount that may be payable in future under the terms of the Agreement cannot be reasonably estimated at this time.

(c) PPL has signed consulting contracts with its Chief Executive Officer and Chief Scientific Officer expiring in or around March 2015 and carrying a total monthly commitment of $21,250.Early termination without cause would require a lump sum compensation of $ 75,000 to be paid to the two consultants.

(d) Biohaven has signed a Master Service Agreement on January 31, 2014, as subsequently amended in April 2014, with Biohaven Pharmaceuticals Inc, a private Delaware incorporated research and development company ("BPI"). BPI is owned by non-controlling shareholders of Biohaven and is engaged by Biohaven to conduct, on behalf of Biohaven, research and development services relating to identification and development of clinical stage neuroscience compounds targeting the glutamatergic system. The agreement expires on December 31, 2018 and will automatically renew on a year to year basis. Either party can terminate the agreement upon ninety days prior notice. Agreed fee for the period up to June 30, 2015 is $ 3 million payable in quarterly instalment commencing from March 1, 2014.

(e) On March 3, 2014, Biohaven signed a contract with an independent manufacturing organization to investigate technical feasibility of developing a new formulation for Bio haven using nanosuspension and emulsion formulation approaches. The contract is approximately for fifty five weeks involving several agreed milestones for a total price of approximately $ 345,000, which is payable by BPI as agent out of the fees payable to BVI as detailed in 10(d) above.

(f) Under the terms of the License Agreement dated September 16, 2013 signed with Yale University, Biohaven is required to pay to the Licensor a milestone royalty of $ 2 million within six months of receiving approval of an NDA (New Drug Application) and pay earned royalty at 3% on worldwide annual net sales of the licensed products, subject to minimum royalty payment of $ 300,000 in the year one, $ 600,000 in year two, $ 750,000 in year three and $ 1 million from year four onwards subject to reduction ranging from 33% to 95% depending on sales of generic exceeding an agreed market share on a country by country basis and further reduction by 50% is licensee is required to pay third party royalties. Total amount that may be payable in future under the terms of the Agreement cannot be reasonably estimated at this time. Licensor also has right to purchase in cash up to 10% of any securities offered in future financing

Off balance sheet arrangements

At December 31, 2014 and 2013, the Company did not have any off balance sheet arrangements, including any relationships with unconsolidated entities or financial partnership to enhance perceived liquidity.

Transactions with related parties

Transactions with related parties are incurred in the normal course of business and are measured at the exchange amount, which is the amount of consideration established and agreed to between the related parties. Related party transactions and balances have been detailed in Note 12 to the consolidated interim financial statements for the three and nine months ended December 31, 2014.

Financial and derivative Instruments

The Company's financial instruments recognized in the balance sheet consist of the following:

	December 31, 2014		March 31, 2014	
	Carrying value	**Fair value**	Carrying value	Fair value
Financial assets				
Cash	**2,725,987**	**2,725,987**	2,032,058	2,032,058
Advances and other receivable	**15,443**	**15,443**	227,233	227,233
Financial liabilities				
Accounts payable and accrued liabilities	**1,016,493**	**1,016,493**	191,972	191,972

The Company's financial assets and liabilities are comprised of cash, advances and receivable and, accounts payable and accrued liabilities.

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

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

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

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

b) Credit risk

Credit risk is the risk of loss associated with a counter-party's inability to fulfill its payment obligations. The credit risk is attributable to various financial instruments, as noted below. The credit risk is limited to the carrying value amount carried on the statement of financial position.

a. Cash– Cash is held with a major international financial institution in Canada and a major law firm in the USA and therefore the risk of loss is minimal.
b. Other receivable – The Company is not exposed to major credit risk attributable to customers. A significant portion of this amount is prepaid to BPI under a master service agreement.

c) Liquidity risk

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

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

The Company monitors its liquidity position regularly to assess whether it has the funds necessary to take care of its operating needs and needs for investing in new projects. The Company believes that its existing cash will allow it to finance the drug development work apart from meeting its operational needs for at least another year. However, the exact need for additional cash cannot be reasonably ascertained at this stage Should the Company require further funding, it intends to secure it through further rounds of equity financing.

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

Use of Estimates and Judgments

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

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and in any future years affected. Significant areas where estimation uncertainty and critical judgments are applied include valuation of financial instruments, valuation of property, plant and equipment, impairment losses, depletion and depreciation, and measurement of stock based compensation.

Future Accounting Pronouncements

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

IFRS 9 - *Financial Instruments*

The IASB intends to replace IAS 39, Financial Instruments: Recognition and Measurements, with IFRS 9, Financial Instruments. IFRS 9 will be published in six phases, of which the first phase has been published.

For financial assets, IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, and replaces the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used. For financial liabilities, the approach to the fair value option may require different accounting for changes to the fair value of a financial liability as a result of changes to an entity's own credit risk.

IFRS 9 (2014) is effective for the Company for annual periods beginning on April 1, 2018, but is available for early adoption. The Company has yet to assess the full impact of IFRS 9.

Internal Controls over Financial Reporting

Our Chief Executive Officer and our Chief Financial Officer ("the Management") are primarily responsible in establishing and maintaining controls and procedures concerning disclosure of material information and their timely reporting in consultation and under direct supervision of the audit committee which comprises two independent directors plus the CFO.. We have also instituted controls involving dual signatures and

approval processes. We plan to introduce more rigorous controls as our activities expand. However, given the size and nature of our current operations and the involvement of independent directors, significantly reduces the risk factors associated with the inadequate segregation of duties.

The Management has instituted a system of disclosure controls for the Company to ensure proper and complete disclosure of material information. The limited number of consultants and direct involvement of the Management facilitates access to real time information about developments in the business for drafting disclosure documents. All documents are circulated to the board of directors and audit committee according to the disclosure time-lines.

Public securities filings

Additional information, including the Company's annual information form in the Form 20-F annual report is filed with the Canadian Securities Administrators at www.sedar.com and with the United States Securities and Exchange Commission and can be viewed at www.edgar.com.