



**Management's Discussion & Analysis of
Acerus Pharmaceuticals Corporation
For the three and six months ended June 30, 2021**

The following management's discussion and analysis ("MD&A") of the financial condition and results of the operations of Acerus Pharmaceuticals Corporation and its wholly owned subsidiaries (the "Company", "Acerus", "we" or "our") constitutes management's review of the factors that affected our financial and operating performance for the three and six months ended June 30, 2021. This MD&A is dated August 9, 2021 and should be read in conjunction with the unaudited condensed interim consolidated financial statements for the three and six months ended June 30, 2021, together with the annual audited consolidated financial statements and accompanying notes for the year ended December 31, 2020.

The unaudited condensed interim consolidated financial statements were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and are presented in thousands of United States ("U.S.") dollars except for per share amounts and unless otherwise noted. For more detailed information regarding certain forward-looking statements contained herein, please see the note below regarding "Forward-looking Statements". The results of the operations, business prospects and financial condition of the Company will be affected by, among others, the "Risk Factors" set out in our Annual Information Form dated March 10, 2021 available at www.sedar.com.

We have assessed our ability to continue as a going concern and concluded that, notwithstanding the new subordinated loan funding received from First Generation Capital Inc., in order to complete our planned product development and commercialization programs, and meet the amended minimum threshold for consolidated unencumbered liquid assets required to be maintained by the Company, additional capital will be required within the current fiscal year. Our ability to accomplish our strategic plans is dependent upon earning sufficient revenues from existing products, bringing new products and technologies to market, achieving future profitable operations, obtaining additional financing, and executing other strategic initiatives that could provide cash flows, or alternatively curtailing expenditures. There are no assurances that any of these initiatives will be successful. Delays in reintroducing Natesto[®] to the Canadian market, or unsuccessfully executing its US market strategy, could result in the Company failing to meet projected revenues or other budgeted targets which could result in violating our debt covenants. In addition, factors within and outside our management's control could have a significant bearing on our ability to obtain additional financing. These circumstances cast significant doubt as to our ability to realize our assets, meet our contractual obligations and commitments as they come due and, accordingly, the ultimate appropriateness of the use of accounting principles applicable to a going concern.

Forward-looking statements

This MD&A contains forward-looking information. This forward-looking information is not based on historical facts but rather on our expectations regarding the future growth of the Company and our respective results of operations, performance and business prospects and opportunities. Forward-looking information may include financial and other projections, as well as statements regarding future plans, objectives or economic performance, or the assumptions underlying any of the foregoing. This MD&A uses words such as "believe", "expect", "would", "will", "expects", "anticipates", "intends", "estimates", or similar expressions to identify forward-looking information. Such forward-looking information reflects our current beliefs based on information currently available to us.

These forward-looking statements are subject to important assumptions and the Company has also made certain macroeconomic and general industry assumptions in the preparation of such forward-looking statements. While the Company considers these factors and assumptions to be reasonable based on information currently available, there can be no assurance that actual results will be consistent with these forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Acerus business, or developments in the Company's industry, to differ materially from the anticipated results, performance, achievements or developments expressed or implied by such forward-looking statements. Risks related to forward-looking statements include, among other things: the ability of the Company to continue as a going concern; the Company's limited operating history; the Company's ability to meet future capital requirements; the fluctuating operating results of the Company; First Generation's significant influence over matters put before the shareholders; the degree of market acceptance of the Company's products; risks relating to generic competition for the Company's products; extensive

government regulation; risks associated with debt financing; marketing and distribution risks; manufacturing-related risks; supplier risks; risks relating to the supply of raw materials; publication of adverse clinical trial results; risks related to unexpected product safety or efficacy concerns; risks relating to promotional activities; risks associated with the cost and reimbursement of the Company's products; risks related to reliance on data obtained from Symphony or similar providers; intellectual property risks, including the uncertainty of intellectual property protection, risks associated with licensed patent rights and the risk of third party claims of infringement; risks related to disputes regarding ownership or inventorship of products and technologies; risks associated with trade secrets; risks related to the performance of services by third parties; risks associated with the public market and volatility associated with the Company's shares; risk of potential third-party liability; risks relating to clinical testing conducted by the Company; regulatory approval related matters; risks related to certain minimum payment obligations; a dependence on key personnel; risk of potential dilution of shareholders; risks associated with potential future acquisition activities; risks associated with the expiry of inventory; risks relating to the valuation of intangible assets; risks associated with returns, allowances and chargebacks; risks relating to the ability of the Company to expand its operations; competition risks; risks associated with technological change; foreign exchange risk; concentration risk; risks associated with certain indemnity obligations; tax-related risks; risks relating to the Company's ability to generate ancillary additional revenue; risks relating to securities analyst coverage of the Company; risks related to having limited experience in the U.S. market, risks related to the actions of its commercial partners, risks associated with the costs of complying with U.S. laws and regulations, risks related to controlled substances in the U.S., risks related to U.S. third party payer actions, risks related to U.S. federal coverage and reimbursement policies, risks related to training a U.S. sales force and risks related to evolving tariffs and trade policies between the U.S. and other countries; risks associated with the impact of the novel coronavirus ("COVID-19") as a global pandemic on the economy, workforces, financial markets and supply chain.

Risks related to forward-looking statements include those risks referred to in our filings with the Canadian Securities regulators, including risks described in our Annual Information Form dated March 10, 2021, under the heading "Risk Factors". Actual results, performance or achievement could differ materially from that expressed in, or implied by, any forward-looking information in this MD&A, and, accordingly, investors should not place undue reliance on any such forward-looking information. Further, any forward-looking information speaks only as of the date on which such statement is made and we undertake no obligation to update any forward-looking information to reflect the occurrence of unanticipated events, except as required by law. New factors emerge from time to time and the importance of current factors may change over time and it is not possible for us to predict all such factors, changes in such factors and to assess in advance the impact of each such factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking information contained in this MD&A.

Description of business

The unaudited condensed interim consolidated financial statements represent the consolidated accounts of Acerus Pharmaceuticals Corporation ("Acerus") (incorporated in Ontario, Canada) and its wholly-owned subsidiaries, Acerus Labs Inc. ("ALI") (incorporated in Ontario) and Acerus Biopharma Inc. ("ABI") (incorporated in Ontario). The head office, principal address and records office of the Company are located in Mississauga, Ontario, Canada. The Company's registered address is Suite 205, 7025 Langer Drive, Mississauga, Ontario, L5N 0E8.

Acerus Pharmaceuticals Corporation is a Canadian-based specialty pharmaceutical company focused on the commercialization and development of innovative prescription products that improve patient experience, with a primary focus in the field of men's health. We currently have one marketed product: Natesto[®], the first and only testosterone nasal gel for testosterone replacement therapy in adult males diagnosed with hypogonadism. Our primary market is the United States where we commercialize our product with our contract commercial provider Syneos Health ("Syneos"). Our previous contract with Aytu Biosciences Inc. ("Aytu") was terminated effective March 31, 2021. Going forward, we will assume all responsibilities within the U.S. market for services previously contracted to them.

On May 10, 2021, we announced that we had entered into a three-year agreement with Amneal Pharmaceuticals Inc. ("Amneal") to co-promote Natesto[®] in the United States Endocrinology segment. Amneal will sell Natesto[®] to their existing Endocrinology targets through June 30, 2024, leveraging their current relationships with Endocrinology health care providers.

Natesto[®] has also been licensed for distribution in Canada and in over 60 additional countries worldwide, through a global network of licensed distributors. Marketing approvals in jurisdictions outside of North America are expected to take place over the course of the coming years.

Our active pipeline includes two innovative products: avanafil a new chemical entity PDE5 inhibitor for the treatment of erectile dysfunction, which has been approved by the U.S. Food and Drug Administration ("FDA") and the European Medicines Agency ("EU EMA") and is commercialized in the U.S. under the trade name Stendra[®] and in the European Union ("EU") under the trade name

Spedra[®] and Lidbree[™] (formerly referred to as Shact[™]), a short acting lidocaine formulation delivered through a proprietary device into the vaginal mucosal tissue. In addition, Acerus is working on expanding its product portfolio by leveraging its proprietary delivery systems (“TriVair”), patents and formulation expertise. Our focus in 2020 was to secure extended patent applications for TriVair from 2024 to 2037. Patent extensions have been granted in Canada and Japan with extensions in Europe and the USA expected in 2021. We are actively looking at potential partnering transactions for these initiatives with our partner IP Med.

Beyond the active product pipeline, we have product rights to Tefina[™], a clinical stage product aimed at addressing a significant unmet need for women with female sexual dysfunction.

On September 8, 2020, the license, development and supply agreement with Viramal Limited (“Viramal”), granting us the exclusive rights to commercialize the Elegant[™] franchise in Canada, was mutually terminated.

On November 30, 2020, we entered into an asset purchase agreement to a third party to sell our Canadian rights for Estrace[®].

For further information please see the Annual Information Form dated March 10, 2021 and our other filings available on SEDAR at www.sedar.com.

Key products and developments

Natesto[®]

We have entered into the following license, development and supply agreements for Natesto[®]:

Date	Company	Territory	Terms
April 22, 2016	Aytu BioScience Inc. (“Aytu”)	United States	<ul style="list-style-type: none"> • Non-refundable upfront payments totaling \$8.0 million • Sales-based milestones that could potentially total \$37.4 million • Tiered supply price per unit • Agreement amended and restated agreement effective July 2019 • Agreement terminated effective March 31, 2021 with a 120 day transition period.
December 15, 2016	Hyundai Pharm Co., Ltd (“Hyundai”)	South Korea	<ul style="list-style-type: none"> • Non-refundable upfront fee • Milestone payment on regulatory approval • Tiered supply price per unit
June 5, 2017	Therios Healthcare (“Therios”)	Saudi Arabia, United Arab Emirates, and Egypt	<ul style="list-style-type: none"> • Fixed supply price per unit • The agreement was terminated by mutual consent on May 19, 2020
June 14, 2017	medac Gesellschaft für Klinische Spezialpräparate mbH (“medac”)	15 European countries: Germany, United Kingdom, France, Italy, Czech Republic, Slovakia, Spain, Sweden, Finland, Denmark, Norway, Poland, Austria, Netherland and Belgium	<ul style="list-style-type: none"> • Non-refundable upfront fee • Milestone payment on regulatory approval and sales-based milestone payments • Tiered supply price per unit
		See additions on October 31, 2018	
October 17, 2017	Eu Hwa Pte LTD. (“HWA”)	Thailand, Malaysia/Brunei, Singapore, Vietnam, Philippines, Hong Kong/Macau and one other small South East Asian country	<ul style="list-style-type: none"> • Non-refundable upfront fee • Milestone payment on regulatory approval • Tiered supply price per unit
November 23, 2017	Apsen Farmacêutica (“Apsen”)	Brazil	<ul style="list-style-type: none"> • Non-refundable upfront fee • Milestone payment on regulatory approval • Tiered supply price per unit

April 9, 2018	Producto Científicos, S.A. de C.V (“Carnot Laboratorios”)	Mexico and 18 Central and Latin American countries (Argentina, Columbia, Peru, Chile, Ecuador, Guatemala, El Salvador, Nicaragua, Honduras, Panama, Costa Rica, Cuba, Dominican Republic, Venezuela, Bolivia, Uruguay, Paraguay and Haiti)	<ul style="list-style-type: none"> • Non-refundable upfront fee • Milestone payment on regulatory approval • Tiered supply price per unit • This agreement was terminated by mutual consent on May 18, 2021 upon repayment of the upfront fee.
October 31, 2018	medac	Amended to include all existing European Union Member states and the United Kingdom, Norway, Liechtenstein, Iceland, Turkey, Australia, New Zealand, South Africa and Israel.	<ul style="list-style-type: none"> • Non-refundable upfront fee • All other terms as per the original agreement
March 30, 2021	Maylen Farma	20 countries in eastern Europe, Central Asia and the Middle East.	<ul style="list-style-type: none"> • Milestone payment on regulatory approval • Tiered supply price per unit

As reported previously, as of March 31, 2021, all recall obligations related to the previously reported August 2, 2019 voluntary recall and replacement of Natesto® in both the Canadian and South Korean markets have been fulfilled. Specifically, all replacement product committed to our South Korean partner has been shipped and the Canadian market recall final report has been filed to Health Canada. Canadian market shipments are expected to resume in late 2021.

On January 10, 2020, we announced that the dossier filed as a Decentralized Procedure in 19 European countries for the approval of Natesto® had been voluntarily withdrawn. The regulatory dossier was filed by our European licensee - medac Gesellschaft für klinische Spezialpräparate mbH (“medac”). The MPA (Swedish Health Authority), the Reference Member State (RMS) for the procedure, has requested that studies be completed, which were not otherwise required in other filings globally (including in Canada and the United States). After consulting with medac, we have mutually agreed to voluntarily withdraw the application to allow for the completion of the studies. We plan to re-submit the application once the data from the studies is available.

Co-promote Natesto® in the U.S.

We entered into an amended and restated licensing agreement with Aytu in July 2019, which moved the partnership from an out-license model to a co-promotion arrangement. Under the terms of the new agreement, Aytu returned the NDA for Natesto® in the U.S. back to Acerus. Accordingly, we have assumed all regulatory and clinical responsibilities and costs for the product in the U.S. We have taken on a more expansive role in matters such as U.S. marketing, reimbursement and medical strategy as part of the companies’ joint commercialization committee, and have launched a specialist sales force focused on urologists and endocrinologists (Acerus Sales Channel). Aytu will retain its primary care sales force (Aytu Sales Channel) and will continue to book all product net revenue while serving as the exclusive U.S. supplier of Natesto® to wholesalers, pharmacies and other customers that receive a direct shipment. Financial payments will be based upon a tiered level of net revenue, post cost of goods sold (COGS), based on annual sales performance in the respective Acerus and Aytu Sales Channels.

As part of the amended and restated licensing agreement, we did not pay Aytu to regain the marketing authorization for Natesto® in the U.S. The royalty structure currently in place was replaced with a pay-for-performance incentive structure intended to drive Natesto® revenue growth in both Sales Channels. The revised agreement extends the partnership to the later of 2027, the launch of an FDA approved, AB-rated generic equivalent to Natesto®, or the expiration or invalidation of the last to expire Natesto® patent.

Aytu will now pay us a variable rate commission for sales made in both the Aytu and Acerus Channels as per the following schedule:

- Up to the current status quo of Natesto® net sales (\$0 - \$5.5 million), Acerus will receive a commission equivalent to 25% of net revenue generated;
- For the next \$4.5 million in net revenue (\$5.5 million - \$10.0 million), Acerus will receive a commission equivalent to 50% of net revenue generated; and
- Above \$10.0 million in net revenue, Acerus receives a commission equivalent to the combination of 90% of urologists and endocrinologists related net revenues and 10% of Aytu’s sales channel net revenue generated.

On December 2, 2019, we announced that we revised our commercial licensing agreement with Aytu to accelerate the growth of Natesto[®] in the United States closed and became fully effective as of December 1, 2019. Both parties mutually waived the closing conditions of the revised licensing agreement, including the requirement that we complete a raise of a minimum of \$10.0 million on or before the end of January 2020.

On April 1, 2021, we announced the buy back of all remaining U.S. rights for Natesto from Aytu. Under the terms of the Termination and Transition Agreement, we agreed to pay a termination fee of \$7.5 million, to be paid in equal instalments of \$0.25 million over 30 months beginning April 15, 2021. We also agree to repurchase all unsold inventory on hand as of March 31, 2021, the termination date. Aytu will continue to support the distribution of Natesto[®] during a transition period not to exceed 120 days.

On May 10, 2021, we announced that we had entered into a three-year agreement with Amneal Pharmaceuticals Inc. (“Amneal”) to co-promote Natesto[®] in the United States Endocrinology segment. Under the terms of the agreement, Amneal will sell Natesto[®] to their existing Endocrinology targets through June 30, 2024, leveraging their current relationships with Endocrinology health care providers. In compensation for their marketing efforts, Amneal will receive a commission for most of the net profits attributed to Endocrinology targets in the three active promotional years, with Acerus retaining a low double-digit percentage of such profits during the active promotion period. Amneal will also receive a three-year trailing royalty following the active promotion period, with compensation to them decreasing from a majority of net profits to a minority of the net profits.

In 2019, we also engaged Syneos Health (NASDAQ: SYNH), a leading integrated biopharmaceutical solutions organization including the industry’s largest Contract Commercial Organization (CCO), to help us establish a high performing commercial footprint in the U.S. Syneos Health has extensive experience in Men’s Health and with Natesto[®], and offers an end-to-end model that enables rapid deployment of a U.S. commercial team; scale across all aspects of commercialization, including medical and regulatory affairs, managed markets, marketing and sales; and provides greater flexibility and effectiveness in resource deployment. In partnership with Syneos, on July 20, 2020, Acerus announced the launch of its U.S. Specialty sales force initially comprising of 22 sales representatives. In total, 34 Syneos personnel are deployed in sales and commercial operations support.

Buyout of all obligations under the Mattern License Agreement

On May 17, 2018, we entered into an agreement with Mattern Pharma AG (“Mattern”) to buy out all of our obligations (the “Buyout”) under the Amended and Restated Intellectual Property Rights and Product Development Agreement, dated December 21, 2013 (as amended) (“License Agreement”), including all of our future royalty payment obligations.

Under the License Agreement, we owed royalties on upfronts, milestones and revenues from products, including Natesto[®], covered by the License Agreement, including minimum annual royalty payments of \$5.0 million if gross product sales are \$75.0 million or greater, or \$2.5 million if gross product sales are below \$75.0 million, starting in fiscal 2018 and ending in 2024. Pursuant to the Buyout, with the payment of \$7.5 million, all of our material obligations owed to Mattern are suspended, but Mattern’s obligations to us remain in force. Under the Buyout, among other rights, we receive a perpetual, fully-paid, irrevocable license to all of Mattern’s patents and know-how for the products covered by the License Agreement. We paid the \$7.5 million in the following instalments: \$0.8 million was paid in July 2018, \$1.8 million was paid in September 2018, \$0.6 million was paid on January 20, 2019, \$2.0 million was paid in April 2019 which included a \$0.2 million deferral fee, and \$0.6 million was paid January 20, 2020 with the remaining \$1.9 million and \$0.2 million in deferral fee paid on April 19, 2020. We recorded an expense of \$6.7 million in May 2018 representing the fair value of the \$7.5 million obligations under the Buyout at that date. The fair value was estimated by discounting the payments using a rate of 14.75%.

The Buyout also includes a covenant not to sue and a waiver from Mattern, which became irrevocable upon payment of the last instalment to Mattern in April 2020. The Buyout will remain in full force and effect as long as the License Agreement is in force.

Estrace[®]

In March 2019 we impaired the product right intangible asset for Estrace[®] by \$2,471 following notification by its contract manufacturer of further delays in lifting the license suspension at the facility where Estrace[®] was being produced following an audit by UK health authorities in 2018 as a continued shortage of Estrace[®] may accelerate erosion of Estrace[®] sales due to the presence of a third-party generic. As a result, an alternative manufacturer was identified, and we began working towards securing a new supply of product for mid-2020.

On November 30, 2020, we entered into an asset purchase agreement with a third party to sell our Canadian rights to Estrace[®] in exchange for royalty payments based on gross sales of Estrace for up to 5 years ending May 31, 2026. PMS is not required to commence commercial sales of Estrace unless certain conditions are satisfied by June 30, 2021. Delays in the validation of the new contract manufacturer resulted in conditions to be satisfied by us by June 30, 2021, not being met. Further validation delays have been

experienced such that we now do not expect to complete the manufacturing transfer until December 31, 2021. Although, we believe that PMS will commence commercial sales of Estrace once the manufacturing transfer is complete, we have reassessed the carrying value of the variable consideration recognized at the time of sale. In applying our judgement to a probability weighted assessment, we have concluded to write down the previously recorded accrued receivable to \$nil. Accordingly, a charge for \$691 has been recorded in selling, general and administrative expenses. No additional costs have been recorded in the current quarter to reflect the latest delay.

avanafil (available in the U.S. under the brand name Stendra®)

On March 27, 2018, we entered into an exclusive distributor and license agreement with Metuchen Pharmaceuticals LLC (“Metuchen”), a privately-held specialty pharmaceutical company, granting us the exclusive rights to commercialize avanafil in Canada (available in the U.S. under the brand name Stendra®). Avanafil is a new chemical entity targeting the large and growing Erectile Dysfunction (“ED”) market. Under the terms of the sublicense agreement, Metuchen will receive regulatory milestone payments upon Acerus filing a New Drug Submission (“NDS”) with Health Canada and upon Acerus receiving marketing approval in Canada. Metuchen will also receive milestone payments based on Acerus achieving sales targets. Metuchen will oversee the manufacturing of avanafil and will receive a supply price for the product comprised of a transfer price and royalties on net sales of the product.

On March 4, 2019, we announced we filed a NDS for avanafil with Health Canada. The initial screening process by Health Canada was completed in June 2019.

On April 15, 2020, we received a NOD for its avanafil New Drug Submission. Health Canada requested the provision of additional quality information related to the avanafil drug substance in alignment with International Council for Harmonization (ICH) technical guidance adopted by Health Canada. We submitted our response to the NOD on November 11, 2020. On December 11, 2020, Health Canada confirmed that the submission had passed screening and was accepted into review. This process may take up to an additional 360 days to complete.

On July 7, 2020, VIVUS, Inc. (“VIVUS”), the licensor of avanafil to Metuchen, announced that it has completed the solicitation of an in-court prepackaged plan of reorganization, under which IEH Biopharma LLC (“IEH”) will take 100% ownership of VIVUS ahead of its July 7, 2020 chapter 11 filing. The Company has communicated with Metuchen and received assurances that the chapter 11 filing will not impact the supply chain for avanafil or access to the intellectual property it has licensed.

Lidbree™

On May 29, 2018, we entered into an exclusive agreement to commercialize Pharmanest AB’s (“Pharmanest”) Short Acting Lidocaine Product (“Lidbree™”), a pain relief drug device combination, in Canada. Under the terms of the license agreement, Pharmanest received an upfront payment and a regulatory milestone payment when we receive marketing approval in Canada. Pharmanest will also receive milestone payments based on the Company achieving sales targets. Pharmanest will oversee the manufacturing of Lidbree™ and will receive a tiered supply price for the product based on a percentage on net sales of the product.

Elegant™ franchise

On December 20, 2017, we entered into a license, development and supply agreement with Viramal, a London-based specialty pharmaceutical company, that grants us exclusive rights to commercialize the Elegant™ franchise in Canada. The Elegant™ franchise comprises Elegant™ Vaginal Moisturizer, which provides comfort to women suffering from vaginal dryness, and Elegant™ pH, which is a pH balanced vaginal product. Elegant™ Vaginal Moisturizer and Elegant™ pH are over-the-counter products. Under the terms of the license, development and supply agreement, we would pay Viramal a regulatory milestone payment upon receiving marketing approval in Canada, as well as milestone payments based on achieving sales targets. Viramal would oversee the manufacturing of Elegant™ and would receive a supply price for the product.

On September 8, 2020, we terminated the license, development and supply agreement with Viramal.

Corporate Update

Impact of COVID-19 pandemic

In March 2020, the World Health Organization declared the outbreak of a novel coronavirus (“COVID-19”) as a global pandemic, which continues to spread throughout Canada and around the world. This contagious disease outbreak and any related adverse public health developments has adversely affected workforces, economies, and financial markets globally and has led to an economic downturn. This disruption has impacted our operations and overall business by delaying the progress of our research and development programs and selling activities. While there is significant uncertainty as to the duration and impact of this outbreak, we do not currently foresee adverse

effects on our supply chain, collectability of our receivables, or further impairment triggering events in relation to the carrying value of our intangible assets at this time arising from COVID-19. We qualified for and received financial assistance under the Canada Emergency Wage Subsidy amounting to \$0.1 million for the six months ended June 30, 2021.

Our supply chains and contract manufacturers are still active and are supporting the Company's efforts to expand its business. Our co-promotion partners in the U.S. are mitigating the limitations on in-person sales calls with alternate virtual strategies.

Share Capital

On November 24, 2020, we issued 526,600,000 Common Shares, pursuant to the Rights Offering announced on October 20, 2020, for gross proceeds of CDN\$13,165. SWK also became entitled to an increase in the exchange basis of their outstanding warrants to prevent a dilution of their interest as a result of the Rights Offering. The exchange basis was determined at 1.16 to 1. Accordingly, their allotment of the Original Warrants described below, was increased by 853,050 and 217,817 respectively.

On August 28, 2020, we issued 532,015 common shares at CDN\$0.0531 per share to a vendor in lieu of cash payment.

On June 28, 2020, 23,584,624 warrants issued in relation to a 2018 bought deal transaction expired. The value of the warrants, \$1.4 million was transferred to contributed surplus.

On February 12, 2020, we announced that we had entered into an agreement with First Generation Capital Inc. ("First Generation"), a company affiliated with the Chairman of the Board of Directors of Acerus, in respect of an equity financing and debt-to-equity conversion by First Generation. A private placement to First Generation of 449,148,891 Acerus Common Shares at an offering price of CDN\$0.053269 per First Generation Common Share, being a 25% discount to the five-day volume weighted average price of the First Generation Common Shares on the TSX as at January 31, 2020, for aggregate gross proceeds to the Company of \$18.0 million (the "FGC Private Placement"). The private placement is presented net of \$0.2 million of financing costs. The agreement also included the conversion of the Company's outstanding \$11.5 million (plus accrued interest of \$0.5 million) owing to First Generation under the A&R Loan into approximately 300,081,885 Acerus Common Shares at a conversion price of CDN\$0.053269 per Acerus Common Share (the "Debt Conversion"). The debt conversion is presented net of \$0.1 million of financing costs.

Long-term debt financing

First Generation Loan

On July 18, 2019, we entered into a \$5.0 million subordinated secured term loan facility ("the Loan") with First Generation.

The Loan was subordinated to the existing \$9.0 million facility with SWK and bears interest at a rate per annum equal to the three-month LIBOR, plus an applicable margin of 10.50%. Subject to the terms of the subordination and intercreditor agreement between First Generation and SWK, the Loan was repayable in full on December 31, 2020, was interest-only until maturity with regularly scheduled payments of interest to First Generation being permitted subject to certain conditions related to our market capitalization and aggregate annual revenue, and could have been prepaid in full or in part without penalty following repayment in full of indebtedness owing to SWK.

On December 18, 2019, we announced that we had amended the Loan to (i) increase the borrowed amount to \$11.5 million ("the A&R Loan"), (ii) extend the maturity date to June 30, 2021 and (iii) cap the total amount of interest payable to First Generation under the A&R Loan (including interest paid from the closing of the original \$5.0 million subordinated secured term loan facility) to an amount equal to CDN\$1.7 million.

The other terms of the A&R Loan remained unchanged from the original facility. The A&R Loan continued to be subordinated to the existing \$9.0 million facility with SWK and, subject to the cap on the total interest payable described above, bore interest at a rate per annum equal to the three-month London Inter-Bank Offered Rate, plus an applicable margin of 10.50%. Subject to the terms of the subordination and intercreditor agreement between First Generation and SWK, the A&R Loan was repayable in full on June 30, 2021, continued to be interest-only until maturity with regularly scheduled payments of interest to First Generation being permitted subject to certain conditions related to our market capitalization and aggregate annual revenue, and could have been prepaid in full or in part without penalty following repayment in full of indebtedness owing to SWK. The proceeds from the A&R Loan will be used for ongoing general working capital.

On February 12, 2020, we announced we entered into an agreement with First Generation in respect of an equity financing and debt-to-equity conversion by First Generation. The agreement included the conversion of the Company's outstanding \$11.5 million (plus accrued interest of \$0.5 million) owing to First Generation under the A&R Loan into approximately 300,081,885 Acerus Common

Shares at a conversion price of CDN\$0.053269 per Acerus Common Share. The transaction is presented net of \$0.1 million of financing costs.

On April 30, 2021, we announced closing a \$15 million subordinated secured loan facility (“Loan Facility”) with First Generation, a company affiliated with the Chairman of the Board of Directors of the Company. The loan will be made available by way of one or more advances under a secured promissory note. The Loan Facility is subordinated to the existing credit facility with SWK and bears interest at a fixed rate of 8% per annum. Subject to the terms of the subordination and intercreditor agreement between First Generation and SWK, the Loan Facility is repayable in full by December 31, 2024. Prior to December 31, 2024, cash payments of interest or principal repayments are subject to certain exceptions related to the Company’s market capitalization and the outstanding amount of the senior facility with SWK. The Loan Facility can be repaid in full or in part without limitation following repayment of the full amount owing to SWK.

In accordance with IFRS 9 – Financial Instruments, loans must be initially measured at fair value. We have assessed the fair market interest rate attributable to the subordinated loan facility and determined that an interest rate of 14% represents fair value. Accordingly, a fair value adjustment of \$1.3 million has been recorded. As the loan is from a related party who has a controlling interest in the Company, the resultant gain has been recorded as contributed surplus. A +/- 1% change in the discount rate would change the estimated initial fair value of the loan by +/- \$0.2 million.

As of June 30, 2021, the Company had \$7 million outstanding on the Loan Facility.

SWK – Credit Facility

On October 12, 2018, we entered into a senior secured term loan credit facility with SWK Funding LLC (“SWK”) for up to \$11.0 million (“New Facility”). Security for the loan comprises a General Security Agreement on all assets, including intellectual property, of Acerus and its wholly-owned subsidiaries. An initial tranche of \$9.0 million of the New Facility was received at closing, with the remaining \$2.0 million of the New Facility becoming available on or before March 31, 2019, upon satisfaction of certain future conditions. As the conditions were not satisfied, we were not able to draw on the additional \$2.0 million on March 31, 2019.

The New Facility bears interest at a rate per annum equal to the greater of (a) the three-month LIBOR, or (b) 1.50%, with such base rate being capped at no greater than 4.25%, plus an applicable margin of 10.50%. The New Facility matures on October 11, 2023 and was interest-only for the first two years of the term. Principal payments thereafter were based on a tiered percentage of net revenue with a cap of \$0.6 million per quarter.

As part of the transaction, SWK received an origination fee representing a low single digit percentage of the maximum facility amount and will receive a final payment on maturity representing a single digit percentage of the principal amount actually advanced under the facility. We also issued 5,331,563 common share purchase warrants (the “Original Warrants”) to SWK as partial consideration for the New Facility. Each Warrant entitles SWK to purchase one common share of Acerus at an exercise price of CDN\$0.40 per common share, expires on October 11, 2023, and has a cashless exercise feature. Following the second anniversary of the issuance of the Warrants, we can cause SWK to exercise the Warrants prior to their expiry date if the closing price of our common shares on the TSX trades at or above CDN\$0.80 per share for a period of at least 21 consecutive trading days.

Under the terms of the agreement, we will have the option to prepay the loan prior to the maturity date subject to the payment of certain prepayment fees. The terms of the agreement also contain customary financial covenants some of which were amended on June 28, 2019 and were further amended as described below.

We also amended the debt agreement in September 2019 to set the minimum threshold for Consolidated Unencumbered Liquid Assets required for us to maintain. This amount is defined in the agreement as cash adjusted for a certain portion of accounts receivable and payable. This level will be set at (i) \$1.0 million on September 30, 2019; (ii) \$5.0 million at December 15, 2019; (iii) \$4.0 million at December 31, 2019; (iv) \$2.0 million at January 31, 2020, and (v) \$1.0 million at all times after January 31, 2020.

In connection with the amendment, we agreed to reprice the 5,331,563 Original Warrants from CDN\$0.40 to CDN\$0.11. In addition, the Original Warrants’ expiry date was extended from October 11, 2023 to September 30, 2024. No other changes were made to the term of the Original Warrants. On October 3, 2019, we issued 1,361,544 common share purchase warrants (the “New Warrants”) to SWK in connection with the amendment. Each New Warrant entitled SWK to purchase one common share of Acerus at an exercise price of CDN\$0.11 per common share and expired on September 30, 2024. The terms of the New Warrants will otherwise be identical to those of the Original Warrants. As such, in certain circumstances, we may cause SWK to exercise the New Warrants prior to their expiry date if the closing price of our common shares on the TSX exceeds CDN\$0.80 per share for a period of at least 21 consecutive trading days. The obligation to issue these share purchase warrants are recorded as a warrant derivative liability on the balance sheet.

On December 16, 2019, we received a waiver letter from SWK (“SWK Waiver”) waiving the requirement to comply with the Adjusted EBITDA and Aggregate Revenue covenants as at December 31, 2019 contained in the credit agreement. The amendment agreement also changed the set minimum threshold for Consolidated Unencumbered Liquid Assets required to be maintained by the Company from \$1.0 million at all times after January 31, 2020 to \$2.0 million.

The waiver of the covenants was contingent on us raising an additional \$6.5 million prior to December 23, 2019. In connection therewith, we obtained a commitment letter from First Generation to amend and restate the \$5.0 million subordinated secured term loan facility previously entered into on July 19, 2019 between Acerus and First Generation to (i) increase the borrowed amount to \$11.5 million, (ii) extend the maturity date to June 30, 2021 and (iii) cap the total amount of interest payable to First Generation under the amended loan (including interest paid from the closing of the original \$5.0 million subordinated secured term loan facility) to an amount equal to 9.99% of the market capitalization of our at the time of closing.

On February 12, 2020, we announced that we entered into an agreement with SWK in respect of an amendment to the New Facility (the “February 2020 SWK Amendment”). The amendment to the New Facility which would, among other things, (i) set the minimum threshold for consolidated unencumbered liquid assets required for us to maintain by at \$1.5 million; (ii) reset the revenue and EBITDA covenants to better reflect the nature of the Company’s business at this time compared to the time the New Facility was entered into; (iii) require pre-payment of \$0.75 million of principal in three instalments during 2020 and a commensurate reduction in the amount used to calculate exits fees; (iv) delay the date on which the Company must begin repaying principal from Q1-2021 to Q2-2021; and (v) provide flexibility to the Company to dispose of non-core assets and retain some of the proceeds of such dispositions for working capital.

As consideration for and in connection with the February 2020 SWK Amendment, we paid SWK an amendment fee of \$0.08 million and to amend the exercise price of the 6,693,107 outstanding SWK Warrants and New Warrants, which expire on September 30, 2024, from CDN\$0.11 to CDN\$0.053269. We also made a prepayment of \$0.25 million of principal to SWK. This prepayment was the first of the three installments to be made in fiscal 2020. As of December 31, 2020, we made a total of \$0.75 million of principal payments to SWK.

On September 29, 2020, the Company received a waiver with regards to the minimum aggregate revenue required for the three-month period ending September 30, 2020. On December 23, 2020, we received a waiver with regards to the minimum aggregate revenue required for the three-month period ending December 31, 2020.

On March 26, 2021, the Company announced we had entered into an agreement with SWK in respect of an amendment to the New Facility. The amendment (i) increases minimum threshold for consolidated unencumbered liquid assets required to be maintained by the Company from \$1,500 to \$2,000 effective May 15, 2021; (ii) waives the revenue and EBITDA covenants for 2021 and resets them for 2022 to better reflect the nature of the Company’s business at this time; (iii) fixed principal repayments at \$600 per quarter; and (iv) requires a pre-payment of \$500 of principal by May 15, 2021. A loss on modification of \$64 was recorded against deferred financing fees as a result of this amendment.

At June 30, 2021, we had \$7.15 million in principal outstanding on the credit facility and were in compliance with all of our covenants.

Canadian credit facility

At June 30, 2021, we also had a Canadian Credit facility of \$0.75 million with no expiration date for use only as letters of credit and bank guarantees. At June 30, 2021, \$0.03 million was drawn as standby letters of credit and bank guarantees with \$0.72 million remaining available under this facility.

Factors affecting results from operations

Revenue and cost of sales

Our product revenues for the three and six months ended June 30, 2021 reflects the sale Natesto[®] net of chargebacks, discounts and other price adjustments. Cost of sales reflect the cost of finished goods which include manufacturing, distribution and warehousing costs.

Our product revenue reflects sales recorded at the invoiced amount less estimated accruals for product returns, discounts, chargebacks and other price adjustments. These provisions with respect to product revenues are presently based on historical levels and are recognized as a reduction of revenue. While such experience has allowed for reasonable estimates in the past, history may not always be an accurate indicator of future events. We monitor these provisions and make adjustments when we believe actual results may differ from established reserves.

Research and development expenses

Our research and development (“R&D”) expenses consist primarily of project specific costs, namely: project management, clinical studies, laboratory analysis, new product submissions, formulation development and packaging design costs as well as milestone obligations based on the achievement of specific development, regulatory milestones on or before specific dates. Research and development expenses also include salary, benefits and share-based compensation for R&D management and staff and amortization of intangible assets, leasehold improvements, and manufacturing and laboratory assets.

Our R&D activities focus on clinical research and development, including but not limited to internal and external activities associated with advancing product candidates towards obtaining regulatory approval for marketing in various jurisdictions.

Selling, general and administrative expenses

Our selling, general and administrative costs mainly consist of salary, benefits, and share-based compensation for non-R&D executive management and other staff, professional fees, public company related costs, selling and marketing expenses, office expenses and amortization of leasehold improvements and equipment used for administrative purposes.

Other expenses

Other expenses consist of interest expense, accretion expense, amortization of deferred financing fees, fair value adjustment to the derivative financial instruments, foreign exchange gains and losses and interest income.

Taxation

Canada has laws related to various taxes imposed by national/federal, provincial and municipal authorities. Applicable taxes include a value added tax (“VAT”) and harmonized sales tax (“HST”), corporate income tax, payroll taxes and other taxes. The VAT and HST taxes that are payable on goods and services billed and purchased are 19.6% in Europe and 13% in Canada, respectively. These may be recoverable due to input tax credits. The corporate income tax rate in Canada is 26.5% in 2021 and 2020.

Select consolidated financial information

	Three months ended June 30,		Six months ended June 30,	
	2021	2020	2021	2020
Statement of operations data				
Product revenue	\$ 512	\$ 176	\$ (5,458)	\$ 321
Operating loss	(6,746)	(5,050)	(19,167)	(9,305)
Net Loss	(7,070)	(5,610)	(19,896)	(10,273)
Basic and diluted net loss per common share	\$ (0.00)	\$ (0.01)	\$ (0.01)	\$ (0.01)
Balance sheet data:				
	June 30,	December 31,		
	2021	2020		
Total assets	\$ 10,364	\$ 16,982		
Long-term debt	12,845	8,019		

Review of operating results – Three months ended June 30, 2021

Revenue and gross margin

	Three months ending June 30,			
	2021	2020	Change \$	Change %
Revenue				
Product revenue	\$ 562	\$ 176	\$ 386	219 %
Termination Fee	(50)	-	(50)	n/a
	512	176	336	191 %
Cost of goods sold	45	224	(179)	(80)%
Gross margin	\$ 467	\$ (48)	\$ 515	(1,073)%

Revenue increased \$0.4 million for the three months ended June 30, 2021, versus the prior period in 2020, reflecting the realization of 100% of gross margin on Nateso sales in the US market versus a revenue share in the comparative period per the previous Aytu agreement. This change was effective April 1, 2021, following the termination of our previous agreement with Aytu effective March 31, 2021. The termination fee incurred in the current period reflects the return of the upfront fee previously paid to us by Carnot Laboratorios to terminate our previous agreement.

Despite the increase in product revenue, cost of goods sold decreased by \$0.2 million versus the prior period in 2020, as the comparative period includes a non-cash charge of \$141 for the amortization of the Estrace intangible asset. This asset was subsequently sold in November 2020 and therefore no amortization charge in the current period.

Operating expenses

	Three months ending June 30,			
	2021	2020	Change \$	Change %
Operating expenses				
Research and development	\$ 928	\$ 400	\$ 528	132 %
Selling, general and administrative	6,285	4,602	1,683	37 %
	\$ 7,213	\$ 5,002	\$ 2,211	44 %

Research and development

Research and development expenses have increased by \$0.5 million for the three months ended June 30, 2021, versus the prior period in 2020 attributable to an increase in clinical trial activities for Natesto® in the U.S. Notably, \$0.4 of the increase relates to the Ambulatory Blood Pressure Monitoring trial (required by the FDA) that was deferred from 2020 due to Covid related restrictions.

Given the nature of our business and product pipeline, we will continue to incur research and development expenses in the future. Research and development expenditures will increase as we initiate further clinical studies, such as our Ambulatory Blood Pressure Monitoring trial in the U.S. noted above, and as we incur regulatory costs to get product approvals in Canada as well as to support our distribution partners as they file for approval outside North America. In addition, formulation optimization and product development costs may be incurred for products utilizing other in-licensed or in-housed developed technologies in the future.

Selling, general and administrative

Selling, general and administrative expenses increased by \$1.7 million for the three months ended June 30, 2021 versus the prior period in 2020. Of this increase, \$0.7 million is attributable to marketing materials and advertising campaign expenses with a new advertising agency for Natesto® in the U.S. market. A further \$0.7 million of the increase relates to a one-time charge to write off the accrued receivable recorded in Q4 2020 for expected proceeds from the sale of Estrace as discussed in the *Key products and developments* section above. Approximately \$0.2 million of the increase relates to non-cash charges for depreciation and share based compensation.

Other expenses (income)

	Three months ending June 30,			
	2021	2020	Change \$	Change %
Other expenses (income)				
Interest expense and other financing costs	\$ 408	\$ 382	\$ 26	7 %
Interest income	(2)	(32)	30	(94)%
Foreign exchange (gain) loss	(25)	151	(176)	(117)%
Change in fair value of derivative financial instruments	(57)	59	(116)	197 %
	\$ 324	\$ 560	\$ (236)	(42)%

The \$0.2 million increase in foreign exchange gain is due primarily to the fluctuation in the Canadian/U.S. exchange rate.

The change in fair value of derivative financial instruments reflects the fluctuation of the share price in relation to the exercise price of the warrants issued.

Review of operating results – Six months ended June 30, 2021

Revenue and gross margin

	Six months ended June 30,			
	2021	2020	Change \$	Change %
Product revenue	\$ 796	\$ 321	\$ 475	148 %
Termination fee	(6,254)	-	(6,254)	n/a
	(5,458)	321	(5,779)	(1,800)%
Cost of goods sold	236	425	(189)	(44)%
Gross margin	\$ (5,694)	\$ (104)	\$ (5,590)	(5,375)%

Revenue increased \$0.5 million for the three months ended June 30, 2021, versus the prior period in 2020 and is due primarily to the realization of 100% of gross margin on Nateso sales in the US market versus a revenue share in the comparative period per the previous Aytu agreement. This change was effective April 1, 2021, following the termination of our previous agreement with Aytu effective March 31, 2021.

We agreed to pay Aytu a termination fee of \$7,500, payable in equal installments of \$250 over 30 months, in return for buying back all of our rights to Natesto® in the U.S. market. The first installment was paid on April 15, 2021. We recorded a charge against revenue of \$6,204 on March 31, 2021, representing the fair value of the \$7,500 obligation payable. The fair value was estimated by discounting the installment payments using a rate of 17%. A +/- 10% change in the discount rate would change the estimated fair value by +/- \$106. We also paid a fee of \$50 in May 2021 to Carnot Laboratorios to terminate our current agreement.

Despite the increase in product revenue, cost of goods sold decreased by \$0.2 million versus the prior period in 2020, as the comparative period includes a non-cash charge of \$141 for the amortization of the Estrace intangible asset. This asset was subsequently sold in November 2020 and therefore no amortization charge in the current period.

Operating expenses

	Six months ended June 30,			
	2021	2020	Change \$	Change %
Operating expenses				
Research and development	\$ 1,901	\$ 1,022	\$ 879	86 %
Selling, general and administrative	11,572	8,179	3,393	41 %
	\$ 13,473	\$ 9,201	\$ 4,272	46 %

Research and development

Research and development expenses have increased by \$0.9 million for the six months ended June 30, 2021 versus the prior period in 2020. Notably, \$0.6 of the increase relates to the Ambulatory Blood Pressure Monitoring trial (required by the FDA) that was deferred from 2020 due to Covid related restrictions. A further \$0.2 is attributable to accrued manufacturing transfer costs related to the sale of Estrace.

Given the nature of our business and product pipeline, we will continue to incur research and development expenses in the future. Research and development expenditures will increase as we initiate further clinical studies, such as our Ambulatory Blood Pressure Monitoring trial in the U.S. noted above, and as we incur regulatory costs to get product approvals in Canada as well as to support our distribution partners as they file for approval outside North America. In addition, formulation optimization and product development costs may be incurred for products utilizing other in-licensed or in-housed developed technologies in the future.

Selling, general and administrative

Selling, general and administrative expenses increased by \$3.4 million for the six months ended June 30, 2021 versus the prior period in 2020. Of this increase, approximately \$1.1 million is attributable to selling and marketing expenses incurred with Syneos for the co-promotion of Natesto® in the U.S. market. The full compliment of contracted Syneos resources for sales, sales management, medical liaison and business development resources are now in place. Approximately \$0.9 million is attributable to marketing materials and advertising campaign expenses with a new advertising agency for Natesto® in the U.S. market. Approximately \$0.5 million of the increase relates to non-cash charges for depreciation and share based compensation. A further \$0.7 million of the increase relates to a one-time charge to write off the accrued receivable recorded in Q4 2020 for expected proceeds from the sale of Estrace. Although we remain committed to completing the technology transfer and launch conditions pursuant to the sale agreement, a reassessment of the probability weighted outcomes used to determine the accrued amount no longer supports the original accrual and a full write down has been taken.

Other expenses (income)

	Six months ended June 30,			
	2021	2020	Change \$	Change %
Other expenses (income)				
Interest expense and other financing costs	\$ 700	\$ 1,228	\$ (528)	(43)%
Interest income	(7)	(63)	56	89 %
Foreign exchange (gain) loss	(40)	(93)	53	(57)%
Change in fair value of derivative financial instruments	12	(104)	116	112 %
Loss on modification of debt	64	-	64	n/a
	<u>\$ 729</u>	<u>\$ 968</u>	<u>\$ (239)</u>	<u>(25)%</u>

The \$0.5 million decrease in interest expense and other financing costs for the six months ended June 30, 2021 over the same prior year period is due to the reduction in accretion expense for the buy out of the Mattern license agreement, conversion of the previous First Generation interest bearing loan to equity in February 2020 and reduced current period interest charges on our debt with SWK due to principal repayments.

The foreign exchange gain is due primarily to the fluctuation in the Canadian/U.S. exchange rate.

The change in fair value of derivative financial instruments reflects the fluctuation of the share price in relation to the exercise price of the warrants issued.

The loss on debt modification arises from the amendment to our debt with SWK described in the “Long-term debt financing” section above.

Select quarterly information

The following table highlights selected unaudited condensed interim consolidated financial data for each of the eight most recent quarters that, in management's opinion, have been prepared on a basis consistent with the audited consolidated financial statements for the year ended December 31, 2020. The selected financial information presented below reflects all adjustments, consisting primarily of normal recurring adjustments which are, in the opinion of management, necessary for a fair presentation of results for the interim periods. These results are not necessarily indicative of results for any future period, and you should not rely on these results to predict future performance.

	Three months ended			
	June 30, 2021	March 31, 2021	December 31, 2020	September 30, 2020
Statement of operations data				
Product revenue	\$ 562	\$ 234	\$ 271	\$ 493
Termination Fee	(50)	(6,204)	-	-
Cost of goods sold	45	191	846	743
Research and development	928	973	744	760
Selling, general & administrative expense	6,285	5,287	5,617	5,634
Finance costs, net	324	405	167	404
Net loss	(7,070)	(12,826)	(7,103)	(7,048)
Basic and diluted net loss per common share	\$ (0.00)	\$ (0.01)	\$ (0.01)	\$ (0.01)
	Three months ended			
	June 30, 2020	March 31, 2020	December 31, 2019	September 30, 2019
Statement of operations data				
Product revenue	\$ 176	\$ 145	\$ 321	\$ (167)
Licensing and other revenue	-	-	193	-
Cost of goods sold	224	201	352	(124)
Research and development	400	622	522	622
Selling, general & administrative expense	4,602	3,577	3,134	3,184
Finance costs, net	560	408	389	763
Net loss	(5,610)	(4,663)	(3,883)	(4,612)
Basic and diluted net loss per common share	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.02)

The fluctuations in reported results during these periods resulted primarily from the following factors:

- As noted in the *Key products and developments* section, we terminated our previous agreement with Aytu on March 31, 2021. Commencing April 1, 2021, we now earn 100% of the gross margin on the sale of Natesto® in the US market. As a result of this change, we are now able to recognize revenue on the basis of monthly sales into our sales channels rather than on periodic bulk shipments to Aytu. Prior quarter fluctuations in product revenue balances are mainly due to the timing of Natesto® inventory shipments to Aytu in the U.S. and declining Estrace® sales due to supply interruptions. Revenues in Q3 2020 reflect a shipment of Natesto® to Aytu, recognition of the potential related top-up revenue, revenue adjustments related to new rebate and trial card programs and an adjustment to previously recognized top-up revenue due to disposal of short-dated product. Revenues in Q3 2019 reflect the temporary shortage of Natesto® in the Canadian and South Korean markets.
- In Q1 2021 we recorded a charge against revenue of \$6,204 representing the fair value of the \$7,500 termination fee obligation payable to Aytu. We also paid a fee of \$50 in May 2021 to Carnot Laboratorios to terminate our current agreement.
- In Q2 2019 we had previously impaired inventory by \$0.3 million and accrued \$0.5 million related to replacing products, discounts and potential returns due to the issue described regarding certain Natesto® lots released in the Canadian and South Korean markets. However, due to the additional delays, we reversed the previous accruals related to discounts and replacement of product and have accrued \$0.7 million for returns in Q3 2019 causing negative net sales and cost of goods values for the quarter. Q3 2020 cost of goods sold reflects a charge of \$275 for spoilage of slow-moving raw materials. An additional provision for spoilage of \$0.5 million was recognized against Q4 2020 cost of goods sold.
- Research and development expenses for the past two quarters ended June 30, 2021 have returned to normalized levels since the curtailment of clinical trial activities in Q2 2020 due to COVID-19 restrictions. Notable in the past two quarters in 2021 is \$0.5 million spent on the FDA required Ambulatory Blood Pressure Monitoring trial, which was deferred from 2020. A

charge of \$0.2 million was also recognized in March 2021 related to additional costs to achieve the manufacturing transfer related to the sale of Estrace® in 2020. 2019 research and development expenses include an accrual for the Health Canada NDS filing fees for avanafil and clinical trial expenses related to the cardiovascular trial in the U.S.

- Selling, general and administrative expense increases from Q2 2020 through Q2 2021 reflects the completed ramp up of contracted resources deployed under our agreement with Syneos to co-promote Natesto® in the U.S. The increase in Q1 2021 also reflects \$0.7 million spent on marketing and advertising campaigns for Natesto® in the US market with a new agency. Increases from Q2 2019 through Q1 2020 reflects the additional spend related to the A&R Agreement with Aytu.

Financial position

The following table presents a summary of our financial position:

	June 30, 2021	December 31, 2020	Change \$	Change %
Working capital (total current assets less total current liabilities)	\$ (3,714)	\$ 6,931	\$ (10,645)	(154)%
Non-current assets	2,759	2,948	(189)	(6)%
Long-term obligations	13,986	6,719	7,267	108 %
Shareholders' (deficit) equity	(14,941)	3,160	(18,101)	(573)%

Working capital

The \$10.6 million decrease in working capital between December 31, 2020 to June 30, 2021 reflects the following:

- \$6.6 million decrease in cash attributable to \$11.8 million of cash used from operations, \$0.3 million used in investing activities and \$1.6 million used for principal and interest payments offset by \$7.1 million in advances on the subordinated loan facility from First Generation.
- \$1.2 million increase in accounts payable and accrued liabilities.
- \$2.7 million increase in current portion of termination fee payable.
- \$0.7 million increase in current portion of long-term debt attributable to SWK loan repayments scheduled for the next twelve months.
- \$0.9 million decrease in contract assets due to termination of Aytu agreement and write down of Estrace sale accrued proceeds.

Offset by:

- \$1.0 million increase in accounts receivable.
- \$0.3 million increase in inventory and prepaid expenses.
- \$0.2 million decrease in current portion of lease liability.

Non-current assets

Non-current assets consist of property and equipment, right of use asset and intangible assets. Property and equipment mainly consist of office, lab and manufacturing equipment, fixtures, and leasehold improvements. Right of use asset relates to the lease on the Canadian facilities. Intangible assets consist of technology, patents and product rights. At June 30, 2021 manufacturing equipment with a net book value of \$0.4 million was held off-site by a third party (\$0.5 million at December 31, 2020). The \$0.2 million decrease in non-current assets at June 30, 2021 versus December 31, 2020 is attributable to \$0.5 million of depreciation and amortization expense offset by \$0.3 million addition of a right to use asset for our new head office leased premises in Mississauga.

Long-term obligations

Long-term obligations consist of long-term debt, the subordinated loan facility, the long-term portion of the termination fee, derivative financial instruments and lease liability.

Please refer to the “Long-term debt financing” section above for details on the First Generation Loan, SWK facility and the recent First Generation subordinated loan facility.

On February 12, 2020, we announced we entered into an agreement with First Generation in respect of an equity financing and debt-to-equity conversion by First Generation. The agreement included the conversion of the Company’s outstanding \$11.5 million (plus accrued interest of \$0.5 million) owing to First Generation under the A&R Loan into approximately 300,081,885 Acerus Common Shares at a conversion price of CDN\$0.053269 per Acerus Common Share (the “Debt Conversion”). The debt conversion is presented net of \$0.1 million of financing costs.

On February 12, 2020, we announced that we entered into an agreement with SWK in respect of an amendment to the New Facility (the “February 2020 SWK Amendment”). The amendment to the New Facility which would, among other things, (i) set the minimum threshold for consolidated unencumbered liquid assets required for us to maintain by at \$1.5 million, (ii) reset the revenue and EBITDA covenants to better reflect the nature of the Company’s business at this time compared to the time the New Facility was entered into, (iii) delay the date on which the Company must begin repaying principal from Q1-2021 to Q2-2021; (iv) require pre-payment of \$0.75 million of principal in three instalments during 2020 and a commensurate reduction in the amount used to calculate exits fees; and (v) provide flexibility to the Company to dispose of non-core assets and retain some of the proceeds of such dispositions for working capital.

As consideration for and in connection with the February 2020 SWK Amendment, we paid SWK an amendment fee of \$0.1 million and to amend the exercise price of the 6,693,107 outstanding SWK Warrants and New Warrants, which expire on September 30, 2024, from CDN\$0.11 to CDN\$0.053269. The Company also made a prepayment of \$0.25 million of principal to SWK. This prepayment was the first of the three installments to be made in fiscal 2020. As of September 30, 2020, we made \$0.5 million in principal payments.

On September 29, 2020, the Company received a waiver with regards to the minimum aggregate revenue required for the three-month period ending September 30, 2020. On December 23, 2020, we received a waiver with regards to the minimum aggregate revenue required for the year ended December 31, 2020.

On March 26, 2021, we announced that we had entered into an agreement with SWK in respect of an amendment to the New facility. The amendment (i) increases the minimum threshold for consolidated unencumbered liquid assets to be maintained by the Company from \$1.5 to \$2.0 million effective May 15, 2021; (ii) resets the revenue and EBITDA covenants to better reflect the nature of our business at this time; (iii) fixed principal repayments at \$600 per quarter; and (iv) requires a prepayment of \$0.5 million of principal by May 15, 2021. An amount of \$8.25 million remains outstanding on this facility at March 31, 2021. A loss on modification of \$34 was recorded against deferred financing fees as a result of this amendment.

On April 30, 2021, we announced closing a \$15 million subordinated secured loan facility (“Loan Facility”) with First Generation, a company affiliated with the Chairman of the Board of Directors of the Company. The loan will be made available by way of one or more advances under a secured promissory note. The Loan Facility is subordinated to the existing credit facility with SWK and bears interest at a fixed rate of 8% per annum. Subject to the terms of the subordination and intercreditor agreement between First Generation and SWK, the Loan Facility is repayable in full by December 31, 2024. Prior to December 31, 2024, cash payments of interest or principal repayments are subject to certain exceptions related to the Company’s market capitalization and the outstanding amount of the senior facility with SWK. The Loan Facility can be repaid in full or in part without limitation following repayment of the full amount owing to SWK.

At June 30, 2021, we also had a Canadian Credit facility of \$0.75 million, with no expiration date for use only as letters of credit and bank guarantees. At June 30, 2021, \$0.03 was drawn as standby letters of credit and bank guarantees and \$0.72 million remains available under this facility.

Shareholders’ deficiency

We are authorized to issue an unlimited number of common shares. Each common share entitles the holder thereof to receive notice of and exercise one vote at all meetings of shareholders. As at June 30, 2021, we had 1,537,588,081 common shares issued and outstanding, 3,961,218 of outstanding RSUs and 113,342,546 outstanding stock options with a weighted average exercise price of CDN\$0.13.

The \$18.0 million decrease in shareholders’ equity at June 30, 2021 versus December 31, 2020 is primarily due to the \$19.7 million net loss offset by a \$0.4 million of share based compensation and by \$1.3 million from the fair value adjustment on the subordinated loan facility both relieved to contributed surplus.

On February 12, 2020, we announced that we had entered into an agreement with First Generation, in respect of an equity financing and debt-to-equity conversion by First Generation. A private placement to First Generation of 449,148,891 Acerus Common Shares at an offering price of CDN\$0.053269 per FGC Common Share, being a 25% discount to the five-day volume weighted average price of the FGC Common Shares on the TSX as at January 31, 2020, for aggregate gross proceeds to the Company of \$18.0 million. The private placement is presented net of \$0.2 million of financing costs. The agreement also included the conversion of the Company’s outstanding \$11.5 million (plus accrued interest of \$0.5 million) owing to First Generation under the A&R Loan into approximately 300,081,885 Acerus Common Shares at a conversion price of CDN\$0.053269 per Acerus Common Share. The debt conversion is presented net of \$0.1 million of financing costs.

On June 28, 2020, 23,584,624 warrants issued in relation to a 2018 bought deal transaction expired. The value of the warrants, \$1.4 million was transferred to contributed surplus.

On August 28, 2020, we issued 532,015 common shares at CDN\$0.0531 per share to a vendor in lieu of cash payment.

On November 24, 2020, we issued 526,600,000 Common Shares, pursuant to the Rights Offering announced on October 20, 2020, for gross proceeds of CDN\$13,165. SWK also became entitled to an increase in the exchange basis of their outstanding warrants to prevent a dilution of their interest as a result of the Rights Offering. The exchange basis was determined at 1.16 to 1. Accordingly, their allotment of the Original Warrants described below, was increased by 853,050 and 217,817 respectively.

Liquidity and capital resources

Liquidity risk

As detailed in the long-term obligations section above, principal of \$7.15 million with SWK remains outstanding at June 30, 2021 on the New Facility. A principal amount of \$7.0 million has been drawn on the First Generation subordinated loan with \$8.0 remaining available as at June 30, 2021. See “Long-term debt financing” section for more detail.

Liquidity risk is the risk that we may encounter difficulties in meeting our financial liability obligations as they become due. The purpose of liquidity management is to ensure that there is sufficient cash to meet all of our financial commitments and obligations as they come due. We control liquidity risk through management of working capital, cash flows, and sourcing of funding. We have planning and budgeting processes in place to help determine the funds required to support our normal operating requirements on an ongoing basis. Since inception, we have financed our cash requirements primarily through issuances of equity securities and long-term debt.

The unaudited condensed interim consolidated financial statements for the three and six months ended June 30, 2021 have been prepared on a going concern basis, which assert that we have the ability in the near term to continue to realize our assets and discharge our liabilities and commitments. We have assessed our ability to continue as a going concern and concluded that in order to complete our planned product development and commercialization programs and meet the amended minimum threshold for consolidated unencumbered liquid assets required to be maintained by the Company, additional capital will be required within the next two quarters.

Our ability to accomplish our strategic plans is dependent upon earning sufficient revenues from existing products, bringing new products and technologies to market, achieving future profitable operations, obtaining additional financing, and executing other strategic initiatives that could provide cash flows, or alternatively curtailing expenditures. There are no assurances that any of these initiatives will be successful. For example, delays in reintroducing Natesto® to the Canadian market, or unsuccessfully executing on our US market strategy, could result in the Company failing to meet projected revenues or other budgeted targets. In addition, factors within and outside our management’s control could have a significant bearing on our ability to obtain additional financing.

Cash flows

Cash flows from/(used in):	For the six months ended June 30,				
	2021	2020	Change \$	Change %	
Operating activities	\$ (11,753)	\$ (10,355)	\$ (1,398)	14 %	
Financing activities	5,159	16,524	(11,365)	(69)%	
Investing activities	44	-	44	n/a	
Net (decrease) increase in cash	\$ (6,550)	\$ 6,169	\$ (12,719)	206 %	

At June 30, 2021, we had a cash balance of \$2.6 million.

The cash outflow from operating activities of \$11.8 million for the six months ended June 30, 2021 is a result of a \$19.9 million net loss, offset by \$1.7 million in non-cash expenses and an \$6.4 million inflow from working capital. The cash outflow from operating activities of \$10.4 million for the six months ended June 30, 2020 is a result of a \$10.3 million net loss, a \$1.9 million outflow from working capital, offset by \$1.8 million in non-cash expenses.

The cash inflow from financing activities of \$5.2 million for the six months ended June 30, 2021 was due to \$7.0 million in advances on the First Generation subordinated loan offset by \$1.6 million in principal and interest payments on the New Facility with SWK and \$0.2 million in capital lease payments. The cash inflow of \$16.5 million from financing activities for the six months ended June 30, 2020 was due to the issuance of common shares for proceeds of \$17.8 million offset by a principal repayment of \$0.3 million and by interest and financing costs payments of \$1.0 million.

Capital expenditures

Capital expenditures were \$nil million for both the three and six months ended June 30, 2021 and \$nil in the comparative periods in 2020.

Contractual obligations and commitments

As of June 30, 2021, and in normal course of business, we have the following obligations to make future payments, representing contracts and other commitments that are known and committed.

	Less than 3 months	3-6 months	6 months - 1 year	Between 1 and 2 years	Between 2 and 5 years	Total
Accounts payable and accrued liabilities	\$ 5,611	\$ 300	\$ 614	\$ -	\$ -	\$ 6,525
Purchase commitments	5,223	5,216	3,615	418	94	\$ 14,566
Termination Fee	750	750	1,500	3,000	.	\$ 6,000
Lease liability (principal and interest)	-	-	4	46	144	\$ 194
Long-term debt (principal and interest)	804	786	1,512	2,815	2,922	\$ 8,839
Subordinated loan facility (principal and interest)	-	-	-	-	9,312	\$ 9,312
As at June 30, 2021	12,388	7,052	7,245	6,279	12,472	\$ 45,436

Purchase commitments reflect \$6.7 million contracted with Syneos Health over the next two years. See previous discussion under “*Copromote Natesto® in the U.S.*”

Please refer to the “Long-term debt financing” sections for details on the SWK and First Generation loans.

In relation to the pulmonary and nasal dry powder delivery technology, there is a milestone payment of \$2.0 million due upon FDA approval for each product up to a maximum of \$8.0 million (see note 5(b) of the December 31, 2020 consolidated financial statements) for products submitted for approval by ABI itself.

We may be required to make certain regulatory or sales-based milestone payments as part of many of their in-licensing agreements as described in notes 5(g) and (h) in the consolidated financial statements ended December 31, 2020.

Related party transactions

Key management includes our directors and executive officers. The remuneration of directors and key members of management and professional fees paid for the three and six months ended June 30, 2021 and 2020 were as follows:

	For the three months ended June 30,		For the six months ended June 30,	
	2021	2020	2021	2020
Short-term compensation of key management and directors	\$ 504	\$ 364	\$ 1,054	\$ 740
Share-based compensation	157	177	425	214
Interest expense	53	-	53	212
	\$ 714	\$ 541	\$ 1,532	\$ 1,166

These transactions are in the normal course of operations.

Executive employment agreements allow for total additional payments of approximately \$2.4 million if all are terminated as a result of a change in control, \$2.3 million if all are terminated without cause, and \$nil if all are terminated with cause.

As at June 30, 2021, Acerus had a \$10.8 million receivable (\$10.6 million receivable as at December 31, 2020) from its wholly owned subsidiary ABI. The receivable is non-interest bearing, due on demand and eliminates upon consolidation.

Please refer to the “*Shareholders’ deficiency*” section for details on an equity financing and debt-to-equity conversion by First Generation. As a result of these transactions, First Generation’s share ownership increased from 45.1% to 89.5%.

Dividends

We intend to re-invest future earnings to finance our growth and therefore do not intend to pay dividends in the foreseeable future. Any subsequent decision to pay dividends is at the discretion of the Board of Directors and will depend on our financial position, operating results, capital requirements and other factors deemed relevant by the Board of Directors.

Financial instruments

As at June 30, 2021, our financial instruments consisted of cash, trade and other receivables, contract assets, accounts payable and accrued liabilities, long-term debt, and derivative financial instrument. The derivative financial instrument is measured at fair value with any changes recognized through the consolidated statement of loss and comprehensive loss and is classified as Level 2. Cash, trade and other receivables, contract assets, accounts payable and accrued liabilities are measured at amortized costs and their fair values approximate carrying values due to their short-term nature except for the Buyout payable. The Buyout payable has been discounted using a current interest rate and accordingly its carrying value approximates fair value.

The New facility long-term debt with SWK and First Generation subordinate loan are measured at amortized cost. At June 30, 2021, the fair value of the long-term debt with SWK approximates its face value of \$7.15 million. At June 30, 2021, the fair value of the First Generation subordinate loan approximates the current carrying value of \$5.7 million.

Currency risk

We are exposed to currency risk related to the fluctuation of foreign exchange rates. We are exposed to currency risk through net assets denominated in Canadian dollars, Euros, and British Pounds of the parent company, whose functional currency is the US dollar.

	June 30, 2021		
	CDN	EUR	GBP
Cash	\$ 1,171	\$ -	\$ -
Trade and other receivables	186	-	-
Accounts payable and accrued liabilities	(1,798)	(88)	(46)
Lease liability	412	-	-
	\$ (29)	\$ (88)	\$ (46)

Based on the above net exposure at June 30, 2021, and assuming that all other variables remain constant, a 5% appreciation or depreciation of the U.S. dollar against the other currencies would have resulted in the following impact on net (loss)/income:

US Dollar				
Net income effect:	CDN	EUR	GBP	Total
Appreciate 5%	\$ 1	\$ (5)	\$ (4)	\$ (8)
Depreciate 5%	(1)	5	4	8

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. We have an interest rate of LIBOR + 10.50% per annum with a LIBOR floor rate of 1.5% and the rate being capped at no greater than 4.25% for the SWK credit facility.

A 0.5% appreciation in the present LIBOR rate would lead to an increase of \$0.1 million of interest payments for the life of the loans. A 0.5% depreciation in the present LIBOR rate would lead to a decrease of \$0.1 million of interest payments required for the life of the loans.

Credit risk

Credit risk is the risk of a financial loss if a customer or counterparty to a financial instrument fails to meet its contractual obligation. Financial instruments that potentially expose us to significant concentrations of credit risk consist of cash, and trade and other receivables. Our investment policies are designed to mitigate the possibility of deterioration of principal, enhance our ability to meet our liquidity needs and provide high returns within those parameters. Cash is on deposit with a Canadian chartered bank located in Canada and with its affiliated bank located in the U.S.

We monitor the collectability of trade and other receivables and estimates on allowance for doubtful accounts. As at June 30, 2021, the allowance for doubtful accounts was \$nil. Allowance for doubtful accounts is minimal because there has not been a significant change in credit quality and all amounts are considered recoverable.

Market risk

The change in fair value of our derivative liability, which is measured at fair value through profit and loss (“FVTPL”), results from the periodic “mark-to-market” revaluation. The valuation is impacted, among other inputs, by the market price of our common shares. As a result, the change in fair value of the derivative liability, which is reported through the consolidated statement of (loss)/income and comprehensive (loss)/income, has been and may continue in future periods to be materially affected most notably by changes in our common share price.

Assuming that all other variables remain constant, a 5% appreciation or depreciation of our share price would have resulted in an immaterial impact on our net loss.

Accounting pronouncements

The accounting policies applied are consistent with the significant accounting policies used in the preparation of the audited annual consolidated financial statements for the year ended December 31, 2020. These policies have been consistently applied to all periods presented except as noted below regarding the change in functional currency.

Critical accounting estimates

In preparing our condensed interim consolidated financial statements, we are required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities at the date of the condensed interim consolidated financial statements and the reported amounts of revenue and expenses during the reporting periods. Actual results may differ from these estimates. Estimates are based on our best knowledge of current events and actions that we may undertake in the future. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and any future periods are affected.

Going concern

The condensed interim consolidated financial statements for the three and six months ended June 30, 2021 were prepared using IFRS applicable to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they come due for the foreseeable future. We have assessed our ability to continue as a going concern and concluded that, notwithstanding the new subordinated loan funding received from First Generation, in order to complete our planned product development and commercialization programs and meet the amended minimum threshold for consolidated unencumbered liquid assets required to be maintained by the Company, additional capital will be required within the current fiscal year. Our ability to accomplish our strategic plans is dependent upon earning sufficient revenues from existing products, bringing new products and technologies to market, achieving future profitable operations, obtaining additional financing, and executing other strategic initiatives that could provide cash flows, or alternatively curtailing expenditures. There are no assurances that any of these initiatives will be successful. Delays in reintroducing Natesto® to the Canadian market, or unsuccessfully executing its US market strategy, could result in the Company failing to meet projected revenues or other budgeted targets which could result in violating our debt covenants. In addition, factors within and outside our management’s control could have a significant bearing on our ability to obtain additional financing. These circumstances cast significant doubt as to our ability to realize our assets, meet our contractual obligations and commitments as they come due and, accordingly, the ultimate appropriateness of the use of accounting principles applicable to a going concern.

Impairment of non-financial assets

At June 30, 2021, we have an intangible asset with a carrying value of \$1,711 relating to a technology platform (“TriVair”) for pulmonary and nasal delivery of pharmaceutical medication that was acquired in 2009. The recoverability of this intangible asset is dependent on successful development and subsequent commercialization of the related products or entering into a potential transaction to license or sell the technology. We have granted a third party exclusive worldwide rights to develop, manufacture and market nasal and pulmonary inhalation devices developed or manufactured using the TriVair technology under a five-year intellectual property right and product development agreement. In return, we are entitled to receive 37% of any upfront fees, payments, or milestone payments on the first partnering transaction entered into by this third party (and 25% on any subsequent partnering transactions) and 15% of all revenues received by this third party in connection with the sale of products developed using the technology to other parties. The third party has the option to extend this agreement by a further five years from the expiry of the term if the total amounts received by us during the initial term are at least \$2,500. No revenues have been received to date. We are required to assess at the end of each reporting period whether there is any indication that this intangible asset may be impaired. If any such indication exists, we are required to estimate the recoverable amount of the intangible asset. Where an impairment exists, the asset is written down to its recoverable amount. This requires

a significant amount of judgment. In our view, based on the potential pipeline of applications being developed by the third party, no indicators of impairment have been identified during the current quarter with respect to this intangible asset.

Derecognition of Estrace product right intangible asset and related accrued receivable

We reported an anticipated shortage of Estrace in January 2019 due to supply issues with its contract manufacturer and have since identified an alternative manufacturer and is continuing to work to transfer the manufacture of Estrace® to the new contract manufacturer which is expected to be completed in the first half of 2021. We entered into an asset purchase agreement to sell all of our Estrace® assets (excluding accounts receivable and inventory), effective November 30, 2020, to Pharmascience Inc in exchange for consideration in the form of royalties ranging from 10% to 15% on future Estrace product sales made by Pharmascience Inc over a period of approximately five years ending May 31 2026. If we are not able to meet certain “launch conditions” including the transfer of the manufacturing process to the new contract manufacturer by June 30, 2021, Pharmascience Inc is under no obligation to relaunch the product. Delays in the validation of the new contract manufacturer will result that the conditions to be satisfied by us will not be met by June 30, 2021.

Derecognizing the acquired assets occurs when the buyer obtains control of the assets and has the ability to direct the use of and obtain substantially all of the remaining benefits from the assets. In our judgment, based on the facts and circumstances surrounding this transaction, control of the acquired assets transferred to Pharmascience Inc. on November 30, 2020, notwithstanding the additional performance obligations we are required to complete to fulfil the launch conditions specified in the agreement. As a result, the acquired assets were derecognized in fiscal 2020 and a loss of \$1,629 recorded on their disposal, assuming disposal proceeds of \$691 and after providing for \$288 of costs expected to be incurred in order to complete the transfer of the manufacturing process to the new contract manufacturer.

As noted in the “*Key products and developments*” section above, further validation delays have been experienced such that we now do not expect to complete the manufacturing transfer until December 31, 2021. Although, we believe that PMS will commence commercial sales of Estrace once the manufacturing transfer is complete, we have reassessed the carrying value of the variable consideration recognized at the time of sale. In applying our judgement to a probability weighted assessment, we have concluded to write down the previously recorded accrued receivable to \$nil. Accordingly, a charge for \$691 has been recorded in selling, general and administrative expenses. No additional costs have been recorded in the current quarter to reflect the latest delay.

Non-IFRS financial measures

The non-IFRS measures included in this MD&A are not recognized measures under IFRS and do not have a standardized meaning prescribed by IFRS and may not be comparable to similar measures presented by other issuers. When used, these measures are defined in such terms as to allow the reconciliation to the closest IFRS measure. These measures are provided as additional information to complement those IFRS measures by providing further understanding of our results of operations from our perspective. Accordingly, they should not be considered in isolation nor as a substitute for analysis of our financial information reported under IFRS. Despite the importance of these measures to management in goal setting and performance measurement, we stress that these are non-IFRS measures that may be limited in their usefulness to investors.

We use non-IFRS measures, such as EBITDA and Adjusted EBITDA to provide investors with a supplemental measure of our operating performance and thus highlight trends in our core business that may not otherwise be apparent when relying solely on IFRS financial measures. We also believe that securities analysts, investors and other interested parties frequently use non-IFRS measures in the valuation of issuers. We also use non-IFRS measures in order to facilitate operating performance comparisons from period to period, prepare annual operating budgets, and to assess our ability to meet our future debt service, capital expenditure and working capital requirements.

The definition and reconciliation of EBITDA and Adjusted EBITDA used and presented by the Company to the most directly comparable IFRS measures follows below:

EBITDA and Adjusted EBITDA

EBITDA is defined as net (loss)/income adjusted for income tax, depreciation of property and equipment, amortization of intangible assets, interest on long-term debt and other financing costs, interest income, and changes in fair values of derivative financial instruments. Management uses EBITDA to assess the Company’s operating performance.

Adjusted EBITDA is defined as EBITDA adjusted for, as applicable, licensing and other revenue, royalty expenses associated with triggering events, Buyout, milestones, share based compensation, impairment of intangible asset, foreign exchange (gain)/loss and the

impact of charges related to a product recall. We use Adjusted EBITDA as a key metric in assessing our business performance when we compare results to budgets, forecasts and prior years. Management believes Adjusted EBITDA is a good alternative measure of cash flow generation from operations as it removes cash flow fluctuations caused by extraordinary and non-recurring items, including changes in working capital. A reconciliation of net loss to EBITDA (and Adjusted EBITDA) is set out below.

	For the three months ended		For the six months ended	
	2021	June 30, 2020	2021	June 30, 2020
Net loss	\$ (7,070)	\$ (5,610)	\$ (19,896)	\$ (10,273)
Adjustments:				
Amortization of intangible assets	38	179	75	358
Depreciation of property and equipment	221	64	443	128
Depreciation of right of use asset	3	12	3	24
Interest expense and other financing costs*	408	382	700	1,228
Interest income	(2)	(32)	(7)	(63)
Change in fair value of derivative	(57)	59	12	(104)
Loss on modification of debt	-	-	64	-
EBITDA	\$ (6,459)	\$ (4,946)	\$ (18,606)	\$ (8,702)
Termination Fees	50	-	6,254	-
Share based compensation	176	203	467	248
Foreign exchange (gain) loss	(25)	151	(40)	(93)
Charges related to product recall	-	(71)	-	(71)
Gain on sale of property and equipment	56	-	56	-
Adjusted EBITDA	\$ (6,202)	\$ (4,663)	\$ (11,869)	\$ (8,618)

* This figure includes interest expense, amortization of deferred financing costs and accretion expense related to our outstanding debts.

Management's responsibility for financial reporting

Disclosure controls and procedures and internal controls over financial reporting

As at June 30, 2021 management has disclosure controls and procedures ("DCP") that provide reasonable assurance that information required to be disclosed by the Company in its filings under Canadian securities legislation is recorded, processed, summarized and reported in a timely manner. The system of DCP includes, among other things, the Company's Corporate Disclosure and Whistleblower policies and Code of Conduct, the review and approval procedures of the Disclosure Committee and continuous review and monitoring procedures by senior management.

As at June 30, 2021 management has designed internal controls over financial reporting ("ICFR") within the Company in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of condensed interim consolidated financial statements for external purposes in accordance with IFRS. These controls were designed based on the framework established by Internal Control - Integrated Framework: 2013 issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Due to its inherent limitations, ICFR may not prevent or detect misstatements. In addition, the design of any system of control is based upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all future events, no matter how remote, or that the degree of compliance with the policies or procedures may not deteriorate. Accordingly, even effective ICFR can only provide reasonable, not absolute, assurance of achieving the control objectives for financial reporting.

Changes in internal controls over financial reporting

There have been no changes to the Company's internal controls over financial reporting during the three and six months ended June 30, 2021 that have materially affected, or are reasonably likely to materially affect, its internal controls over financial reporting.

Litigation

Schenk Litigation

Valeant Pharmaceuticals International, Inc. and Valeant International Bermuda ("Valeant") are defendants in Ontario Superior Court of Justice Action No. CV-11-438382, which claims a declaration that Valeant is contractually obligated to compensate the plaintiff, Reiner

Schenk (“Schenk”) pursuant to the terms of a contract between Schenk and Biovail Corporation. The main action was commenced by Notice of Action issued on October 31, 2011 and a Statement of Claim was issued on December 14, 2011. Acerus Pharmaceuticals Corporation was named as one of the defendants in the main action, but the action was discontinued as against Acerus on December 14, 2011. On October 29, 2013, Valeant commenced a third party claim against Acerus (among others) claiming contribution, indemnity and other relief over to the full extent that Valeant may be held liable to Schenk, and damages for breach of fiduciary duty, breach of contract and intentional interference with economic relations in any amount for which Valeant is found liable to Schenk. Acerus has defended the third-party claim, denying any liability to Valeant. The parties have concluded examinations for discovery and attended a pre-trial conference in February 2020. The trial was scheduled to commence in April 2020 and was anticipated to be two weeks long. However, in an effort to reduce the transmission of COVID-19, the Ontario Superior Court suspended all regular operations in March 2020. Accordingly, the trial was adjourned to a later date. The trial is expected to take place in 2021. As of March 30, 2021, the Company has not accrued for any potential claims.

Recipharm Litigation

On June 18, 2020, Acerus announced it had commenced litigation against Recipharm Limited (“Recipharm”), a wholly-owned subsidiary of Recipharm AB, in the Commercial Court of London. Acerus previously alleged that the suspension of Recipharm’s manufacturing license in August 2018 was a violation of its contractual obligations and led to a shortage of Estrace® in Canada. On June 15, 2021, the Company won at a preliminary issue trial in which Recipharm alleged that Acerus’ claim for damages was barred by the terms of the companies’ manufacturing contract. In agreeing with Acerus that its claim for damages was not barred, the Commercial Court of London directed the matter to proceed to a full trial in the coming months. Recipharm was granted permission to appeal the court’s decision on August 3, 2021, with the main proceedings being stayed pending appeal.

In the normal course of business, we may be the subject of litigation claims. While management assesses the merits of each lawsuit and defends itself accordingly, we may be required to incur significant expenses or devote significant resources to defending itself against such litigation.

Additional information

Additional information about Acerus, including the Company’s Annual Information Form dated March 10, 2021, is available in documents filed by the Company with Canadian securities regulatory authorities and made available on the System for Electronic Document Analysis and Retrieval at www.sedar.com.