ProtoKinetix, Inc.
Form 10-Q
November 13, 2017

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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2017

OR
TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____________ to ___________________.

Commission file number:

PROTOKINETIX, INCORPORATED
(Exact name of registrant as specified in its charter)

Nevada	94-3355026
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

412 Mulberry St.
Marietta, Ohio 45750
(Address of principal executive offices)

304-299-5070
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this Chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large accelerated filer		Accelerated filer
Non-accelerated filer	(Do not check if a smaller reporting company)	Smaller reporting company
Emerging growth company		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of November 13, 2017, there were 250,352,433 shares of ProtoKinetix, Incorporated that were issued and outstanding.

PROTOKINETIX, INCORPORATED
TABLE OF CONTENTS

PROTOKINETIX, INCORPORATED
(A Development Stage Company)
BALANCE SHEETS
(Unaudited)

	September 30, 2017	December 31, 2016
ASSETS		
Current Assets		
Cash	$386,142	$371,029
Prepaid expenses and deposits (Notes 3 and 11)	97,723	70,384
Total current assets	483,865	441,413
Intangible assets (Note 4)	153,778	100,681
Total assets	$637,643	$542,094
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable and accrued liabilities (Note 10)	$19,818	$45,295
Total current liabilities	19,818	45,295
Stockholders' Equity		
Common stock, $0.0000053 par value; 400,000,000 common shares authorized; 250,352,433 and 237,952,433 shares issued and outstanding as at September 30, 2017 and December 31, 2016 respectively (Note 9)	1,339	1,273
Additional paid-in capital	30,242,806	29,115,795
Accumulated deficit	(29,626,320)	(28,620,269)
Total stockholders' equity	617,825	496,799
Total liabilities and stockholders' equity	$637,643	$542,094

Basis of Presentation – Going Concern Uncertainties (Note 1)
Commitments and Contingency (Note 11)
Subsequent Events (Note 12)

See Notes to Financial Statements

PROTOKINETIX, INCORPORATED
(A Development Stage Company)
STATEMENTS OF OPERATIONS
(Unaudited)
For the Three and Nine Months Ended September 30, 2017 and 2016

	Three months ended September 30, 2017	Three months ended September 30, 2016	Nine months ended September 30, 2017	Nine months ended September 30, 2016
EXPENSES				
Amortization – intangible assets (Note 4)	$750	$750	$2,250	$2,250
General and administrative	12,500	17,341	74,437	70,441
Professional fees (Note 10)	42,549	39,664	109,823	147,977
Research and development	72,857	174,957	228,130	355,089
Share-based compensation (Note 10)	170,536	199,365	587,077	574,128
	(299,192)	(432,077)	(1,001,717)	(1,149,885)
OTHER ITEM				
Foreign exchange loss	(100)	-	(4,334)	-
Net loss for the period	$(299,292)	$(432,077)	$(1,006,051)	$(1,149,885)
Net loss per common share (basic and diluted)	$(0.00)	$(0.00)	$(0.00)	$(0.01)
Weighted average number of common shares outstanding (basic and diluted)	247,148,085	222,088,754	245,315,070	219,242,214

See Notes to Financial Statements

PROTOKINETIX, INCORPORATED
STATEMENT OF STOCKHOLDERS' EQUITY
(Unaudited)
For the Period from December 31, 2016 to September 30, 2017

	Common Stock Shares	Amount	Additional Paid-in capital	Accumulated deficit	Total
Balance, December 31, 2016	237,952,433	$ 1,273	$ 29,115,795	$ (28,620,269)	$ 496,799
Issuance of common stock pursuant to private placement offering	8,000,000	43	319,957	-	320,000
Fair value of compensatory options issued	-	-	587,077	-	587,077
Issuance of common stock pursuant to private placement offering	4,400,000	23	219,977	-	220,000
Net loss for the period	-	-	-	(1,006,051)	(1,006,051)
Balance, September 30, 2017	250,352,433	$ 1,339	$ 30,242,806	$ (29,626,320)	$ 617,825

See Notes to Financial Statements

PROTOKINETIX, INCORPORATED
(A Development Stage Company)
STATEMENTS OF CASH FLOWS
(Unaudited)
For the Nine Months Ended September 30, 2017 and 2016

	Nine Months ended September 30, 2017	Nine Months ended September 30, 2016
CASH FLOWS USED IN OPERATING ACTIVITIES		
Net loss for the period	$(1,006,051)	$(1,149,885)
Adjustments to reconcile net loss to cash used in operating activities:		
Amortization – intangible assets	2,250	2,250
Issuance and amortization of common stock for services	-	7,000
Fair value of compensatory options granted	587,077	574,128
Changes in operating assets and liabilities:		
Accounts receivable	-	8,023
Prepaid expenses and deposits	(42,953)	(91,032)
Accounts payable and accrued liabilities	(25,034)	(5,002)
Net cash used in operating activities	(484,711)	(654,518)
CASH FLOWS USED IN INVESTING ACTIVITIES		
Purchase of intangible assets	(40,176)	(7,589)
Net cash used in investing activities	(40,176)	(7,589)
CASH FLOWS FROM FINANCING ACTIVITIES		
Issuance of common stock for cash	540,000	380,000
Net cash from financing activities	540,000	380,000
Net change in cash	15,113	(282,107)
Cash, beginning of period	371,029	371,072
Cash, end of period	$386,142	$88,965
Cash paid for interest	$-	$-
Cash paid for income taxes	$-	$-
Supplementary information – non-cash transactions:		
Common stock issued for consulting services	$-	$7,000
Intangible asset costs previously included in accounts payable and accrued liabilities	3,631	-

Intangible asset costs previously included in prepaid expenses and deposits	15,614	-
Intangible asset costs included in accounts payable and accrued liabilities	3,188	-

See Notes to Financial Statements

PROTOKINETIX, INCORPORATED
(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS
September 30, 2017
(Unaudited)

Note 1. Basis of Presentation – Going Concern Uncertainties

ProtoKinetix, Incorporated (the "Company"), a development stage company, was incorporated under the laws of the State of Nevada on December 23, 1999. The Company is a medical research company whose mission is the advancement of human health care.

The Company is currently researching the benefits and feasibility of synthesized Antifreeze Glycoproteins ("AFGP") or anti-aging glycoproteins, trademarked AAGP™. During the year ended December 31, 2015, the Company acquired certain patents and rights for cash consideration of $30,000 (25,000 Euros), as well as additional patent applications for cash consideration of $10,000 and 6,000,000 share purchase warrants with a fair value of $25,000 (Note 4).

During the year ended December 31, 2016, the Company filed Form 51-105F1 – Notice – OTC Issuer Ceases to be an OTC Reporting Issuer with the British Columbia Securities Commission.

The Company's financial statements are prepared consistent with accounting principles generally accepted in the United States applicable to a going concern.

The Company has not developed a commercially viable product, has not generated any significant revenue to date, and has incurred losses since inception, resulting in a net accumulated deficit at September 30, 2017. These factors raise substantial doubt about the Company's ability to continue as a going concern.

The Company needs additional working capital to continue its medical research or to be successful in any future business activities and continue to pay its liabilities. Therefore, continuation of the Company as a going concern is dependent upon obtaining the additional working capital necessary to accomplish its objective. Management is presently engaged in seeking additional working capital through equity financing or related party loans.

The accompanying financial statements do not include any adjustments to the recorded assets or liabilities that might be necessary should the Company fail in any of the above objectives and is unable to operate for the coming year.

Note 2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited financial statements have been prepared by the Company in conformity with accounting principles generally accepted in the United States of America ("US GAAP") applicable to interim financial information and with the rules and regulations of the United States Securities and Exchange Commission. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed, or omitted, pursuant to such rules and regulations. In the opinion of management, the unaudited interim financial statements include all adjustments necessary for the fair presentation of the results of the interim periods presented. All adjustments are of a normal recurring nature, except as otherwise noted below. These financial statements should be read in conjunction with the Company's audited consolidated financial statements and notes thereto for the year ended December 31, 2016, included in the Company's Annual Report on Form 10-K, filed February 21, 2017, with the Securities and Exchange Commission. The results of operations for the interim periods are not necessarily indicative of the results of operations for any other interim period or for a full fiscal year.

PROTOKINETIX, INCORPORATED
(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS
September 30, 2017
(Unaudited)

Note 2. Summary of Significant Accounting Policies (cont'd)

Use of Estimates

Preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. The more significant accounting estimates inherent in the preparation of the Company's financial statements include estimates as to valuation of equity related instruments issued and deferred income taxes.

Cash

Cash consists of funds held in checking accounts. Cash balances may exceed federally insured limits from time to time.

Fair Value of Financial Instruments

Financial instruments, which includes cash and accounts payable and accrued liabilities, are carried at cost, which management believes approximates fair value due to the short-term nature of these instruments.

The Company measures the fair value of financial assets and liabilities pursuant to ASC 820 "Fair Value Measurements and Disclosures" which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. ASC 820 establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The policy describes three levels of inputs that may be used to measure fair value:

Level 1 – quoted prices in active markets for identical assets or liabilities
Level 2 – quoted prices for similar assets and liabilities in active markets or inputs that are observable
Level 3 – inputs that are unobservable (for example cash flow modeling inputs based on assumptions)

Level 1 inputs are used to measure cash. At September 30, 2017 there were no other assets or liabilities subject to additional disclosure.

Income Taxes

The Company accounts for income taxed following the assets and liability method in accordance with the ASC 740 "Income Taxes." Under such method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. The Company applies the accounting guidance issued to address the accounting for uncertain tax positions. This guidance clarifies the accounting for income taxes, by prescribing a minimum recognition threshold a tax position is required to meet before being recognized in the financial statements as well as provides guidance on derecognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years that the asset is expected to be recovered or the liability settled.

PROTOKINETIX, INCORPORATED
(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS
September 30, 2017
(Unaudited)

Note 2. Summary of Significant Accounting Policies (cont'd)

Intangible Assets – Patent and Patent Application Costs

The Company owns intangible assets consisting of certain patents and patent applications. Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and any accumulated impairment losses. Subsequent expenditures are capitalized only when they increase the future economic benefits embodied in the specific asset to which they relate. All other expenditures are recognized in profit or loss as incurred.

As at September 30, 2017, the Company does not hold any intangible assets with indefinite lives.

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization method and amortization period of an intangible asset with a finite life is reviewed at least annually.

Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates.

Amortization is recognized in profit or loss on a straight-line basis over the estimated useful lives of the Company's patents, whereas no amortization has been recognized on the patent application costs as at September 30, 2017.

Research and Development Costs

Research and development costs are expensed as incurred.

Loss per Share and Potentially Dilutive Securities

Basic loss per share is computed by dividing the net loss available to common stockholders by the weighted average number of common shares outstanding in the period. Diluted loss per share takes into consideration common shares outstanding (computed under basic earnings per share) and potentially dilutive securities. The effect of 55,100,000 stock options (September 30, 2016 – 28,600,000) and 6,500,000 warrants (September 30, 2016 – 6,500,000) were not included in the computation of diluted earnings per share for all periods presented because it was anti-dilutive due to the Company's losses.

Share-Based Compensation

The Company has granted warrants and options to purchase shares of the Company's common stock to various parties for consulting services. The fair values of the warrants and options issued have been estimated using the Black-Scholes Option Pricing Model.

The Company accounts for stock compensation with persons classified as employees for accounting purposes in accordance with ASC 718 “Compensation – Stock Compensation”, which recognizes awards at fair value on the date of grant and recognition of compensation over the service period for awards expected to vest. The fair value of stock options is determined using the Black-Scholes Option Pricing Model. The fair value of common shares issued for services is determined based on the Company’s stock price on the date of issuance.

PROTOKINETIX, INCORPORATED
(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS
September 30, 2017
(Unaudited)

Note 2. Summary of Significant Accounting Policies (cont’d)

Share-Based Compensation (cont’d)

The Company accounts for stock compensation arrangements with persons classified as non-employees for accounting purposes in accordance with ASC 505-50 “Stock-Based Transactions with Nonemployees”, which requires that such equity instruments are recorded at their fair value on the measurement date. The measurement of share-based compensation is subject to periodic adjustment as the underlying instruments vest. The fair value of stock options is estimated using the Black-Scholes Option Pricing Model and the compensation charges are amortized over the vesting period.

Common Stock

Common stock issued for non-monetary consideration are recorded at their fair value on the measurement date and classified as equity. The measurement date is defined as the earliest of the date at which the commitment for performance by the counterparty to earn the common shares is reached or the date at which the counterparty’s performance is complete.

Transaction costs directly attributable to the issuance of common stock, units and stock options are recognized as a deduction from equity, net of any tax effects.

Related Party Transactions

A related party is generally defined as (i) any person that holds 10% or more of the Company's securities and their immediate families, (ii) the Company's management, (iii) someone that directly or indirectly controls, is controlled by or is under common control with the Company, or (iv) anyone who can significantly influence the financial and operating decisions of the Company. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Recent Accounting Pronouncements

In August 2014, the FASB issued Accounting Standards Update 2014-15, Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern, which provides guidance on determining when and how reporting entities must disclose going-concern uncertainties in their financial statements. The new standard requires management to perform interim and annual assessment of an entity’s ability to continue as a going concern within one year of the date of issuance of the entity’s financial statements (or within one year after the date on which the financial statements are available to be issued, when applicable). Further, an entity must provide certain disclosures if there is substantial doubt about the entity’s ability to continue as a going concern. The requirement is effective for annual periods ending after December 15, 2016, and interim periods thereafter, early adoption is permitted. The adoption of this guidance did not have a material impact on the Company’s financial statements.

Accounting Standards Update 2015-17 – Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes. This accounting pronouncement requires that deferred tax liabilities and assets be classified as noncurrent in a classified statement of financial position. Currently deferred tax liabilities and assets must be presented as current and noncurrent. The policy was effective for periods ending after December 16, 2016. The adoption of this guidance did not have a material impact on the Company’s financial statements.

PROTOKINETIX, INCORPORATED
(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS
September 30, 2017
(Unaudited)

Note 2. Summary of Significant Accounting Policies (cont'd)

Recent Accounting Pronouncements (cont'd)

Accounting Standards Update 2016-09 – Compensation—Stock Compensation (Topic 718) Improvements to Employee Share-Based Payment Accounting. This accounting pronouncement, which goes into effect for periods ending after December 16, 2016, addresses the simplification of several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. The adoption of this guidance did not have a material impact on the Company's financial statements.

Accounting Standards Update 2016-01 – Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities. This accounting pronouncement, which goes into effect December 12, 2017, is far reaching and covers several presentation areas dealing with measurement, impairment, assumptions used in estimating fair value and several other areas. The Company is reviewing this update to determine the impact it may have on its financial statements.

Accounting Standards Update 2016-02-Leases (Topic 842). This accounting pronouncement allows lessees to make an accounting policy election to not recognize a lease asset and liability for leases with a term of 12 months or less and do not have a purchase option that is expected to be exercised. This standard is effective for interim and annual reporting periods beginning after December 15, 2018, with early adoption permitted. The Company is currently evaluating the impact this guidance will have on its financial statements.

Note 3. Prepaid Expenses and Deposits

The following summarizes the Company's prepaid expenses and deposits outstanding as at September 30, 2017 and December 31, 2016:

	September 30, 2017	December 31, 2016
Deposit on research agreement (Note 11(c))	$ 97,723	$ 54,770
Other prepaid expenses	-	15,614
	$ 97,723	$ 70,384

PROTOKINETIX, INCORPORATED
(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS
September 30, 2017
(Unaudited)

Note 4. Intangible Assets

Intangible asset transactions are summarized as follows:

	Patent Rights	Patent Application Rights	Total
Cost			
Balance, December 31, 2015	$30,000	$ 41,760	$71,760
Additions	-	33,421	33,421
Balance, December 31, 2016	$30,000	$ 75,181	$105,181
Additions	-	55,347	55,347
Balance, September 30, 2017	$30,000	$ 130,528	$160,528
Accumulated amortization			
Balance, December 31, 2015	$1,500	$ -	$1,500
Amortization	3,000	-	3,000
Balance, December 31, 2016	$4,500	$ -	$4,500
Amortization	2,250	-	2,250
Balance, September 30, 2017	$6,750	$ -	$6,750
Net carrying amounts			
December 31, 2016	$25,500	$ 75,181	$100,681
September 30, 2017	$23,250	$ 130,528	$153,778

During the year ended December 31, 2015, the Company entered into an Assignment of Patents and Patent Application (effective January 1, 2015) (the “Patent Assignment”) with the Institut National des Sciences Appliquees de Rouen (“INSA”) for the assignment of certain patents and all rights associated therewith (the “Patents”). The Company and INSA had previously entered into a licensing agreement for the Patents in August 2004. The Patent Assignment transfers all of the Patents and rights associated therewith to the Company upon payment to INSA in the sum of $30,000 (25,000 Euros) (paid). During the nine month period ended September 30, 2017, the Company recorded $2,250 (September 30, 2016 - $2,250) in amortization expense associated with the Patents.

During the year ended December 31, 2015, the Company entered into a Technology Transfer Agreement with Grant Young for the assignment of his 50% ownership of certain patents and all rights associated therewith (the “Patent Application Rights”). In exchange for the Patent Application Rights, the Company agreed to pay $10,000 (paid) and to issue 6,000,000 warrants (issued) to purchase shares of the Company's common stock at an exercise price of $0.10 per share for a period of five years. The Patent Application Rights had a total fair value of $35,000, which was allocated as $10,000 to the cash consideration paid, with the remaining $25,000 being allocated to the warrant component of the overall consideration. The Company has incurred $82,047 in direct costs relating to the Patent Application Rights, $44,277 of which were incurred during the nine month period ended September 30, 2017.

The remaining 50% ownership of the Patent Application Rights was acquired from the Governors of the University of Alberta in exchange for a future gross revenue royalty.

PROTOKINETIX, INCORPORATED
(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS
September 30, 2017
(Unaudited)

Note 4. Intangible Assets (cont'd)

During the year ended December 31, 2016, the Company entered into a Universal Assignment with Grant Young for the assignment of his ownership of certain new and useful improvements in an invention entitled "Use of Anti-Aging Glycoprotein for Enhancing Survival of Neurosensory Precursor Cells" (the "New Patent Application Rights"). In exchange for the New Patent Application Rights, the Company agreed to pay $1 (paid). The Company has incurred $13,481 in direct costs relating to the New Patent Application Rights, $11,065 of which were incurred during the nine month period ended September 30, 2017.

No amortization was recorded on the Patent Application Rights to September 30, 2017.

Note 5. Credit Facility

On June 16, 2016, the Company executed a line of credit arrangement for an amount of up to $250,000 with Pleasants County Bank, West Virginia. Pursuant to the terms of the line of credit, interest will accrue on the amount of credit outstanding at a rate of 1.5% above the prime rate adjusted monthly. The Company's President and CEO pledged personal assets to secure the line of credit and the Company pledged its patent rights in the provisional patent application numbered 62287857, dated January 21, 2016, "Use of Anti-Aging Glycoprotein for Enhancing Survival of Neurosensory Precursor Cells". As at December 31, 2016, the balance outstanding was $nil. As of September 30, 2017, the line of credit was canceled and the pledged assets were released.

Note 6. Common Shares Issued for Services

During the nine month periods ended September 30, 2017 and 2016, the Company issued shares of common stock for services and other value rendered as follows:

2017	Number of Shares	Value per Share	Total
January - September 2017	-	$ -	$ -
	-		$ -

2016	Number of Shares	Value per Share	Total
March 2016	100,000	$0.07	$7,000
	100,000		$7,000

Note 7. Stock Options

On December 30, 2016, the Board of Directors of the Company adopted the 2017 Stock Option and Stock Bonus Plan (the "2017 Plan"). The Board of Directors adopted the 2017 Plan as it anticipates utilizing equity compensation as part of its ongoing standard corporate operations and in connection with its contemplated activities going forward.

The aggregate number of shares that may be issued under the 2017 Plan is 30,000,000 shares subject to adjustment as provided therein. The 2017 Plan includes two types of options. Options intended to qualify as incentive stock options under Section 422 of the Internal Revenue Code of 1986, as amended are referred to as incentive options. Options which are not intended to qualify as incentive options are referred to as non-qualified options.

PROTOKINETIX, INCORPORATED
(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS
September 30, 2017
(Unaudited)

Note 7. Stock Options (cont'd)

As of September 30, 2017, 27,200,000 options and no shares of common stock have been granted under the 2017 Plan.

The 2017 Plan is administered by the Board of Directors, or a committee appointed by the Board of Directors. In addition to determining who will be granted options or stock bonuses, the committee has the authority and discretion to determine when options and bonuses will be granted and the number of options and bonuses to be granted. The committee also may determine a vesting and/or forfeiture schedule for bonuses and/or options granted, the time or times when each option becomes exercisable, the duration of the exercise period for options and the form or forms of the agreements, certificates or other instruments evidencing grants made under the 2017 Plan. The committee may determine the purchase price of the shares of common stock covered by each option. The committee also may impose additional conditions or restrictions not inconsistent with the provisions of the 2017 Plan. The committee may adopt, amend and rescind such rules and regulations as in its opinion may be advisable for the administration of the 2017 Plan.

In the event that a change, such as a stock split, is made in the Company's capitalization which results in an exchange or other adjustment of each share of common stock for or into a greater or lesser number of shares, appropriate adjustments will be made to unvested bonuses and in the exercise price and in the number of shares subject to each outstanding option. The committee also may make provisions for adjusting the number of bonuses or underlying outstanding options in the event the Company effects one or more reorganizations, recapitalizations, rights offerings, or other increases or reductions of shares of its outstanding common stock. Options and bonuses may provide that in the event of the dissolution or liquidation of the Company, a corporate separation or division or the merger or consolidation of the Company, the holder may exercise the option on such terms as it may have been exercised immediately prior to such dissolution, corporate separation or division or merger or consolidation; or in the alternative, the committee may provide that each option granted under the 2017 Plan shall terminate as of a date fixed by the committee.

The exercise price of any option granted under the 2017 Plan must be no less than 100% of the "fair market value" of the Company's common stock on the date of grant. The exercise period of any option shall not exceed ten years from the date of grant of the option. Any incentive stock option granted under the 2017 Plan to a person owning more than 10% of the total combined voting power of the common stock must be at a price of no less than 110% of the fair market value per share on the date of grant and the term shall be for no more than five years.

Stock option transactions are summarized as follows:

	Number of Stock Options	Weighted Average Exercise Price $	Weighted Average Fair Value $	Weighted Average Remaining Life (Years)
Outstanding, December 31, 2016	28,900,000	0.06	0.04	

Options granted	27,200,000	0.05	0.03	
Options expired	(1,000,000)	0.10	0.03	
Outstanding, September 30, 2017	55,100,000	0.06	0.04	2.77

14

PROTOKINETIX, INCORPORATED
(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS
September 30, 2017
(Unaudited)

Note 7. Stock Options (cont'd)

The fair values of the stock options granted during the nine month periods ended June 30, 2017 and 2016 were estimated using the Black-Scholes Option Pricing Model. The weighted average assumptions used in the pricing model for these options are as follows:

	September 30, 2017	September 30, 2016
Risk-free interest rate	1.05%	0.56%
Dividend yield	0.00%	0.00%
Expected stock price volatility	125.00%	125.00%
Expected forfeiture rate	0.00%	0.00%
Expected life	3.46 years	3.94 years

The following non-qualified stock options were outstanding and exercisable at September 30, 2017:

Expiry date	Exercise Price	Number of Options Outstanding	Number of Options Exercisable
	$		
February 25, 2020	0.04	2,000,000	-
February 24, 2018	0.05	1,000,000	1,000,000
February 25, 2020	0.04	4,000,000	4,000,000
February 28, 2020	0.04	5,000,000	5,000,000
June 30, 2018	0.10	600,000	600,000
December 31, 2019	0.08	15,000,000	15,000,000
October 05, 2018	0.08	300,000	300,000
December 31, 2020	0.05	16,200,000	12,150,000
August 31, 2021	0.06	11,000,000	-
		55,100,000	38,050,000

As at September 30, 2017, the aggregate intrinsic value of the Company's stock options is $392,000 (December 31, 2016 – $110,000). The weighted average fair value of stock options granted during the nine month period ended September 30, 2017 is $0.03 (2016 - $0.05).

Note 8. Warrants

Warrant transactions for the nine month period ended September 30, 2017 are summarized as follows:

	Number of Warrants	Weighted

		Average Exercise Price
Balance, December 31, 2016 and September 30, 2017	6,500,000	$ 0.11

PROTOKINETIX, INCORPORATED
(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS
September 30, 2017
(Unaudited)

Note 8. Warrants (cont'd)

The following warrants were outstanding and exercisable as at September 30, 2017:

Number of Warrants	Exercise Price ($)	Expiry Date
500,000	0.25	November 8, 2018
6,000,000	0.10	April 22, 2020
6,500,000		

Note 9. Stockholders' Equity

The Company is authorized to issue 400,000,000 (December 31, 2016 – 400,000,000) shares of $0.0000053 par value common stock. Each holder of common stock has the right to one vote but does not have cumulative voting rights. Shares of common stock are not subject to any redemption or sinking fund provisions, nor do they have any preemptive, subscription or conversion rights. Holders of common stock are entitled to receive dividends whenever funds are legally available and when declared by the board of directors, subject to the prior rights of holders of all classes of stock outstanding having priority rights as to dividends. No dividends have been declared or paid as of September 30, 2017 (December 31, 2016 - $nil).

During the nine month period ended September 30, 2017, the Company:

a) Issued 8,000,000 shares of common stock to investors (which included both the President and CEO as well as the CFO of the Company) at $0.04 for gross proceeds of $320,000.

b) Issued 4,400,000 shares of common stock to investors at $0.05 for gross proceeds of $220,000.

Note 10. Related Party Transactions and Balances

During the nine month period ended September 30, 2016, the Company:

a) Entered into a consulting agreement with an effective date of January 1, 2016 with the Company's President and CEO whereby he will be compensated at a nominal amount of $1 for services through to December 31, 2016. The agreement also stipulates a termination fee that would pay the Company's President and CEO $100,000 per year of service if terminated without cause or in the case of termination upon a change of control event, the termination fee would be equal to $100,000 per year of service plus 2.5% of the aggregate transaction value of the change of control. In addition, the agreement stipulates that he would be entitled to a bonus payment equal to 2.5% of the aggregate transaction value of an Application Sale or license of any Patent Rights, Patent Application Rights or products effected during the term of his agreement. Pursuant to the agreement, he was also granted 5,000,000 stock options exercisable into common shares of the Company until December 31, 2019 at a price of $0.08 per share

(Note 7). The options are fully vested as at September 30, 2017.

PROTOKINETIX, INCORPORATED
(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS
September 30, 2017
(Unaudited)

Note 10. Related Party Transactions and Balances (cont'd)

b) Entered into a consulting agreement with an effective date of January 1, 2016 with the Company's CFO whereby she will be compensated at a monthly fee of $6,000 for services through to December 31, 2016. The agreement also stipulates a termination fee that would pay the Company's CFO $36,000 if terminated without cause or $72,000 upon termination due to a change of control event. Pursuant to the agreement, she was also granted 4,000,000 stock options exercisable into common shares of the Company until December 31, 2019 at a price of $0.08 per share (Note 7). The options are fully vested as at September 30, 2017. A total of $54,000 was paid to the Company's CFO during the nine month period ended September 30, 2016 and is included in professional fees.

c) Entered into a directorship agreement with an effective date of January 1, 2016 with a director of the Company. Pursuant to the agreement, the director was issued 1,000,000 stock options exercisable into common shares of the Company until December 31, 2019 at a price of $0.08 per share (Note 7). The options are fully vested as at September 30, 2017.

d) Recognized $407,780 in share-based compensation associated with stock options granted to key management personnel.

During the nine months ended September, 30, 2017, the Company:

a) Entered into a consulting agreement with an effective date of January 1, 2017 with the Company's President and CEO whereby he will be compensated at a nominal amount of $1 for services through to December 31, 2017. The agreement also stipulates a termination fee that would pay the Company's President and CEO $100,000 per year of service if terminated without cause or in the case of termination upon a change of control event, the termination fee would be equal to $100,000 per year of service plus 2.5% of the aggregate transaction value of the change of control. In addition, the agreement stipulates that he would be entitled to a bonus payment equal to 2.5% of the aggregate transaction value of a sale or license of any Patent Rights, Patent Application Rights or products effected during the term of his agreement. Pursuant to the agreement, he was also granted 5,000,000 stock options exercisable into common shares of the Company until December 31, 2020 at a price of $0.05 per share (Note7). The options vest in equal installments on a quarterly basis beginning March 31, 2017. On September 1, 2017 the consulting agreement was amended to continue the term of the agreement until December 31, 2018 and thereafter to automatically renew. The consulting agreement was also amended to grant an additional 5,000,000 stock options exercisable into common shares of the Company until August 31, 2021 at a price of $0.06 per share (Note 7). The options vest quarterly in equal installments beginning December 31, 2017.

b) Entered into a consulting agreement with an effective date of January 1, 2017 with the Company's CFO whereby she will be compensated at a monthly fee of $6,000 for services through to December 31, 2017. The agreement also stipulates a termination fee that would pay the Company's CFO $72,000 per year of service (including the pro-rata amount for partial years of service) if terminated without cause or upon termination due to a change of control event. Pursuant to the agreement, she was also granted 4,000,000 stock options exercisable into common shares of the Company until December 31, 2020 at a price of $0.05 per share (Note 7). The options vest in equal installments on a quarterly basis beginning March 31, 2017. A total of $54,000 was paid to the Company's CFO during the period ended September 30, 2017 and is included in professional fees.

PROTOKINETIX, INCORPORATED
(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS
September 30, 2017
(Unaudited)

Note 10. Related Party Transactions and Balances (cont'd)

c) Entered into a directorship agreement with an effective date of January 1, 2017 with a director of the Company. Pursuant to the agreement, the director was issued 1,000,000 stock options exercisable into common shares of the Company until December 31, 2020 at a price of $0.05 per share (Note 7). The options vest in equal installments on a quarterly basis beginning March 31, 2017. On September 1, 2017 the consulting agreement was amended to continue the term of the agreement until December 31, 2018 and thereafter to automatically renew. The consulting agreement was also amended to grant an additional 1,000,000 stock options exercisable into common shares of the Company until August 31, 2021 at a price of $0.06 per share (Note 7). The options vest quarterly in equal installments beginning December 31, 2017.

d) Recognized $297,412 in share-based compensation associated with stock options granted to key management personnel.

As at September 30, 2017 and December 31, 2016, the following amounts are due to related parties:

		September 30, 2017	December 31, 2016
Clarence Smith (CEO)	Accounts payable and accrued liabilities	$ -	$ 81

Amounts included in accounts payable and accrued liabilities are non-interest bearing, unsecured and repayable on demand.

Note 11. Commitments and Contingency

As at September 30, 2017, the Company has the following commitments:

a) Entered into a consulting agreement with an effective date of January 1, 2017 whereby the Company would pay the consultant $7,000 per month for providing research and development services. Pursuant to the agreement, the consultant was also granted 5,000,000 stock options exercisable into common shares of the Company until December 31, 2020 at a price of $0.05 per share (Note 7). The options vest in equal installments on a quarterly basis beginning March 31, 2017. On September 1, 2017 the consulting agreement was amended to continue the term of the agreement until December 31, 2018 and thereafter to automatically renew. The consulting agreement was also amended to grant an additional 5,000,000 stock options exercisable into common shares of the Company until August 31, 2021 at a price of $0.06 per share (Note 7). The options vest quarterly in equal installments beginning December 31, 2017.

b) Entered into a consulting agreement for business development services effective January 1, 2017. The consultant was granted 1,200,000 stock options exercisable into common shares of the Company at a price of $0.05 per share until December 31, 2020 (Note 7). The options vest in equal installments on a quarterly basis beginning March 31, 2017.

c) Entered into a Collaborative Research Agreement (the "CREA") effective May 31, 2016 with The University of British Columbia ("UBC") for a term of 2 years. Pursuant to the CREA, the Company paid a total of CAD $169,000 ($131,448) in advance for services to be provided by UBC in the first year, and paid an additional CAD $201,500 ($146,585) during the nine month period ended September 30, 2017, in advance of services to be provided by UBC in the second year. The CREA can be terminated by either party with 30 days' written notice. As at September 30, 2017, a total of $97,723 is included in prepaid expenses and deposits (December 31, 2016 - $54,770).

PROTOKINETIX, INCORPORATED
(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS
September 30, 2017
(Unaudited)

Note 11. Commitments and Contingency (cont'd)

d) Entered into a consulting agreement effective March 1, 2015, whereby the Company would pay the consultant $2,700 per month for an initial term of 1 year, continued on a year-to-year basis thereafter unless otherwise terminated by either party with at least 30 days' notice, for providing public relations services. The consultant is also entitled to 400,000 shares of common stock, which will be issued at a rate of 25% (100,000 shares) every 3 months over the term of the agreement (100,000 shares issued during the nine month period ended September 30, 2016 (Note 6)). The consultant was also issued 1,000,000 stock options on signing during the year ended December 31, 2015, with each stock option exercisable into a common share at a price of $0.10. The stock options expired March 12, 2016.

e) Entered into a royalty agreement with the Governors of the University of Alberta (the "University") whereby the University had developed certain intellectual property (the "Additional Patent Rights") in conjunction with and by permission of the Company employing patented intellectual property of the Company. The agreement assigns the Additional Patent Rights to the Company in return for 5% of any future gross revenues (the "Royalty") derived from products arising from the Patent Rights.

f) Entered into a consulting agreement effective May 1, 2015, whereby the Company would pay the consultant $4,000 per month for an initial term of 1 year, continued on a year-to-year basis thereafter unless otherwise terminated by either party with at least 30 days' notice for providing research and development services. During the nine month period ended September 30, 2017 the contract was revised whereby the Company would pay the consultant CAD $4,000 per month retroactively beginning January 1, 2017.

g) Entered into a Material Transfer Agreement effective March 31, 2017 with Proactive Immune Sciences Corporation ("Proactive") for a term of 1 year. The Company will furnish AAGP™ at no cost to Proactive so that they may test and evaluate AAGP™ for possible use in Immune Cell Banking.

The Company was delinquent in filing certain income tax returns with the U.S. Internal Revenue Service and reports disclosing its interest in foreign bank accounts on form TDF 90-22.1, "Report of Foreign Bank and Financial Accounts" ("FBARs"). In September 2015, the Company filed the delinquent income tax returns and has sought waivers of any penalties under the IRS Offshore Voluntary Disclosure Program for late filing of the returns and FBARs. Under the program, the IRS has indicated that it will not impose a penalty for the failure to file delinquent income tax returns if there are no underreported tax liabilities. The Company may be liable for civil penalties for certain tax years in an indeterminate amount for not complying with the FBAR reporting and recordkeeping requirements. No claim has been asserted by the U.S. Internal Revenue Service; before any claim is expressly asserted the Company intends to cooperate with the Internal Revenue Service to minimize any liability. The Company is unable to determine the amount of any penalties that may be assessed at this time.

PROTOKINETIX, INCORPORATED
(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS
September 30, 2017
(Unaudited)

Note 12. Subsequent Event

Subsequent to the nine month period ended September 30, 2017, the Company:

a) Entered into two Promissory Notes (the “Notes”) with the Company’s President and CEO whereby a total of $116,000 was loaned to the Company. The Notes bear interest at a rate of 8% per annum, are unsecured and are repayable on demand. The funds from these Notes will be used to make payment under the Settlement Agreement referred to below.

b) Entered into a Settlement Agreement with the Company’s CFO on November 3, 2017 whereby she will leave her position as CFO effective upon the filing of the Company’s quarterly report for the nine month period ended September 30, 2017. Pursuant to the Settlement Agreement, the Company will pay the former CFO $6,000 for December 2017 consulting services (Note 10) and $110,000 in exchange for the return of stock options to purchase up to 12,000,000 shares of the Company’s common stock currently held by the CFO, which will be subsequently cancelled.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Unless the context requires otherwise, references in this document to "ProtoKinetix", "we", "our", "us" or the "Company" are t ProtoKinetix, Incorporated.

The following discussion provides information regarding the results of operations for the nine month period ended September 30, 2017 and 2016, and our financial condition, liquidity and capital resources as of September 30, 2017, and December 31, 2016. The financial statements and the notes thereto contain detailed information that should be referred to in conjunction with this discussion.

Cautionary Note Regarding Forward-Looking Statements
The information discussed in this Quarterly Report on Form 10-Q include "forward looking statements" within the meaning of Section 27A of the Securities Act of 1933 (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934 (the "Exchange Act"). All statements, other than statements of historical facts, included herein and therein concerning, among other things, planned capital expenditures, future cash flows and borrowings, pursuit of potential acquisition opportunities, our financial position, business strategy and other plans and objectives for future operations, are forward looking statements. These forward looking statements are identified by their use of terms and phrases such as "may," "expect," "estimate," "project," "plan," "believe," "intend," "achievable," "anticipate," "will," "continue," "pot "could," and similar terms and phrases. Although we believe that the expectations reflected in these forward looking statements are reasonable, they do involve certain assumptions, risks and uncertainties and are not (and should not considered to be) guarantees of future performance. Our results could differ materially from those anticipated in these forward looking statements as a result of certain factors, including, among others:

- Our capital requirements and the uncertainty of being able to obtain additional funding on terms acceptable to us;
- Our plans to develop and commercialize products from the AAGP™ molecule;
- Ongoing testing of the AAGP™ molecule;
- Our intellectual property position;
- Our commercialization, marketing and manufacturing capabilities and strategy;
- Our ability to retain key members of our senior management and key scientific consultants;
- The effects of competition;
- Our potential tax liabilities resulting from conducting business in the United States and Canada;
- The effect of further sales or issuances of our common stock and the price and volume volatility of our common stock; and
- Our common stock's limited trading history.

Finally, our future results will depend upon various other risks and uncertainties, including, but not limited to, those detailed in our filings with the SEC under the Exchange Act and the Securities Act, including our Annual Report on Form 10-K for the fiscal year ended December 31, 2016. All forward looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements in this paragraph and elsewhere in this Quarterly Report. Other than as required under securities laws, we do not assume a duty to update these forward looking statements, whether as a result of new information, subsequent events or circumstances, changes in expectations or otherwise.

Business Overview

ProtoKinetix, Incorporated is a research and development stage bio-technology company focused on scientific medical research of AFGPs (Anti-Freeze Glycoproteins) or anti-aging glycoproteins, trademarked as AAGPs™. The Company has recently been in the process of directing major efforts to the practical side of commercial validation. The commercial applications for AAGPs™ in large markets such as targeted health care solutions are numerous, and ProtoKinetix is currently working with researchers, business leaders and advisors and commercial entities to bring AAGP™ to market.

Results of Operations

The following table shows selected financial data and operating results for the periods noted. Following the table, please see management's discussion of significant changes.

	For the Nine Months Ended September 30, 2017	2016
Revenues	$-	$-
Cost of Sales	-	-
Gross (Loss) Profit	-	-
Operating Expenses		
Amortization-Intangible Assets	$2,250	$2,250
General and Administrative	74,437	70,441
Professional Fees	109,823	147,977
Research and Development	228,130	355,089
Share-Based Compensation	587,077	574,128
Total Operating Expenses	1,001,717	1,149,885
Loss from Operations	(1,001,717)	(1,149,885)
Other Item		
Foreign Exchange Loss	(4,334)	-
Total Other Item	(4,334)	-
Net Loss	$(1,006,051)	(1,149,885)

Revenues
We had no revenues for the nine month periods ended September 30, 2017 and 2016.

Gross Profit and Expenses
The Company's net loss was $1,006,051 for the nine month period ended September 30, 2017 compared to $1,149,885 for the nine month period ended September 30, 2016. These expenses were primarily incurred for professional fees, consulting services related to the operations of the Company's business, research and development and other general and administrative expenses. Significant changes from the prior nine month period ended September 30, 2016 include:

- Professional fees decreased by $38,154 from $147,977 to $109,823 primarily as a result of a decrease in legal fees associated with Company operations and the Company no longer being subject to Canadian reporting requirements.
- Research and development decreased by $126,959 from $355,089 to $228,130 primarily as a result of completion of needed testing for inclusion in the Investigational Testing Authorization Application to Health Canada by the Governors of the University of Alberta.
- Share-based compensation increased by $12,949 from $574,128 to $587,077 primarily as a result of an increase in stock option valuation for the current year.

Liquidity and Capital Resources

The following summarizes our statements of cash flows at September 30, 2017 and December 31, 2016:

	September 30, 2017	December 31, 2016
Cash	$ 386,142	$ 371,029
Working Capital	$ 464,047	$ 396,118

At September 30, 2017, we had $386,142 in cash and $483,865 in total current assets. As of September 30, 2017 we had a working capital position of $464,047. Based upon our working capital equity as of September 30, 2017, we require additional equity and/or debt financing in order to meet cash flow projections and carry forward our business objectives. There can be no assurance that in the future we will be able to raise capital from outside sources in sufficient amounts to fund our new business.

The failure to secure adequate outside funding would have an adverse effect on our plan of operation and results therefrom and a corresponding negative impact on stockholder liquidity.

Sources and Uses of Cash

Net Cash Used in Operating Activities

Net cash used in operating activities decreased by $169,807 from $654,518 to $484,711 for the nine months ended September 30, 2016 and 2017, respectively. This decrease was predominantly due to a decrease in payments made to the Company's vendors along with a decrease in prepaid expenses and deposits.

Net Cash Used in Investing Activities

Net cash used in investing activities was $40,176 for the nine month period ended September 30, 2017 while the Company had net cash used in investing activities of $7,589 for the comparative period. The difference is attributable to an increase in the purchase of intangible assets.

Net Cash Provided by Financing Activities

Net cash provided by financing activities increased by $160,000 from $380,000 to $540,000 for the nine months ended September 30, 2016 and 2017, respectively due to an increase in private placements.

Going Concern

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States ("U.S. GAAP"), which contemplate continuation of the Company as a going concern. The history of losses and the inability for the Company to make a profit from selling a good or service has raised substantial doubt about our ability to continue as a going concern. In spite of the fact that the current cash obligations of the Company are relatively minimal, given the cash position of the Company, we have very little cash to operate.

We intend to fund the Company and attempt to meet corporate obligations by selling common stock. However, the Company's common stock is at a low price and is not actively traded.

Off-Balance Sheet Arrangements

None.

Contractual Obligations

As a smaller reporting company, we are not required to provide the information required by paragraph (a)(5) of this Item.

Critical Accounting Policies

The preparation of financial statements in conformity with U.S. GAAP requires management to make a variety of estimates and assumptions that affect (i) the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements, and (ii) the reported amounts of revenues and expenses during the reporting periods covered by the financial statements.

Our management routinely makes judgments and estimates about the effect of matters that are inherently uncertain. As the number of variables and assumptions affecting the future resolution of the uncertainties increase, these judgments become even more subjective and complex. Although we believe that our estimates and assumptions are reasonable, actual results may differ significantly from these estimates. Changes in estimates and assumptions based upon actual results may have a material impact on our results of operation and/or financial condition. Our significant accounting policies are disclosed in Note 2 to the Financial Statements included in this Form 10-Q.

While all of the significant accounting policies are important to the Company's financial statements, the following accounting policies and the estimates derived there from have been identified as being critical.

Share-Based Compensation

On July 1, 2015, the Board of Directors of the Company adopted the 2015 Stock Option and Stock Bonus Plan (the "Plan"). The Company has granted warrants and options to purchase shares of the Company's common stock to various parties for consulting services outside of the Plan, and beginning July 1, 2015 and ending December 31, 2016 pursuant to the Plan. On December 30, 2016, the Board of Directors of the Company adopted the 2017 Stock Option and Stock Bonus Plan (the "2017 Plan"). During the nine month period ended June 30, 2017, the Company granted options pursuant to the 2017 Plan. The fair values of the warrants and options issued have been estimated using the Black-Scholes Option Pricing Model.

The Company accounts for stock compensation with persons classified as employees for accounting purposes in accordance with ASC 718 "Compensation – Stock Compensation", which recognizes awards at fair value on the date of grant and recognition of compensation over the service period for awards expected to vest. The fair value of stock options is determined using the Black-Scholes Option Pricing Model. The fair value of common shares issued for services is determined based on the Company's stock price on the date of issuance.

The Company accounts for stock compensation arrangements with persons classified as non-employees for accounting purposes in accordance with ASC 505-50 "Stock-Based Transactions with Nonemployees", which requires that such equity instruments are recorded at their fair value on the measurement date. The measurement of share-based compensation is subject to periodic adjustment as the underlying instruments vest. The fair value of stock options is estimated using the Black-Scholes Option Pricing Model and the compensation charges are amortized over the vesting period.

Sales and Marketing

The Company is currently not selling or marketing any products.

Inflation

Although management expects that our operations will be influenced by general economic conditions, we do not believe that inflation had a material effect on our results of operations during the nine months ended September 30, 2017.

Item 3. Quantitative and Qualitative Disclosure About Market Risk

As a "smaller reporting company" as defined by Item 10 of Regulation S-K, we are not required to provide information required by this Item.

Item 4: Controls and Procedures

Disclosure Controls and Procedures

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act of 1934 (the "1934 Act") is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the 1934 Act is accumulated and communicated to management, including our principal executive officer and our principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Our management, under the direction of our Chief Executive Officer (who is our principal executive officer), and Chief Financial Officer (who is our principal accounting officer) has evaluated the effectiveness of our disclosure controls and procedures as required by 1934 Act Rule 13a-15(b) as of September 30, 2017 (the end of the period covered by this report). Based on that evaluation, our principal executive officer and our principal accounting officer concluded that these disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed by the Company in the reports that it files or submits under the 1934 Act is accumulated and communicated to management, including the Chief Executive Officer and the Chief Financial Officer, to allow timely decisions regarding required disclosure and are effective to provide reasonable assurance that such information is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms.

The Company, including its Chief Executive Officer and Chief Financial Officer, does not expect that its internal controls and procedures will prevent or detect all error and all fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) promulgated by the SEC under the 1934 Act) during the nine months ended September 30, 2017, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

Other than reported in the Company's Quarterly Report on Form 10-Q for the nine month period ended September 30, 2017, the Company and its management are not aware of any regulatory or legal proceedings or investigations pending involving the Company, any of its subsidiaries or affiliates, or any of their respective officers, directors or employees.

Item 1A. Risk Factors

As a "smaller reporting company" as defined by Item 10 of Regulation S-K, we are not required to provide information required by this Item. However, our current risk factors are set forth in our Annual Report on Form 10-K for the year ended December 31, 2016 as filed with the SEC on February 21, 2017, and such risk factors are incorporated herein by this reference.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Other than previously reported, there have been no unregistered sales of equity securities during the nine month period ended September 30, 2017.

Item 3. Defaults upon Senior Securities

None.

Item 4. Mine Safety Disclosure

Not applicable.

Item 5. Other Information

Effective June 30, 2017, the Company entered into a Material Transfer Agreement with Proactive Immune Sciences Corporation ("Proactive") for a term of one year. The Company will furnish AAGP™ at no cost to Proactive so that they may test and evaluate AAGP™ for possible use in Immune Cell Banking.

Effective upon filing of this Quarterly Report on Form 10-Q, the Company's address has been changed to: 412 Mulberry St., Marietta, Ohio 45750.

On November 3, 2017, the Company and Susan M. Woodward agreed that Ms. Woodward will leave her position as chief financial officer (CFO), effective upon the filing of the Company's quarterly report for the quarter ended September 30, 2017, in satisfactory form, but will remain engaged to assist the Company through December 31, 2017, and to transition books and records of the Company. The Company is working on securing a successor CFO who will take over upon Ms. Woodward's departure from the Company. Ms. Woodward's departure from her position as chief financial officer will be prior to the natural expiration of her consulting agreement, dated December 30, 2016 and due to expire on December 31, 2017 (the "Consulting Agreement"). Upon the filing of the Company's quarterly report for the quarter ended September 30, 2017, and Ms. Woodward's subsequent resignation, the Consulting Agreement will terminate.

On October 23, 2017, the Company issued an unsecured promissory note to Clarence E. Smith in the amount of $86,000. The outstanding principal balance on the promissory note is due on demand by Clarence E. Smith and shall accrue simple interest at a rate of 8% per annum from the date the principal balance was advanced.

On November 3, 2017 the Company issued a second unsecured promissory note to Clarence E. Smith in the amount of $30,000. The outstanding principal balance on the promissory note is due on demand by Clarence E. Smith and shall accrue simple interest at a rate of 8% per annum from the date the principal balance was advanced.

The above-listed promissory notes were issued by the Company in order to acquire the funds necessary to re-purchase Susan M. Woodward’s stock options to purchase up to 12 million shares of common stock of the Company pay Ms. Woodward’s compensation for December 2017 pursuant to the settlement agreement discussed above.

Item 6. Exhibits

The following is a complete list of exhibits filed as part of this Form 10-Q. Exhibit numbers correspond to the numbers in the Exhibit Table of Item 601 of Regulation S-K.

EXHIBIT INDEX

The following documents are being filed with the Commission as exhibits to this Quarterly Report on Form 10-Q.

Exhibit	Description
3.1	Certificate of Incorporation[1]
3.2	Bylaws[1]
4.1	2015 Stock Option and Stock Bonus Plan[2]
4.2	2017 Stock Option and Stock Bonus Plan[7]
10.1	Assignment of Patents and Patent Application between the Company and Institut National des Sciences Appliquées de Rouen dated January 5, 2015[3]
10.2	Settlement and Indemnity Agreement by and between the Company and Standard Bankcorp Inc. and Mark Ralston dated March 2, 2015[3]
10.3	Royalty Agreement between the Company and The Governors of the University of Alberta, dated April 8, 2015[3]
10.4	Technology Transfer Agreement between the Company and Grant Young, dated April 22, 2015[4]
10.5	ITR Master Contract between the Company and ITR Laboratories Canada Inc., dated April 19, 2016[8]
10.6	Universal Agreement between the Company and Grant Young, dated May 20, 2016[9]
10.7	Collaborative Research Agreement between the Company and the University of British Columbia, dated May 31, 2016[9]
10.8	Consulting Agreement between the Company and Clarence E. Smith, dated December 30, 2016[7]
10.9	Consulting Agreement between the Company and Susan M. Woodward, dated December 30, 2016[7]
10.10	Director Consulting Agreement between the Company and Edward P. McDonough, dated December 30, 2016[7]
10.11	First Amendment to Consulting Agreement between Clarence E. Smith and the Company dated September 1, 2017[10]
10.12	First Amendment to Consulting Agreement between Edward P. McDonough and the Company dated September 1, 2017[10]
10.13	Consulting Agreement between the Company and Grant Young, dated December 30, 2016*
10.14	First Amendment to Consulting Agreement between Grant Young and the Company dated September 1, 2017[10]
10.15	Settlement Agreement and General Release between the Company and Susan M. Woodward, dated November 3, 2017.[11]
10.16	Unsecured Promissory Note issued by the Company to Clarence E. Smith dated October 23, 2017.[11]
10.17	Unsecured Promissory Note issued by the Company to Clarence E. Smith dated November 3, 2017.[11]
14.1	Code of Ethics[6]
31.1	Certification of the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*
31.2	Certification of the Principal Financial Officer and Principal Accounting Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*
32.1	Certification of the Principal Executive Officer and the Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**
101.INS	XBRL Instance Document
101.SCH	XBRL Schema Document
101.CAL	XBRL Calculation Linkbase Document
101.DEF	XBRL Definition Linkbase Document

101.LAB XBRL Label Linkbase Document
101.PRE XBRL Presentation Linkbase Document

1. Incorporated by reference from the Company's registration statement on Form 10-SB filed on June 22, 2001 with the SEC.
2. Incorporated by reference from the Company's Quarterly Report on Form 10-Q filed on August 14, 2015 with the SEC.
3. Incorporated by reference from the Company's Annual Report on Form 10-K filed on April 14, 2015 with the SEC.
4. Incorporated by reference from the Company's Quarterly Report on Form 10-Q filed on May 20, 2015 with the SEC.
5. Incorporated by reference from the Company's Annual Report on Form 10-K filed on March 30, 2016 with the SEC.
6. Incorporated by reference from the Company's Annual Report on Form 10-K filed on April 13, 2006 with the SEC.
7. Incorporated by reference from the Company's Annual Report on Form 10-K filed on February 21, 2017 with the SEC.
8. Incorporated by reference from the Company's Quarterly Report on Form 10-Q filed on May 16, 2016 with the SEC.
9. Incorporated by reference from the Company's Quarterly Report on Form 10-Q filed on August 15, 2016 with the SEC.
10. Incorporated by reference from the Company's Current Report on Form 8-K filed on September 7, 2017 with the SEC.
11. Incorporated by reference from the Company's Current Report on Form 8-K filed on November 9, 2017 with the SEC.

*. Filed herewith.
** Furnished, not filed herewith.

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: November 13, 2017 PROTOKINETIX, INCORPORATED

By: /s/ Clarence E. Smith
Clarence E. Smith
Chief Executive Officer

By: /s/ Susan M. Woodward
Susan M. Woodward
Chief Financial Officer