Cipher Pharmaceuticals Inc.

Condensed interim consolidated financial statements
Unaudited

For the three months ended March 31, 2021

NOTICE OF NO AUDITOR REVIEW OF
CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the condensed interim consolidated financial statements, they must be accompanied by a notice indicating that the condensed **interim consolidated financial statements have not been reviewed by an auditor. The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these condensed interim consolidated financial statements in accordance with standards established by the Chartered Professional Accountants of Canada (CPA Canada) for a review of interim financial statements by an entity's auditor.**

Cipher Pharmaceuticals Inc.

Condensed interim consolidated statements of financial position

[in thousands of United States dollars - unaudited]

As at

	March 31, 2021 $	December 31, 2020 $
Assets		
Current assets		
Cash	**13,283**	9,142
Accounts receivable	**7,550**	9,220
Inventory	**819**	892
Prepaid expenses and other assets	**706**	875
Total current assets	**22,358**	20,129
Property and equipment, net	**1,844**	1,907
Intangible assets, net	**4,045**	4,178
Goodwill	**15,706**	15,706
Deferred tax assets	**2,353**	2,356
Total assets	**46,306**	44,276
Liabilities and shareholders' equity		
Current liabilities		
Accounts payable and accrued liabilities *[notes 7, 10 & 12]*	**6,828**	6,828
Income taxes payable *[note 9]*	**3,283**	2,645
Contract liability	**410**	307
Current portion of lease obligation *[note 10]*	**143**	137
Total current liabilities	**10,664**	9,917
Derivative financial instrument	**16**	5
Lease obligation *[note 10]*	**1,698**	1,712
Total liabilities	**12,378**	11,634
Shareholders' equity		
Share capital *[note 3]*	**18,674**	18,702
Contributed surplus	**5,046**	5,055
Accumulated other comprehensive loss	**(9,514)**	(9,514)
Retained earnings	**19,722**	18,399
Total shareholders' equity	**33,928**	32,642
Total liabilities and shareholders' equity	**46,306**	44,276

Commitments and contingencies *[note 10]*

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

Approved on behalf of the Board:

(Signed) "Craig Mull"
Craig Mull
Chair of the Board

(Signed) "Harold Wolkin"
Harold Wolkin
Director

Cipher Pharmaceuticals Inc.

Condensed interim consolidated statements of income and comprehensive income

[in thousands of United States dollars - unaudited]

	Three months ended March 31, 2021	2020
	$	$
Revenue		
Licensing revenue *[note 4]*	**2,779**	3,346
Product revenue	**2,669**	2,554
Net revenue	**5,448**	5,900
Operating expenses		
Cost of products sold	**921**	849
Research and development	**1**	24
Selling, general and administrative *[notes 5 & 6]*	**1,200**	1,441
Provision for legal settlement *[note 7]*	**1,250**	—
Total operating expenses	**3,372**	2,314
Other expenses (income)		
Interest expense	**39**	124
Change in fair value of derivative financial instrument	**11**	(2)
Interest income	**(2)**	(28)
Foreign exchange loss (gain)	**32**	(81)
Total other expenses	**80**	13
Income before income taxes from continuing operations	**1,996**	3,573
Current income tax expense *[note 9]*	**633**	765
Deferred income tax expense *[note 9]*	**24**	331
Total income tax expense	**657**	1,096
Income and comprehensive income from continuing operations	**1,339**	2,477
Income and comprehensive income from discontinued operations	**—**	164
Net income and comprehensive income for the period	**1,339**	2,641
Income from continuing operations per common share *[note 8]*		
Basic	**0.05**	0.09
Diluted	**0.05**	0.09
Income from discontinued operations per common share *[note 8]*		
Basic	**—**	0.01
Diluted	**—**	0.01

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

Cipher Pharmaceuticals Inc.

Condensed interim consolidated statements of changes in shareholders' equity

[in thousands of United States dollars - unaudited]

For the three months ended March 31,

	Share capital		Contributed surplus	Accumulated other comprehensive loss	Retained earnings	Total shareholders' equity
	[000s]	$	$	$	$	$
Balance, January 1, 2021	**26,973**	**18,702**	**5,055**	**(9,514)**	**18,399**	**32,642**
Net income for the period	**—**	**—**	**—**	**—**	**1,339**	**1,339**
Shares issued under the share purchase plan *[note 3]*	**17**	**13**	**—**	**—**	**—**	**13**
Shares issued under the Restricted Share Unit plan	**65**	**51**	**(51)**	**—**	**—**	**—**
Share-based compensation expense *[note 3]*	**—**	**—**	**42**	**—**	**—**	**42**
Purchase of common shares under Common Share repurchase Plan *[note 3]*	**(150)**	**(92)**	**—**	**—**	**(16)**	**(108)**
Balance, March 31, 2021	**26,905**	**18,674**	**5,046**	**(9,514)**	**19,722**	**33,928**
Balance, January 1, 2020	26,991	18,677	4,981	(9,514)	13,867	28,011
Net income for the period	—	—	—	—	2,641	2,641
Shares issued under the share purchase plan *[note 3]*	17	12	—	—	—	12
Shares issued under the Restricted Share Unit plan	22	38	(38)	—	—	—
Share-based compensation expense *[note 3]*	—	—	42	—	—	42
Balance, March 31, 2020	27,030	18,727	4,985	(9,514)	16,508	30,706

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

Cipher Pharmaceuticals Inc.

Condensed interim consolidated statements of cash flows

[in thousands of United States dollars - unaudited]

For the three months ended March 31,

	2021	2020
	$	$
Operating activities		
Net income for the period from continuing operations	**1,339**	2,477
Add (deduct) items not affecting cash:		
Depreciation of property and equipment	**63**	68
Amortization of intangible assets	**133**	239
Provision for legal settlement	**1,250**	—
Share-based compensation	**44**	44
Foreign exchange loss (gain) on cash and lease obligation	**43**	(107)
Change in fair value of derivative financial instrument	**11**	(2)
Interest on long term liabilities	**39**	124
Deferred income taxes	**3**	331
	2,925	3,174
Changes in working capital balances related to operations:		
Accounts receivable	**1,670**	1,896
Inventory	**73**	414
Prepaid expenses and other assets	**169**	234
Accounts payable and accrued liabilities	**(612)**	(393)
Contract liability	**103**	64
Cash provided by operating activities	**4,328**	5,389
Investing activities		
Acquisition of intangible assets	**—**	(750)
Cash used in investing activities	**—**	(750)
Financing activities		
Interest payments	**—**	(48)
Principal repayments	**—**	(2,000)
Payment of lease obligations	**(64)**	(53)
Proceeds from shares issued under the share purchase plan	**11**	10
Purchase of common shares under a common share repurchase plan	**(108)**	—
Cash used in financing activities	**(161)**	(2,091)
Net increase in cash during the period	**4,167**	2,548
Impact of foreign exchange gain on cash	**(26)**	(54)
Cash, beginning of period	**9,142**	6,346
Cash, end of period	**13,283**	8,840

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

Notes to condensed interim consolidated financial statements

[in thousands of United States dollars, except per share amounts – unaudited]

1. Nature of operations

Cipher Pharmaceuticals Inc. ["Cipher"] and its subsidiaries [together the "Company"] is a specialty pharmaceutical company with a diversified portfolio of commercial and early to late-stage products. The Company acquires products that fulfill unmet medical needs, manages the required clinical development and regulatory approval process, and markets those products either directly in Canada or indirectly through partners in the United States ["U.S."], Canada and Latin America. The Company is building its business through product licensing and acquisitions. Cipher was incorporated under the *Business Corporations Act* (Ontario) on January 9, 2004 and is located at 209 Oak Park Blvd., Suite 501, Oakville, Ontario.

2. Basis of preparation

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, *Interim Financial Reporting*. The disclosures contained in these condensed interim consolidated financial statements do not include all of the requirements of International Financial Reporting Standards ["IFRS"] as issued by the International Accounting Standards Board for annual financial statements. The condensed interim consolidated financial statements should be read in conjunction with the annual consolidated financial statements for the year ended December 31, 2020, which have been prepared in accordance with IFRS, and are available on SEDAR at www.sedar.com. The condensed interim consolidated financial statements are based on accounting policies as described in the 2020 annual consolidated financial statements, except for the adoptions of new standards effective as of January 1, 2021.

The condensed interim consolidated financial statements include the accounts of the Company and its wholly owned legal subsidiaries: Cipher US Holdings Inc., Cipher US Holdco LLC and Cipher Pharmaceuticals US LLC. On February 1, 2020, Cardiome Pharma Corp was amalgamated with Cipher. All significant inter-company balances and transactions have been eliminated upon consolidation.

The Board of Directors approved these condensed interim consolidated financial statements on May 13, 2021.

The Company is closely monitoring the developments of the coronavirus disease ["COVID-19"] situation. The global response to the COVID-19 outbreak has resulted in, among other things, border closures, severe travel restrictions and extreme fluctuations in financial and commodity markets. Additional measures may be implemented by one or more governments in jurisdictions where the Company operates. Labour shortages due to illness, Company or government-imposed isolation programs, or restrictions on the movement of personnel or possible supply chain disruptions could result in a reduction or cessation of all or a portion of the Company's operations. The extent to which COVID-19 and any other pandemic or public health crisis impacts the Company's business, affairs, operations, financial condition, liquidity, availability of credit and results of operations will depend on future developments that are highly uncertain and cannot be predicted with any meaningful precision, including new information which may emerge concerning the severity of COVID-19 and the actions required to contain COVID-19 or remedy its impact, among others.

The actual and threatened spread of COVID-19 globally could also have a material adverse effect on the regional economies in which the Company operates, could negatively impact stock markets, including any future trading price of the Company's shares, could adversely impact the Company's ability to raise capital, could cause continued interest rate volatility and movements that could make obtaining financing or renegotiating the terms of the Company's existing financing more challenging or more expensive.

Any of these developments, and others, could have a material adverse effect on the Company's business and results of operations. In addition, because of the severity and global nature of the COVID-19 pandemic, it is reasonably possible that the estimates in the financial statements will change in the near term and the effect of the change will be material. Potential impacts may include, but are not limited to, impairment of long-lived assets and a change in the estimated credit loss on accounts receivable.

Fair value of financial instruments

Fair value is defined as the price that would be received from the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The best evidence of fair value is quoted bid or ask prices in an active market. Quoted prices are not always available for over-the-counter transactions, as well as transactions in inactive or illiquid markets. In these instances, pricing models, normally with observable market-based inputs, are used to estimate fair value. Financial instruments traded in a less active market have been valued using indicative market prices, present value or other valuation techniques. Where financial instruments trade in inactive markets or when using models where observable parameters do not exist, greater management judgment is required for valuation purposes. In addition, the calculation of estimated fair value is based on market conditions at a specific point in time and, therefore, may not be reflective of future fair values.

As at March 31, 2021, the Company's financial instruments consisted of cash, accounts receivable, accounts payable and accrued liabilities, and a derivative financial instrument. The derivative financial instrument is measured at fair value with any changes recognized through the condensed interim consolidated statements of income and comprehensive income and is classified as Level 2 [as defined under IFRS]. Cash, accounts receivable, accounts payable and accrued liabilities are measured at amortized cost and their fair values approximate carrying values.

3. Share capital

Authorized share capital

The authorized share capital consists of an unlimited number of preference shares, issuable in series, and an unlimited number of voting common shares, with no par value.

The Company has three share-based compensation plans: The Stock Option Plan ["SOP"], the Employee and Director Share Purchase Plan ["ESPP"] and the Restricted Share Units ["RSUs"] and Performance Share Units ["PSUs"]. Full descriptions of the three share-based compensation plans are included in note 14 "Share Capital" to the Company's annual consolidated financial statements as at and for the year ended December 31, 2020.

Share purchase plan

The Company's ESPP allows employees and directors to share in the growth of the Company through share ownership. Through the ESPP, employees and directors may contribute amounts to purchase shares of the Company at a 15% discount from the prevailing trading price. Plan members must hold their shares for a period of at least six months before they can be sold. During the three months ended March 31, 2021, 17,186 shares were issued under the ESPP [three months ended March 31, 2020 – 17,028] at weighted average trading price of CDN $0.98 [three months ended March 31, 2020 – CDN $0.93]. Included in share-based compensation expense is $2 [three months ended March 31, 2020 – $2], which is the discount on the shares issued during the period.

Normal course issuer bid

On August 12, 2020, the Company announced that the TSX had approved the Company's Notice of Intention to Make a Normal Course Issuer Bid under which the Company may, if considered advisable, purchase for cancellation, from time to time up to August 12, 2021, up to an aggregate of 1,613,592 of its issued and outstanding common shares, being 10% of its public float of 16,135,923 common shares as of August 5, 2020. During the

Notes to condensed interim consolidated financial statements

[in thousands of United States dollars, except per share amounts – unaudited]

period ended March 31, 2021, the Company purchased for cancellation 150,200 common shares at an average price of CDN$0.93 per common share. The total cash consideration paid exceeded the weighted average carrying value of the shares repurchased by $16, which was debited to retained earnings.

Stock option plan

The following is a summary of the changes in the stock options outstanding from January 1, 2021 to March 31, 2021:

	Number of options [000s]	Weighted average exercise price [CDN $]
Balance, January 1, 2021	**601**	**2.54**
Granted during the period	**37**	**0.90**
Forfeited/expired during the period	**(38)**	**3.55**
Balance, March 31, 2021	**600**	**2.38**

As at March 31, 2021, 257,116 options were fully vested and exercisable [December 31, 2020 – 268,438].

During the three-month period ended March 31, 2021, the Company granted 37,219 stock options under the SOP. The options vest over a four-year period from the grant date, at a rate of 25% per year and expire seven years from the day of grant. The expected volatility is based on the Company's historical volatility over a comparable period based on expected life. There is no expected dividend. The exercise price and Black-Scholes assumptions are as follows:

Grant date	Number granted	Exercise price [CDN$]	Black-Scholes value [CDN$]	Risk-free interest rate	Expected life	Expected volatility
March 18, 2021	37,219	0.90	0.54	1.09%	4.9 years	67.6%

The total stock option expense for the three months ended March 31, 2021 is $21 [three months ended March 31, 2020 – $30].

The following information relates to stock options that were outstanding as at March 31, 2021:

Range of exercise prices [CDN $]	Number of options [000s]	Weighted average remaining contractual life [years]	Weighted average exercise price [CDN $]
0.72 – 1.48	**388**	**5.8**	**1.05**
2.88 – 5.39	**155**	**3.8**	**3.97**
6.19 – 13.88	**58**	**5.0**	**7.00**
	600	**5.2**	**2.38**

Notes to condensed interim consolidated financial statements

[in thousands of United States dollars, except per share amounts – unaudited]

During the three months period ended March 31, 2021, no stock options were exercised [three months ended March 31, 2020 – nil]. The Company's SOP provides that an option holder may elect to receive a number of shares equivalent to the growth value of vested options, which is the difference between the market price and the exercise price of the options.

Restricted Share Unit and Performance Share Unit Plan

On May 13, 2015, the Company adopted an RSU and PSU Plan. RSUs and PSUs are notional share units exchangeable for common shares of the Company. RSUs are granted to all employees and directors of the Company and PSUs are granted to certain executives. RSUs granted to employees vest annually over three or four years and RSUs granted to directors vest over a one-year period. There are no PSUs outstanding as at March 31, 2021.

A summary of the RSUs granted and outstanding as at March 31, 2021 is as follows:

	RSUs number of units [000s]
Balance, January 1, 2021	**276**
Granted during the period	**30**
Vested during the period	**(64)**
Forfeited/cancelled during the period	**(2)**
Balance, March 31, 2021	**238**

The total expense for RSUs for the three months ended March 31, 2021 is $21 [three months ended March 31, 2020 – $12].

4. Revenue

The Company earns licensing revenue from both royalties and product sales to its partners; the breakdown is as follows:

	Three months ended March 31, 2021 $	**Three months ended March 31, 2020** $
Licensing revenue		
Royalty revenue	**2,400**	2,831
Licensing product sales	**379**	515
Total licensing revenue	**2,779**	3,346

Notes to condensed interim consolidated financial statements

[in thousands of United States dollars, except per share amounts – unaudited]

5. Expenses by nature

The condensed interim consolidated statements of income and comprehensive income include the following expenses by nature:

	Three months ended March 31, 2021 $	Three months ended March 31, 2020 $
Employee salaries and benefits expenses		
Salaries, bonuses and benefits	**230**	280
Share-based compensation	**44**	44
Total employee costs	**274**	324

For the three months ended March 31, 2021 and March 31, 2020, all employee salaries and benefits are recorded in selling, general and administrative expenses.

6. Compensation of key management

Key management includes directors and executives of the Company. The compensation paid or payable to key management for services is shown below:

	Three months ended March 31, 2021 $	Three months ended March 31, 2020 $
Salaries, bonuses and benefits	**48**	133
Share-based compensation	**35**	27
Directors' fees	**65**	53
	148	213

The interim Chief Executive Officer of the Company did not receive compensation in that capacity; however, directors' fees were paid.

Notes to condensed interim consolidated financial statements

[in thousands of United States dollars, except per share amounts – unaudited]

7. Provision for legal settlement

In connection with the impairment of the Trulance intangible asset as at December 31, 2020, the Company was subject to additional damages under a subsequent phase of arbitration. During the three months ended March 31, 2021, the Company accrued an amount of $1,250 as an estimate of the additional amounts owing under the arbitration. An amount of $240 was previously accrued as at December 31, 2020 and is included along with the $1,250 accrual in the accounts payable and accrued liabilities on the condensed interim consolidated statement of financial position. Subsequent to March 31, 2021, the Company executed a settlement agreement in full settlement of the dispute.

8. Net income per common share

Net income per share is calculated using the weighted average number of common shares outstanding. The weighted average number of common shares outstanding for the three months ended March 31, 2021 was 26,860,870 [three months ended March 31, 2020 – 27,000,865].

Diluted net income per common share is calculated using the weighted average number of common shares outstanding taking into consideration the weighted average impact of dilutive securities. The dilutive weighted average for the three months ended March 31, 2021 was 27,136,601 [three months ended March 31, 2020 – 27,043,581].

9. Income tax expense

Income tax expense is recognized based on domestic and international statutory income tax rates in the jurisdictions in which the Company operates. These rates are then adjusted to effective tax rates based on management's estimate of the weighted average annual income tax rate expected for the full year in each jurisdiction taking into account taxable income or loss in each jurisdiction and available utilization of deferred tax assets. Deferred tax assets are recognized to the extent that it is probable that the asset can be recovered. The income tax expense for the three months ended March 31, 2021 was $657 compared to $1,096 for the three months ended March 31, 2020.

As at March 31, 2021, the Company has recognized deferred tax assets in the condensed interim consolidated statements of financial position of $2,353 [December 31, 2020 - $2,356].

10. Commitments and contingencies

Directors and officers are indemnified by the Company for various items including, but not limited to, costs to settle lawsuits or actions due to their association with the Company, subject to certain restrictions. The Company has purchased directors and officer's liability insurance to mitigate the cost of any potential future lawsuits or actions. The term of the indemnification covers the period during which the indemnified party served as a director or officer of the Company.

Executive employment agreements allow for additional payments if a change of control occurs or for termination with or without cause.

In the normal course of business, the Company has entered into agreements that include indemnities in favour of third parties, such as purchase and sale agreements, confidentiality agreements, engagement letters with advisors and consultants, leasing contracts, license agreements, information technology agreements and various product, service, data hosting and network access agreements. These indemnification arrangements may require the applicable entity to compensate counterparties for losses incurred by the counterparties as a result of breaches in representations, covenants and warranties provided by the Company or as a result of litigation or other third-party claims or statutory sanctions that may be suffered by the counterparties as a consequence of the relevant transaction. In some instances, the terms of these indemnities are not explicitly defined.

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

The Company has development and regulatory milestone payments of up to $4,050 related to its near-term pipeline product, MOB-015 that become payable upon achievement. MOB-015 also has net sales milestones payable of $10,000 upon achievement.

Lease obligation

The Company has an office lease for its corporate operations head office. The term of the lease is 10 years and three months and commenced on January 1, 2019. The undiscounted commitment for the remaining lease term as at March 31, 2021 is approximately CDN$3,220.

Licensing agreements with Galephar

In 2002, the Company entered into a Master Licensing and Clinical Supply Agreement [the "Agreement"] with Galephar, a Puerto Rico based pharmaceutical research and manufacturing company. Under the Agreement, the Company acquired the rights to package, test, obtain regulatory approvals and market CIP-FENOFIBRATE, CIP-ISOTRETINOIN and CIP-TRAMADOL ER [the "CIP Products"] in various countries. In accordance with the Agreement, the Company retains 50% of all revenue from licensing and distribution arrangements entered into with respect to the CIP Products, with the other 50% due to Galephar. Galephar retains the right to manufacture and supply the CIP Products. With respect to licensing and distribution arrangements, the Company manages the product supply arrangements with their respective marketing partners and Galephar; product is shipped directly from Galephar to the respective marketing partners. Where the Company has opted to market and sell the CIP Product directly, the Company purchases the finished goods from Galephar directly.

With respect to CIP-ISOTRETINOIN, the Company has entered into licensing and distribution arrangements for U.S., Mexico and Brazil, while opting to market and sell the product directly in Canada. The Company also has in place various licensing and distribution arrangements with respect to CIP-FENOFIBRATE in the U.S. and CIP-TRAMADOL ER in Canada, the U.S. and Latin America.

During the three months ended March 31, 2021, the Company paid royalties of $2,658 [three months ended March 31, 2020 – $413] to Galephar. As at March 31, 2021, the amounts in accounts payable and accrued liabilities owed to Galephar were $1,759 [December 31, 2020 – $2,528]. Amounts payable to Galephar are remitted quarterly, after the Company collects from its licensing partners. Accordingly, the Company's accounts receivable have a corresponding balance representing amounts owed by its licensing partners.

11. Segmented information

The Company's operations are categorized into one reporting segment, being specialty pharmaceuticals. Prior to the disposal of the U.S. business, the Company managed its operations geographically in Canada and the United States, representing two segments. Following the disposal of the U.S. operations, the Company has one reportable segment.

The Company generated approximately 49% [2020 – 43%] of its net revenue within Canada, with the remainder attributable to the U.S. There are no significant assets located outside of Canada.

Notes to condensed interim consolidated financial statements

[in thousands of United States dollars, except per share amounts – unaudited]

12. Discontinued operations

In May 2017, the Company entered into an Asset Purchase Agreement and completed the sale of substantially all of the assets comprising the U.S. segment.

As at March 31, 2021, the liabilities retained by the Company are $10 [December 31, 2020 – $10] recorded in accounts payable and accrued liabilities. During the three-month period ended March 31, 2020, there was a reduction in the contract liability of $164, due to fewer product returns than what was provided for and the returns window related to those products have expired.