FORM 6-K
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Report of Foreign Issuer

Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934

For the Month of November, 2011

Commission File Number 1-32001

Lorus Therapeutics Inc.

(Translation of registrant's name into English)

2 Meridian Road, Toronto, Ontario M9W 4Z7

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ____

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ____

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ☐ No ☒

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):82-_____.

SIGNATURE

Pursuant to the requirements 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.

Lorus Therapeutics Inc.

Date: November 11, 2011

By: /s/ "Elizabeth Williams"
Elizabeth Williams
Director of Finance and Controller

EXHIBIT INDEX

99.1	Q1 Interim Financial Statements
99.2	Q1 Management's Discussion and Analysis
99.3	CEO/CFO Certificates

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4 subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying interim unaudited financial statements of the Corporation for the interim period ending August 31, 2011 have been prepared by and are the responsibility of the Corporation's management.

The Corporation's independent auditor has not performed a review of these financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

Lorus Therapeutics Inc.
Condensed Interim Consolidated Statements of Financial Position
(unaudited)

(amounts in 000's of Canadian Dollars)	**August 31, 2011**	May 31, 2011	June 01, 2010
ASSETS			
Current			
Cash and cash equivalents (note 3 (d))	**$ 1,703**	$ 911	$ 667
Short-term investments	**-**	-	247
Prepaid expenses and other assets	**484**	388	636
Total Current Assets	**2,187**	1,299	1,550
Non-current			
Equipment (note 5)	**88**	99	147
Total Non-Current Assets	**88**	99	147
Total Assets	**$ 2,275**	$ 1,398	$ 1,697
LIABILITIES			
Current			
Accounts payable	**$ 169**	$ 215	$ 387
Accrued liabilities	**1,039**	944	1,458
Promissory note payable (notes 7 and 13)	**-**	-	1,000
Total Current Liabilities	**1,208**	1,159	2,845
SHAREHOLDERS' EQUITY			
Share capital (note 9)			
Common shares	**170,032**	168,787	163,920
Stock options (note 10)	**1,200**	1,212	3,803
Contributed surplus	**19,079**	18,988	14,875
Warrants	**1,656**	1,032	1,039
Deficit	**(190,900)**	(189,780)	(184,785)
Total Equity	**1,067**	239	(1,148)
Total Liabilities and Equity	**$ 2,275**	$ 1,398	$ 1,697

See accompanying notes to the consolidated interim financial statements (unaudited)

Lorus Therapeutics Inc.
Condensed Consolidated Interim Statements of Loss and Comprehensive Loss
(unaudited)

(amounts in 000's of Canadian Dollars except for per common share data)	**Three months ended Aug. 31, 2011**	Three months ended Aug. 31, 2010
REVENUE	**$ -**	$ -
EXPENSES		
Research and development (notes 6 and 12)	**589**	514
General and administrative (note 12)	**533**	618
Operating expenses	**1,122**	1,132
Finance expense (note 11)	**-**	28
Finance income	**(2)**	(4)
Net financing expense (income)	**(2)**	24
Net loss and total comprehensive loss for the period	**1,120**	**1,156**
Basic and diluted loss per common share	**$ 0.06**	$ 0.12
Weighted average number of common shares (note 9(f))		
outstanding used in the calculation of		
Basic and Diluted loss per common share	**17,513**	9,933

See accompanying notes to the consolidated interim financial statements (unaudited)

Lorus Therapeutics Inc.
Condensed Interim Consolidated Statement of Changes in Equity
(unaudited)

(amounts in 000's of Canadian Dollars)	Share Capital	Stock Options	Warrants	Contributed Surplus	Deficit	Total
Balance, June 1, 2011	$ 168,787	$ 1,212	$ 1,032	$ 18,988	$ (189,780)	$ 239
Issuance of units (note 9(b))	1,245	-	624	-	-	1,869
Stock-based compensation (note 10)	-	79	-	-	-	79
Forfeiture of stock options	-	(91)	-	91	-	-
Net loss	-	-	-	-	(1,120)	(1,120)
Balance, August 31, 2011	**$ 170,032**	**$ 1,200**	**$ 1,656**	**$ 19,079**	**$ (190,900)**	**$ 1,067**
Balance June 1, 2010	163,920	3,803	1,039	14,875	(184,785)	(1,148)
Expiry of warrants (note 9 (c))	-	-	(417)	417	-	-
Stock based compensation (note 10)	-	40	-	-	-	40
Forfeiture of stock options	-	(38)	-	38	-	-
Net loss	-	-	-	-	(1,156)	(1,156)
Balance, August 31, 2010	**$ 163,920**	**$ 3,805**	**$ 622**	**$ 15,330**	**$ (185,941)**	**$ (2,264)**

See accompanying notes to the consolidated interim financial statements (unaudited)

Lorus Therapeutics Inc.
Condensed Consolidated Interim Statements of Cash Flows
(unaudited)

(amounts in 000's of Canadian Dollars)	**Three months ended Aug. 31, 2011**	Three months ended Aug. 31, 2010
Cash flows from operating activities:		
Net loss for the period	**$ (1,120)**	$ (1,156)
Items not involving cash:		
Stock-based compensation	**79**	40
Depreciation of equipment	**11**	14
Finance income	**(2)**	(4)
Finance expense	**-**	28
Change in non-cash operating working capital (note 11)	**(47)**	417
Cash used in operating activities	**(1,079)**	(661)
Cash flows from financing activities:		
Issuance of common shares and warrants, net of issuance costs (note 9)	**1,869**	-
Interest on promissory notes	**-**	(28)
Cash (used in) provided by financing activities	**1,869**	(28)
Cash flows from investing activities:		
Maturity of marketable securities and other investments	**-**	247
Interest income	**2**	4
Additions to equipment	**-**	(2)
Cash (used in) provided by investing activities	**2**	249
(Decrease) increase in cash and cash equivalents during the period	**792**	(440)
Cash and cash equivalents, beginning of period	**911**	667
Cash and cash equivalents, end of period	**$ 1,703**	$ 227

See accompanying notes to the interim consolidated financial statements (unaudited)

1. Reporting Entity

Lorus Therapeutics Inc. ("Old Lorus") was incorporated under the *Business Corporations Act* (Ontario) on September 5, 1986 under the name RML Medical Laboratories Inc. On October 28, 1991, RML Medical Laboratories Inc. amalgamated with Mint Gold Resources Ltd., resulting in Old Lorus becoming a reporting issuer (as defined under applicable securities law) in Ontario, on such date. On August 25, 1992, Old Lorus changed its name to IMUTEC Corporation. On November 27, 1996, Old Lorus changed its name to Imutec Pharma Inc., and on November 19, 1998, Old Lorus changed its name to Lorus Therapeutics Inc. On October 1, 2005, Old Lorus continued under the *Canada Business Corporations Act*.

On July 10, 2007 (the "Arrangement Date"), Old Lorus completed a plan of arrangement and corporate reorganization with, among others, 6650309 Canada Inc. ("New Lorus"), 6707157 Canada Inc. and Pinnacle International Lands, Inc. As a result of the plan of arrangement and reorganization each common share of Old Lorus was exchanged for one common share of New Lorus. New Lorus continued the business of Old Lorus after the Arrangement Date with the same officers and employees and continued to be governed by the same board of directors as Old Lorus prior to the Arrangement Date.

Lorus Therapeutics Inc. ("Lorus" or the "Company") is a biopharmaceutical company focused on the discovery, research and development of novel anticancer therapies with a high safety profile. Lorus has worked to establish a diverse, marketable anticancer product pipeline, with products in various stages of development ranging from discovery and pre-clinical to clinical stage development. The Company's shares are listed on the Toronto Stock Exchange. The head office, principal address and records of the Company are located at 2 Meridian Road, Toronto, Ontario, Canada, M9W 4Z7.

2. Basis of presentation

(a) Statement of Compliance
These unaudited condensed consolidated interim financial statements of the Company and its subsidiaries as at August 31, 2011 were prepared in accordance with International Financial Reporting Standards ("IFRS"), and the Company has elected June 1, 2010 as the date of transition to IFRS (the "transition date"). As these financial statements represent the Company's initial presentation of its results and financial position under IFRS, they were prepared in accordance with International Accounting Standard ("IAS") 34, *Interim Financial Reporting* and IFRS 1, *First-time Adoption of IFRS* ("IFRS 1"). These unaudited condensed consolidated interim financial statements have been prepared in accordance with the accounting policies the Company expects to adopt in its consolidated financial statements as at and for the year ending May 31, 2012. The accounting policies applied in these unaudited condensed consolidated interim financial statements are based on the IFRS standards and International Financial Reporting Interpretations Committee ("IFRIC") interpretations issued and outstanding as of November 10, 2011, the date the Board of Directors approved the unaudited condensed consolidated interim financial statements. Any subsequent changes to IFRS that are given effect in the Company's annual consolidated financial statements for the year ending May 31, 2012 could result in restatement of these unaudited condensed consolidated interim financial statements, including the transition adjustments recognized on change-over to IFRS. The policies set out below were consistently applied to all periods presented unless otherwise noted below.

The Company's consolidated financial statements were previously prepared in accordance with Canadian Generally Accepted Accounting Principles ("Canadian GAAP"). Canadian GAAP differs in some areas from IFRS. Certain information and footnote disclosures which are considered material to the understanding of the Company's unaudited condensed consolidated interim financial statements and which are normally included in annual financial statements prepared in accordance with IFRS are provided in the notes, along with reconciliations and descriptions of the effect of the transition from Canadian GAAP to IFRS on equity, profit or loss and the statements of financial position and cash flows.

As these are the Company's first set of condensed consolidated interim financial statements in accordance with IFRS, the Company's disclosures exceed the minimum requirements under IAS 34, *Interim Financial Reporting*. The Company has elected to exceed the minimum requirements in order to present the Company's accounting policies in accordance with IFRS and the additional disclosures required under IFRS, which also highlight the changes from the Company's 2011 annual consolidated financial statements prepared in accordance with Canadian GAAP. In future condensed interim financial statements in 2012 and beyond, the Company may not provide the same amount of disclosure in the Company's consolidated condensed interim financial statements under IFRS as the reader will be able to rely on the annual consolidated financial statements, which will be prepared in accordance with IFRS.

The unaudited condensed consolidated interim financial statements of the Company were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on November 10, 2011.

(b) Basis of measurement
These unaudited condensed consolidated interim financial statements have been prepared in accordance with IFRS accounting principles applicable to a going concern using the historical cost basis except for held-for-trading financial assets which are measured at fair value.

There is significant doubt about the Company's ability to continue as a going concern because management has forecasted that the Company's current level of cash and cash equivalents will not be sufficient to execute its current planned expenditures for the next 12 months without further investment. The Company is currently in discussion with several potential investors to provide additional funding. Management believes that it will complete one or more of these arrangements in sufficient time to continue to execute its planned expenditures without interruption. However, there can be no assurance that the capital will be available as necessary to meet these continuing expenditures, or if the capital is available, that it will be on terms acceptable to the Company. The issuance of common shares by the Company could result in significant dilution in the equity interest of existing shareholders. The Company is also considering alternatives to delay its research program until financing is available, amongst other cost savings measures. There can be no assurance that the Company will be able to obtain sufficient financing to meet future operational needs. As a result, there is a significant doubt as to whether the Company will be able to continue as a going concern and realize its assets and pay its liabilities as they fall due.

These unaudited condensed consolidated interim financial statements do not reflect the adjustments that would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and settle its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying unaudited condensed consolidated interim financial statements. Such amounts could be material.

(c) Functional and presentation currency
The functional and presentation currency of the Company and its Canadian subsidiary Nuchem Pharmaceuticals Inc. is the Canadian dollar ("$").

(d) Significant accounting judgments, estimates and assumptions
The preparation of these unaudited condensed consolidated interim financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets and liabilities at the date of the unaudited condensed consolidated interim financial statements and reported amounts of revenues and expenses during the reporting period. Actual outcomes could differ from these estimates. The unaudited condensed consolidated interim financial statements include estimates, which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the condensed consolidated interim financial statements, and may require accounting adjustments based on future occurrences.

The estimates and underlying assumptions are reviewed on a regular basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

The key assumptions concerning the future, and other key sources of estimation uncertainty as of the date of the statement of financial position that have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next fiscal year arise in connection with the use of the going concern assumption, determination of impairment of goodwill and equipment, the valuation of tax accounts and the determination of development costs which qualify for capitalization. Significant estimations also take place in connection with the valuation of share-based compensation and share purchase warrants.

3. Significant accounting policies

(a) Basis of consolidation:
(i) Business combinations:
As part of its transition to IFRS, the Company elected not to restate any business combinations that occurred prior to June 1, 2010.
(ii) Subsidiary:

The consolidated financial statements include the accounts of the Company and its 80% owned subsidiary, NuChem Pharmaceuticals Inc. ("NuChem"). A subsidiary is an entity over which the Company has control, being the power to govern the financial and operating policies of the investee entity so as to obtain benefits from its activities. Accounting policies of subsidiaries are consistent with our accounting policies. All intra-group transactions, balances, income and expenses are eliminated on consolidation.

(b) Foreign currency translation:
Foreign currency transactions are translated into Canadian dollars at rates prevailing on the transaction dates. Monetary assets and liabilities are translated into Canadian dollars at the rates in effect on the balance sheets dates. Gains or losses resulting from these transactions are accounted for in the loss for the period in 'general and administrative expenses'.

(c) Derecognition of financial assets and liabilities:
A financial asset is derecognised when the right to receive cash flows from the asset have expired or when the Company has transferred its rights to receive cash flows from the asset.

A financial asset is derecognized when its contractual obligations are discharged or cancelled or expire.

(d) Financial instruments:
Financial assets are comprised of cash and cash equivalents and short term investments. Financial assets are initially recorded at fair market value.

Cash and cash equivalents:
The Company considers unrestricted cash on hand and term deposits and guaranteed investment certificates held by Canadian Schedule A banks, with original maturities of three months or less as cash and cash equivalents.

Cash and cash equivalents are classified as held-for-trading investments and measured at fair value through loss or profit. By virtue of the nature of these assets, fair value is generally equal to cost plus accrued interest. Where applicable, any significant change in market value would result in a gain or loss being recognized in the consolidated statements of loss and comprehensive loss.

Short-term investments:
Short-term investments are liquid Canadian government or corporate instruments having original maturity dates greater than three months and less than one year and are classified as held-to-maturity investments (we currently do not have any held-to-maturity investments), except where the Company does not intend to, or cannot reasonably expect to hold the investment to maturity in which case the investment is designated as held-for-trading. Held-to-maturity investments are measured at amortized cost using the effective interest rate method, while held-for-trading investments are measured at fair value and the resulting gain or loss is recognized in the consolidated statements of loss and comprehensive loss.

A financial asset is derecognized when the rights to receive cash flows from the asset have expired or where the Company has transferred its rights to receive cash from the asset.

Financial liabilities consist of the following:

Accounts payable, accrued liabilities and promissory notes payable:
Accounts payable and accrued liabilities and promissory notes payable are typically short-term in nature and classified as other financial liabilities. These liabilities are carried at amortized cost using the effective interest rate method.

A financial liability is derecognized when its contractual obligations are discharged, cancelled or expired.

Equity:
Common shares and warrants to purchase common shares are classified as equity.

Incremental costs directly attributable to the issue of common shares or warrants are recognized as a reduction from equity, net of any tax effects.

Transaction costs:
Transaction costs are expensed as incurred for financial instruments designated as held for trading. Transaction costs for other financial instruments are recognized as part of the financial instruments carrying value.

(e) Equipment:
Equipment is measured at cost less accumulated depreciation and accumulated impairment loss. Cost includes expenditures that are directly attributable to the acquisition of the asset. The Company records depreciation at rates that charge operations with the cost of the assets over their estimated useful lives on a straight-line basis as follows:

Furniture and equipment	Over 3 to 5 years

The assets residual value, useful life and methods of depreciation are reviewed each reporting period and adjusted prospectively if appropriate.

(f) Research and development:
Expenditures on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, are recognized in profit or loss as incurred.

Development activities involve a plan or design for the production of new or substantially improved products or processes. Development expenditures are capitalized only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development and to use or sell the asset. The expenditures capitalized would include the cost of materials, direct labour, overhead costs that are directly attributable to preparing the asset for its intended use, and borrowing costs on qualifying assets. Other development expenditures which do not meet the criteria for capitalization are recognized in profit or loss as incurred.

Capitalized development costs are recognized at cost less accumulated amortization and accumulated impairment losses.

The Company has not capitalized any development costs to date.

(g) Investment tax credits:
Research and development investment tax credits, which are earned as a result of incurring qualifying research and development expenditures, are recorded as a reduction of the related expense or cost of the asset acquired when there is reasonable assurance that they will be realized.

The Company's claim for Scientific Research and Experimental Development ("SR&ED") deductions and related investment tax credits for income tax purposes are based on management's interpretation of the applicable legislation in the Income Tax Act (Canada). These amounts are subject to review and acceptance by the Canada Revenue Agency or the Ontario Ministry of Finance prior to collection.

(h) Stock-based compensation:
The Company has a stock-based compensation plan (the "Plan") available to officers, directors, employees and consultants with grants under the Plan approved by the Company's Board of Directors. Under the Plan, the exercise price of each option equals the closing trading price of the Company's stock on the day prior to the grant. Vesting is provided for at the discretion of the Board of Directors and the expiration of options is to be no greater than 10 years from the date of grant.

The Company uses the fair value based method of accounting for employee awards granted under the Plan. The Company calculates the fair value of each stock option grant using the Black-Scholes Option Pricing model at the grant date. The stock-based compensation cost of the options is recognized as stock-based compensation expense over the relevant vesting period of the stock options using an estimate of the number of options that will eventually vest. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expect to vest. The impact of the revision of the original estimates, if any, is recognized in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the stock option equity account.

Stock options awarded to non-employees are accounted for at the fair value of the goods received or the services rendered. The fair value is measured at the date we obtain the goods or the date the counterparty renders the service. If the fair value of the goods or services cannot be reliably valued the fair value of the options granted will be used.

The Company has a deferred share unit plan that provides directors the option of receiving payment for their services in the form of share units rather than common shares or cash. Share units entitle the director to elect to receive, on termination of his or her services with the Company, an equivalent number of common shares, or the cash equivalent of the market value of the common shares at that future date. For units issued under this plan, the Company records an expense and a liability equal to the market value of the shares issued. The accumulated liability is adjusted for market fluctuations on a quarterly basis. There are currently no units issued under this plan.

The Company has an alternate compensation plan ("2009 ACP") that provides directors and senior management ("participants") with the option of receiving director's fees, salary, bonuses or other remuneration ("Remuneration") in common shares rather than cash. Under the plan, the participant receives an allotment from treasury of such number of shares as will be equivalent to the cash value of the Remuneration determined by dividing the Remuneration by the weighted average closing common share price for the five trading days prior to payment date (the "5-day VWAP"). The issue price of the shares is the 5-day VWAP. There are currently no shares allotted for issuance under this plan.

(i) Loss per share:

Basic loss per share is computed by dividing the net loss available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted loss per share is computed similar to basic loss per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods. The inclusion of the Company's stock options and warrants in the computation of diluted loss per share has an anti-dilutive effect on the loss per share and therefore, they have been excluded from the calculation of diluted loss per share.

(j) Income taxes:

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized.

(k) Impairment:

Non-financial assets

The carrying amounts of the Company's non-financial assets including equipment are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In estimating value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit, or CGU").

The Company's corporate assets do not generate separate cash inflows. If there is an indication that a corporate asset may be impaired, then the recoverable amount is determined for the CGU to which the corporate asset belongs.

Impairment losses recognized in respect of a CGU are allocated to reduce the carrying amount to the extent the carrying amount of the asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of a CGU are allocated to reduce the carrying amount of the assets in a unit on a pro-rated basis. Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognized. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit and loss.

(l) Provisions:

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as a financial cost.

Employee entitlements to annual leave are recognized as the employee earns them. A provision, stated at current cost, is made for the estimated liability at the end of each reporting period.

The Company has recorded a provision as related to an indemnification as described in note 14.

(m) Recent accounting pronouncements:

(i) IFRS 9 *Financial Instruments*

In October 2010, the International Accounting Standard Board ("IASB") issued IFRS 9, Financial Instruments ("IFRS 9"), which replaces IAS 39, Financial Instruments: Recognition and Measurement, establishes principles for the financial reporting of financial assets and financial liabilities that will present relevant and useful information to users of financial statements for their assessment of the amounts, timing and uncertainty of an entity's future cash flows. This new standard is effective for the Company's condensed interim and annual consolidated financial statements commencing June 1, 2013. The Company is assessing the impact of this new standard on its consolidated financial statements.

(ii) IFRS 10 *Consolidated Financial Statements*
This amendment establishes a single control model that applies to all entities. These changes will require management to exercise significant judgment to determine which entities are controlled, and therefore are required to be consolidated by a parent, compared with the former requirements. The amendment becomes effective for annual periods beginning on or after January 1, 2013. The Company does not anticipate any impact on its consolidated financial statements related to the adoption of this new standard.

(iii) IFRS 11 *Joint Arrangements*
This amendment replaces IAS 31 - *Interests in Joint Ventures* and SIC-13 *Jointly controlled entity - Non-monetary Contributions by Venturers* and addresses only two forms of joint arrangements (joint operations and joint ventures) where there is joint control and removes the option to account for faintly controlled entities using proportionate consolidation. The amendment becomes effective for annual periods beginning on or after January 1, 2013. The Company does not anticipate any impact on its consolidated financial statements related to the adoption of this new standard.

(iv) IFRS 13 *Fair Value Measurement*
In May 2011, the IASB published IFRS 13 *Fair Value Measurement*, which is effective prospectively for annual periods beginning on or after January 1, 2013. IFRS 13 replaces the fair value measurement guidance contained in individual IFRSs with a single source of fair value measurement guidance. It defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, i.e. an exit price. The standard also establishes a framework for measuring fair value and sets out disclosure requirements for fair value measurements to provide information that enables financial statement users to assess the methods and inputs used to develop fair value measurements and, for recurring fair value measurements that use significant unobservable inputs (Level 3), the effect of the measurements on profit or loss or other comprehensive income. IFRS 13 explains 'how' to measure fair value when it is required or permitted by other IFRSs.
The Company is assessing the impact of this new standard on its consolidated financial statements.

4. Capital disclosures

The Company's objectives when managing capital are to:

- Maintain its ability to continue as a going concern in order to provide returns to shareholders and benefits to other stakeholders;
- Maintain a flexible capital structure which optimizes the cost of capital at acceptable risk;
- Ensure sufficient cash resources to fund its research and development activity, to pursue partnership and collaboration opportunities and to maintain ongoing operations.

The capital structure of the Company consists of cash and cash equivalents and equity comprised of share capital, share purchase warrants, stock options, contributed surplus and deficit. The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issuances, acquiring or disposing of assets, adjusting the amount of cash balances or by undertaking other activities as deemed appropriate under the specific circumstances.

Pursuant to the commitment letter (described in note 5(b)) provided by Mr. Abramson, the remaining funding commitment at August 31, 2011 is $1.8 million. Should Lorus be unable to secure financing from other sources prior to November 30, 2011 Mr. Abramson has agreed to provide $1.8 million to Lorus by way of equity investment or promissory note. Mr. Abramson's commitment may be subject to additional approvals, including shareholder approval.

The Company is not subject to externally imposed capital requirements.

While the Company's overall strategy with respect to capital risk management remains unchanged from the year ended May 31, 2011, the Company has forecasted that its current capital resources are not sufficient to carry out its research and development plans and operations for more than the next twelve months and continues to investigate various alternatives to obtain sufficient capital to continue its operations (note 2a).

Cash and cash equivalents

Cash and cash equivalents consists of funds deposited into High Interest Savings Accounts totaling $1.0 million (June 1, 2010 - nil and May 31, 2011 - $758 thousand). The current interest rate earned on these deposits is 1.2% (May 31, 2011 -1.2%, June 1, 2010 - nil)

Short-term investment (relating to June 1, 2010)

An investment consisting of a principle protected deposit note totaling $247 thousand at June 1, 2010, was designated as held-for-trading investments, and was classified as short-term investments on the consolidated balance sheets. This investment was carried at fair value. There were no short-term investments held by the Company at May 31, 2011 or August 31, 2011.

5. Equipment:

August 31, 2011	Cost	Accumulated depreciation	Net book value
Furniture and equipment	$ 2,914	$ 2,826	$ 88

May 31, 2011	Cost	Accumulated depreciation	Net book value
Furniture and equipment	$ 2,914	$ 2,815	$ 99

June 1, 2010	Cost	Accumulated depreciation	Net book value
Furniture and equipment	$ 2,907	$ 2,760	$ 147

6. Research and development programs:

The Company has product candidates in three classes of anticancer therapies:

- small molecule therapies based on anti-angiogenic, anti-proliferative and anti-metastatic agents;
- RNA-targeted (antisense and siRNA) therapies, based on synthetic segments of DNA or RNA designed to bind to the messenger RNA that is responsible for the production of proteins over-expressed in cancer cells; and
- immunotherapy, based on macrophage-stimulating biological response modifiers.

(a) Small Molecule Program:
The Company has small molecule drug screening technologies and preclinical scientific expertise, which it is using to create a drug candidate pipeline. The Company's proprietary group of small molecule compounds includes lead drug LOR-253 which entered into a Phase I clinical trial in January of 2011 and LOR-500 which is in the pre-clinical stage of development.

(b) RNA-Targeted Therapies:
The Company's lead RNA-targeted drug candidate is LOR-2040. The Company has reported Phase II clinical results, completed to the end-of-stage assessment time point, of LOR-2040 in combination with cytarabine in relapsed and refractory acute myeloid leukemia ("AML") patient population. Based on these data, the Company is seeking a partnership or collaboration for future development.

(c) Immunotherapy:
The Company's immunotherapy product candidates are Virulizin® and Interleukin-17E ("IL-17E"). IL-17E is a protein-based therapeutic that the Company is seeking a partnership or collaboration for future development.

Research and development expenditures by product class are as follows:

	Three months ended Aug 31, 2011	Three months ended Aug 31, 2010
Small molecules:	$ 554	$ 349
RNA-Targeted Therapies:	—	139
Immunotherapy:	—	—
Total	$ 554	$ 488

7. Promissory note payable

In April 2010, the Company entered into a loan agreement with a company related to Mr. Abramson to borrow $1 million. The loan amount, which was received on April 14, 2010, was unsecured, evidenced by a promissory note and bore interest at the annual rate of 10%. The principal and interest amount were due in six months and later extended a further three months. The principal amount was repaid in November 2010.

8. Financial instruments

(a) Financial instruments

The Company has classified its financial instruments as follows:

	As at August 31, 2011	As at May 31, 2011	As at June 1, 2010
Financial assets			
Cash and cash equivalents, consisting of guaranteed investment certificates, held for trading, measured at fair value through loss or profit	**$ 1,703**	$ 911	$ 667
Short-term investments, held-for-trading, recorded at fair value through loss or profit	-	-	247
Financial liabilities			
Accounts payable, measured at amortized cost	**169**	215	387
Accrued liabilities, measured at amortized cost	**1,039**	944	1,458
Promissory note payable, measured at amortized cost	-	-	1,000

At August 31, 2011, there are no significant differences between the carrying values of these amounts and their estimated market values due to their short-term nature.

(b) Financial risk management

The Company has exposure to credit risk, liquidity risk and market risk. The Company's Board of Directors has the overall responsibility for the oversight of these risks and reviews the Company's policies on an ongoing basis to ensure that these risks are appropriately managed.

(i) Credit risk

Credit risk is the risk of financial loss to the Company if a customer, partner or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's cash and cash equivalents. The carrying amount of the financial assets represents the maximum credit exposure.

The Company manages credit risk for its cash and cash equivalents by maintaining minimum standards of R1 low or A low investments and the Company invests only in highly rated Canadian corporations with debt securities that are traded on active markets and are capable of prompt liquidation.

(ii) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. To the extent that the Company does not believe it has sufficient liquidity to meet its current obligations, the Board considers securing additional funds through equity, debt or partnering transactions. The Company manages its liquidity risk by continuously monitoring forecasts and actual cash flows. Refer to note 2(b) for further discussion on the Company's ability to continue as a going concern.

(iii) Market risk

Market risk is the risk that changes in market prices, such as interest rates, foreign exchange rates and equity prices will affect the Company's income or the value of its financial instruments.

The Company is subject to interest rate risk on its cash and cash equivalents and short-term investments. The Company does not believe that the results of operations or cash flows would be affected to any significant degree by a sudden change in market interest rates relative to interest rates on the investments, owing to the relative short-term nature of the investments. The Company does not have any material interest bearing liabilities subject to interest rate fluctuations.

Financial instruments potentially exposing the Company to foreign exchange risk consist principally of accounts payable and accrued liabilities. The Company holds minimal amounts of U.S. dollar denominated cash, purchasing on an as needed basis to cover U.S. dollar denominated payments. At August 31, 2011, U.S. dollar denominated accounts payable and accrued liabilities amounted to $252 thousand (2010 - $290 thousand). Assuming all other variables remain constant, a 10% depreciation or appreciation of the Canadian dollar against the U.S. dollar would result in an increase or decrease in loss for the year and comprehensive loss of $25 thousand (2010 - $29 thousand). The Company does not have any forward exchange contracts to hedge this risk.

The Company does not invest in equity instruments of other corporations.

(c) Capital management

The Company's primary objective when managing capital is to ensure that it has sufficient cash resources to fund its development and commercialization activities and to maintain its ongoing operations. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

The Company includes cash and cash equivalents and short-term deposits in the definition of capital.

The Company is not subject to externally imposed capital requirements and there has been no change with respect to the overall capital management strategy during the three months ended August 31, 2011.

9. Share capital

The Company is authorized to issue an unlimited number of common shares.

(a) Continuity of common shares and warrants

	Common Shares		Warrants	
(amounts in 000's)	Number	Amount	Number	Amount
Balance at May 31, 2010	**9,933**	**$ 163,920**	**1,326**	**$ 1,039**
Expiry of warrants (c)	_	_	(571)	(417)
Balance at August 31, 2010	**9,933**	**163,920**	**755**	**622**
Issuance of units (b)	4,170	3,226	4,170	1,032
Balance at November 30, 2010	**14,103**	**167,146**	**4,925**	**1,654**
Issuance of common shares (b)	1,582	1,641	_	_
Balance at February 28, 2011	**15,685**	**168,787**	**4,925**	**1,654**
Expiry of warrants (c)	_	_	(755)	(622)
Balance at May 31, 2011	**15,685**	**168,787**	**4,170**	**1,032**
Issuance of units (b)	5,484	1,245	5,678	624
Balance at August 31, 2011	**21,169**	**$ 170,032**	**9,848**	**$ 1,656**

(b) Equity issuances

August 2011 Unit Offering
On July 22, 2011, the Company filed a final short-form prospectus in connection with a best efforts offering (the "Offering") of a minimum of 5,000,000 units of the Company (the "Units") at a price of $0.40 per Unit for gross proceeds of $2,000,000 and a maximum of 10,000,000 Units for gross proceeds of $4,000,000. Each Unit consisted of one common share of Lorus (a "Common Share") and one common share purchase warrant of Lorus (a "Warrant"). Each Warrant entitles the holder to purchase one Common Share for five years after the closing of the Offering at an exercise price of $0.45 per Common Share (the "Exercise Price"). If on any date (the "Accelerated Exercise Date") the 10-day volume weighted average trading price of the Common Shares on the Toronto Stock Exchange equals or exceeds 200% of the Exercise Price, then upon the Company sending the holders of Warrants written notice of such Accelerated Exercise Date and issuing a news release announcing such Accelerated Exercise Date, the Warrants shall only be exercisable for a period of 30 days following the date on which such written notice is sent to holders of Warrants.
In connection with the Offering, Herbert Abramson, a director of the Company, entered into an irrevocable commitment letter on June 20, 2011, and amended July 11, 2011, to purchase, directly or indirectly, common shares and common share purchase warrants (or as may otherwise be agreed) in the capital of Lorus (collectively the "Securities") having an aggregate subscription price equal to the difference (the "Commitment Amount"), if any, between (a) the sum of (i) the gross proceeds realized by Lorus in the Offering and (ii) the gross proceeds received by Lorus in respect of all financings completed by Lorus from the date of the final short-form prospectus to November 30, 2011 and (b) $4.0 million.
The Offering closed on August 15, 2011 for total gross proceeds of $2.2 million. In connection with the Offering, Lorus has issued 5.484 million Common Shares and 5.678 million Warrants including the broker warrants.
Mr. Abramson purchased 2.4 million Units as part of the Offering.

The total costs associated with the transaction were approximately $350 thousand which included the $25 thousand which represented the fair value of the brokers' warrants issued as part of the Offering. Each such broker warrant is exercisable for one Unit at a price of $0.40 per Unit for a period of 24 months following the closing of the Offering. The Company has allocated the net proceeds of the Offering to the common shares and the common share purchase warrants based on their estimated relative fair values. Based on relative fair values, $1.2 million of the net proceeds were allocated to the common shares and $624 thousand to the common share purchase warrants.

December 2010 Private Placement:
On December 1, 2010, pursuant to a private placement, the Company issued 1.6 million common shares in exchange for gross cash consideration of $1.66 million. The total costs associated with the transaction were approximately $20 thousand. Mr. Herbert Abramson, a director of the Company, subscribed for 1,410,000 common shares, representing approximately 89% of the total number of common shares issued through the private placement. No commission was paid in connection with the private placement.

November 2010 Rights Offering:
On August 27, 2010 the Company announced a proposed rights offering as described below including a $4 million standby purchase agreement from a director of the Company, Mr. Herbert Abramson. Mr. Abramson also provided the Company with interim financing by way of three $500 thousand monthly loans, advanced on August 11, 2010, September 13, 2010 and October 5, 2010. The loans were unsecured, had a six-month term (or the earlier of the closing of the rights issue) and bore interest at the annual rate of 10%. All three notes were repaid upon the close of the rights offering described below.

On September 27, 2010, Lorus filed a final short-form prospectus in each of the provinces of Canada in connection with a distribution to its shareholders in eligible jurisdictions outside the United States of rights exercisable for units of the Company (the "Rights Offering"). Under the Rights Offering, holders of common shares of the Company as of October 12, 2010, the record date, received one right for each common share held as of the record date. Each two rights entitled the holder thereof to purchase a unit of the Company at a price of $1.11 per unit. Each unit consisted of one common share of the Company and one warrant to purchase an additional common share of the Company at a price of $1.33 until May 2012.

A total of 4.2 million units of the Company at a price of $1.11 per unit were issued in connection with the Rights Offering. As a result of the Rights Offering, Lorus issued 4.2 million common shares and 4.2 million common share purchase warrants for net proceeds of $4.2 million. In connection with the Rights Offering, the Company secured a standby purchase arrangement of $4 million by Mr. Abramson, one of the Company's directors. Mr. Abramson agreed to make an investment such that the minimum gross proceeds of the proposed Rights Offering would be $4 million. No fee was payable to Mr. Abramson for this commitment. In accordance with the terms of the standby purchase agreement, Mr. Abramson subscribed for 3.6 million of the 4.2 million units of the Rights Offering for $4.0 million.

The total costs associated with the transaction were approximately $370 thousand. The Company has allocated the net proceeds of the Rights Offering to the common shares and the common share purchase warrants based on their estimated relative fair values. Based on relative fair values, $3.2 million of the net proceeds were allocated to the common shares and $1.0 million to the common share purchase warrants.

(c) Warrant expiry

The warrants issued on November 27, 2009 expired unexercised on May 27, 2011. This expiry resulted in a transfer of the value attributed to the expired warrants of $622 thousand to contributed surplus.

The warrants issued on August 7, 2008 expired unexercised on August 10, 2010. This expiry results in a transfer of the value attributed to the expired warrants of $417 thousand to contributed surplus.

(d) Continuity of contributed surplus

Contributed surplus is comprised of the cumulative grant date fair value of expired share purchase warrants and expired stock options as well as the cumulative amount of previously expensed and unexercised equity settled share-based payment transactions.

	Three months ended August 31, 2011	Three months ended August 31, 2010	Year ended May 31, 2011
Balance, Beginning of year	**$ 18,988**	$ 14,875	14,875
Expiry of warrants (c)	**-**	417	1,039
Forfeiture of stock options	**91**	38	3,074
Balance, end of period	**$ 19,079**	$ 15,330	18,988

(e) Continuity of stock options

	Three months ended August 31, 2011	Three months ended August 31, 2010	Year ended May 31, 2011
Balance, Beginning of year	**$ 1,212**	$ 3,803	3,803
Stock option expense	**79**	40	483
Forfeiture of stock options	**(91)**	(38)	(3,074)
Balance, end of period	**$ 1,200**	$ 3,805	1,212

(f) Loss per share

Loss per common share is calculated using the weighted average number of common shares outstanding for the period ending August 31, 2011 of 17.513 million and August 31, 2010 of 9.933 million. The effect of any potential exercise of our stock options and warrants outstanding during the year has been excluded from the calculation of diluted loss per common share as it would be anti-dilutive.

10. Stock options

(a) Stock options transactions for the period:

	Three months ended August 31, 2011		Three months ended August 31, 2010		Year ended May 31, 2011	
	Options (in 000's)	**Weighted average exercise price**	Options (in 000's)	Weighted average exercise price	Options (in 000's)	Weighted average exercise price
Outstanding, Beginning of year	**1,185,578**	**$ 1.58**	672,901	$ 6.60	672,901	$ 6.60
Granted	**–**	**–**	–	–	1,049,700	1.01
Exercised	**–**	**–**	–	–	–	–
Forfeited	**(15,733)**	**6.15**	(32,665)	3.49	(537,023)	6.76
Outstanding, end of period	**1,169,845**	**$ 1.52**	640,236	$ 6.76	1,185,578	$ 1.58

(b) Stock options outstanding at August 31, 2011:

	Options outstanding			Options exercisable	
Range of exercise prices	Options	Weighted average remaining contractual life (years)	Weighted average exercise price	Options	Weighted average exercise price
$ 0.89 - $ 1.05	1,005,740	9.4	$ 1.00	502,870	$ 1.00
$ 1.06 - $ 4.99	96,663	7.5	2.59	90,436	2.63
$ 5.00 - $ $18.00	67,442	5.3	7.62	67,442	7.62
	1,169,845	9.0	1.52	660,748	1.91

(c) Fair value assumptions

The Company did not grant any stock options during the three-month periods ended August 31, 2011 or 2010.

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

	Three months ended August 31, 2011	Three months ended August 31, 2010	Year ended May 31, 2011
Exercise price	**-**	**-**	$ 0.89-1.05
Grant date share price	**-**	**-**	$ 0.86-1.03
Risk free interest rate	**-**	**-**	1.50-1.85%
Expected dividend yield	**-**	**-**	0%
Expected volatility	**-**	**-**	117-119%
Expected life of options	**-**	**-**	5 years
Weighted average fair value of options granted in the period	**$ -**	**-**	$ 0.83

Stock options granted by the Company during the year ended May 31, 2011 had three types of vesting schedules. Options granted to directors consisted of 30,000 options that vested 50% upon issuance and 50% one year later. Options granted to the CEO of 784,200 vested 50% at May 31, 2011 and 25% May 31, 2012 and 25% May 31, 2013. Options granted to certain members of management totaled 235,500 and vested 50% upon certain performance criteria measured as of May 31, 2011 and 25% May 31, 2012 and 25% on May 31, 2013.

Refer to note 12 for a breakdown of stock option expense by function.

The Company has reserved 3,175,000 common shares for issuance relating to outstanding stock options as of August 31, 2011.

11. Additional cash flow disclosures

Net change in non-cash operating working capital is summarized as follows:

	Aug 31, 2011	Aug 31, 2010
Prepaid expenses and other assets	**$ (96)**	$ (111)
Accounts payable	**(46)**	349
Accrued liabilities	**95**	(321)
Promissory note payable	**-**	500
	$ (47)	$ 417

During the three months ended August 31, 2011 the Company did not pay or accrue any interest expense. During the three months ended August 31, 2010 the Company incurred $28 thousand of interest on promissory notes to Mr. Abramson. During the year ended May 31, 2011, the Company paid $71 thousand in cash interest on promissory notes from Mr. Abramson and Mr. Abramson's related company that were repaid in November 2010.

12. Other expenses

Three months ended,

	Aug 31, 2011	Aug 31, 2010
Components of research and development expenses:		
Stock based compensation	**$ 26**	$ 16
Depreciation of equipment	**9**	10
Program costs (note 6)	**554**	488
	$ 589	$ 514
Components of general and administrative expenses:		
Stock based compensation	**53**	24
Depreciation of equipment	**3**	4
General and administrative excluding salaries	**257**	343
Salaries	**220**	247
	$ 533	$ 618

13. Related Party Transactions

In October 2009, the Company entered into a loan agreement with a member of its Board of Directors, Mr. Abramson, to borrow $1 million. The loan amount, which was received on October 6, 2009, was unsecured, evidenced by a promissory note and bears interest at the annual rate of 10%. The principal and interest were due in six months. The principal amount of $1 million was applied to subscribe for Units as part of the November 27, 2009 private placement.

On August 27, 2010 the Company announced a proposed rights offering as described in note 9(b) including a $4 million standby purchase agreement from a director of the Company, Mr. Herbert Abramson. Mr. Abramson also provided the Company with interim financing by way of three $500 thousand monthly loans, advanced on August 11, 2010 (outstanding at August 31, 2010), September 13, 2010 and October 5, 2010. The loans were unsecured, had a six-month term (or the earlier of the closing of the rights issue) and bore interest at the annual rate of 10%. All three notes were repaid upon the close of the rights offering described in note 9(b).

These transactions were in the normal course of business and have been measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

See also notes 7 and 9 for additional related party transactions.

14. Commitments, contingencies and guarantees.

(a) Operating lease commitments:
The Company has entered into operating leases for premises and equipment under which it is obligated to make minimum annual payments as described below:

	Less than 1 year	1-3 years	3-5 years	Total
Operating leases	145	104	10	259

The Company's current facility lease expires in March 2013.

(b) Other contractual commitments:

The Company holds an exclusive world-wide license from the University of Manitoba (the "University") and Cancer Care Manitoba ("CCM") to certain patent rights to develop and sub-license certain oligonucleotide technologies. In consideration for the exclusive license of the patent rights, the University and CCM are entitled to an aggregate of 1.67% of the net sales received by the Company from the sale of products or processes derived from the patent rights and 1.67% of all monies received by the Company from sub-licenses of the patent rights. Any and all improvements to any of the patent rights derived in whole or in part by the Company after the date of the license agreement, being June 20, 1997, are not included within the scope of the agreement and do not trigger any payment of royalties.
The Company has not yet earned any revenue from the products covered under this agreement and, therefore, has not paid any royalties thereunder and cannot reasonably predict the timing and amount of any future payment. The Company does not expect to make any royalty payments under this agreement in fiscal years ended May 31, 2012 or 2013, and cannot reasonably predict when such royalties will become payable, if at all.

The Company has entered into various contracts with service providers with respect to the LOR-253 phase I clinical trial. These contracts could result in future payment commitments of approximately $860 thousand. Of this amount $305 thousand has been accrued or paid at August 31, 2011 (May 31, 2011 - $248 thousand). The payments will be based on services performed and amounts maybe higher or lower based on actual services performed.

(c) Guarantees:

The Company entered into various contracts, whereby contractors perform certain services for the Company. The Company indemnifies the contractors against costs, charges and expenses in respect of legal actions or proceedings against the contractors in their capacity of servicing the Company. The maximum amounts payable from these guarantees cannot be reasonably estimated. Historically, the Company has not made significant payments related to these guarantees.

The Company indemnifies its directors and officers against any and all claims or losses reasonably incurred in the performance of their service to the Company to the extent permitted by law. The Company has acquired and maintains liability insurance for its directors and officers. The fair value of this indemnification is not determinable.

(d) Indemnification on Arrangement:

Under the arrangement (note 1), the Company has agreed to indemnify Old Lorus and its directors, officers and employees from and against all damages, losses, expenses (including fines and penalties), other third party costs and legal expenses, to which any of them may be subject arising out of any matter occurring:

(i) prior to, at or after the effective time of the Arrangement ("Effective Time") and directly or indirectly relating to any of the assets of Old Lorus transferred to the Company pursuant to the Arrangement (including losses for income, sales, excise and other taxes arising in connection with the transfer of any such asset) or conduct of the business prior to the Effective Time;

(ii) prior to, at or after the Effective Time as a result of any and all interests, rights, liabilities and other matters relating to the assets transferred by Old Lorus to the Company pursuant to the Arrangement; and

(iii) prior to or at the Effective Time and directly or indirectly relating to, with certain exceptions, any of the activities of Old Lorus or the Arrangement.

The Company recorded a liability of $100 thousand, which it believes to be a reasonable estimate of the fair value of the obligation for the indemnifications provided as at August 31, 2011. There have been no claims on this indemnification to date.

15. Explanation of transition to International Financial Reporting Standards

As stated in Note 2, these are the Company's first condensed consolidated interim financial statements prepared in accordance with IAS34.

The accounting policies disclosed in Note 3 have been applied in preparing our consolidated financial statements as at and for the three months ended August 31, 2011, the comparative information presented as at and for the three months ended August 31, 2010 and the year ended May 31, 2011 and in the preparation of our opening IFRS balance sheet at June 1, 2010 (our date of transition) and the statement of financial position as at May 31, 2011.

IFRS 1 requires first time adopters to retrospectively apply all effective IFRS as of the reporting date. However, it also provides for certain optional exemptions and certain mandatory exceptions for the first time IFRS adopters. Details of the Company's initial elections of IFRS 1 exemptions are described below.

In preparing our opening balance sheet, we have adjusted amounts reported previously in our consolidated financial statements prepared in accordance with Canadian GAAP. An explanation of how the transition from Canadian GAAP to IFRS has affected our financial position, financial performance and cash flows is set out in the following tables and notes that accompany the tables.

Initial elections upon adoption of IFRS
Under IFRS 1 the following applicable exemption applied to the Company's conversion from Canadian GAAP to IFRS.

(i) **Share Based Payments:** The Company may elect not to apply IFRS 2, *Share-Based Payments,* to equity instruments which vested before the Company's date of transition to IFRS. The Company elected not to apply IFRS 2 to equity instruments that vested before the date of transition to IFRS.

(ii) **Share Based Payments:** The Company may elect not to apply IFRS 2, *Share-Based Payments,* to equity instruments which vested before the Company's date of transition to IFRS. The Company elected not to apply IFRS 2 to equity instruments that vested before the date of transition to IFRS.

Reconciliation of financial position and shareholders' equity

	Notes	June 1, 2010 Canadian GAAP	Effect of transition to IFRS	IFRS		May 31, 2011 Canadian GAAP	Effect of transition to IFRS	IFRS
Current								
Cash and cash equivalents		$ 667	$ -	$ 667		911	-	911
Short-term investments		247	-	247		-	-	-
Prepaid expenses and other assets		636	-	636		388	-	388
Total Current Assets		**1,550**	**-**	**1,550**		**1,299**	**-**	**1,299**
Non-Current								
Equipment		147	-	147		99	-	99
Goodwill	**(b) (i)**	606	(606)	-	**(b) (i)**	606	(606)	-
Total Non-Current Assets		753	(606)	147		705	(606)	99
Total Assets		**2,303**	**(606)**	**1,697**		**2,004**	**(606)**	**1,398**
LIABILITIES								
Current								
Accounts payable		387	-	387		215	-	215
Accrued liabilities		1,458	-	1,458		944	-	944
Promissory note payable		1,000		1,000		-	-	-
Total Current Liabilities		**2,845**	**-**	**2,845**		**1,159**	**-**	**1,159**
SHAREHOLDERS' EQUITY								
Share capital								
Common shares		163,920	-	163,920		168,787	-	168,787
Stock options	**(b) (ii)**	3,704	99	3,803	**(b) (ii)**	1,156	56	1,212
Contributed surplus		14,875	-	14,875		18,988	-	18,988
Warrants		1,039	-	1,039		1,032	-	1,032
Deficit	**(b) (i) (ii)**	(184,080)	(705)	(184,785)	**(b) (i) (ii)**	(189,118)	(662)	(189,780)
Total Equity		(542)	(606)	(1,148)		845	(606)	239
Total Equity and Liabilities		**2,303**	**(606)**	**1,697**		**2,004**	**(606)**	**1,398**

Reconciliation of financial position and shareholders' equity (continued)

	Notes	August 31, 2010 Canadian GAAP	Effect of transition to IFRS	IFRS
Current				
Cash and cash equivalents		$ 227	$ -	227
Short-term investments		-	-	-
Prepaid expenses and other assets		747	-	747
Total Current Assets		974	-	974
Non-Current				
Equipment		135	-	135
Goodwill	**(b) (i)**	606	(606)	-
Total Non-Current Assets		741	(606)	135
Total Assets		**1,715**	**(606)**	**1,109**
LIABILITIES				
Current				
Accounts payable		736	-	736
Accrued liabilities		1,137	-	1,137
Promissory note payable		1,500		1,500
Total Current Liabilities		3,373	-	3,373
SHAREHOLDERS' EQUITY				
Share capital				
Common shares		163,920	-	163,920
Stock options	**(b) (ii)**	3,715	90	3,805
Contributed surplus		15,330	-	15,330
Warrants		622	-	622
Deficit	**(b) (i) (ii)**	(185,245)	(696)	(185,941)
Total Equity		(1,658)	(606)	(2,264)
Total Equity and Liabilities		**1,715**	**(606)**	**1,109**

Reconciliation of consolidated statement of loss and comprehensive loss for the three months ended August 31, 2010

	Note	Canadian GAAP	Effect of transition to IFRS	IFRS
REVENUE		$ -	$ -	$ -
EXPENSES				
Research and development	**b (ii) (iv)**	489	25	514
General and administrative	**b (ii) (iv)**	589	29	618
Stock-based compensation	**b (ii) (iv)**	49	(49)	-
Depreciation of equipment	**b (ii) (iv)**	14	(14)	-
Operating expenses		1,141	(9)	1,132
(Loss) from operations		(1,141)	9	(1,132)
Finance expense		28	-	28
Finance income		(4)	-	(4)
Net Financing expense (income)		24	-	24
Net loss and other comprehensive loss for the period		$ 1,165	$ (9)	$ 1,156
Basic and diluted loss per share		**$ 0.12**		**0.12**

Material adjustments to the Statement of Cash Flows for the three months ended August 31, 2010

Consistent with the Company's accounting policy under IAS 7, *Statement of Cash Flows*, interest paid and received have been moved to the body of the *Statement of Cash Flows*, as an element of cash flows from investing activities or financing activities whereas it was previously disclosed as supplementary information. There are no material differences between the statement of cash flows presented under IFRS and the statement of cash flows presented under previous Canadian GAAP.

Reconciliation of consolidated statement of loss and comprehensive loss for the year ended May 31, 2011

	Note	Canadian GAAP	Effect of transition to IFRS	IFRS
REVENUE		$ -	$ -	$ -
EXPENSES				
Research and development	**b (ii) (iv)**	2,298	220	2,518
General and administrative	**b (ii) (iv)**	2,101	319	2,420
Stock-based compensation	**b (ii) (iv)**	526	(526)	-
Depreciation of equipment	**b (ii) (iv)**	56	(56)	-
Operating expenses		4,981	(43)	4,938
(Loss) from operations		(4,981)	43	(4,938)
Interest expense		71	-	71
Interest income		(14)	-	(14)
Net financing expense (income)		57	-	57
Net Loss and other comprehensive loss for the period		**5,038**	**(43)**	**4,995**
Basic and diluted loss per share		**$ 0.38**		**0.38**

Material adjustments to the Statement of Cash Flows for the year ended May 31, 2011

Consistent with the Company's accounting policy under IAS 7, *Statement of Cash Flows*, interest paid and received have been moved to the body of the *Statement of Cash Flows*, as an element of cash flows from investing activities or financing activities whereas it was previously disclosed as supplementary information. There are no material differences between the statement of cash flows presented under IFRS and the statement of cash flows presented under previous Canadian GAAP.

(a) Mandatory exceptions upon adoption of IFRS

Estimates
In applying IFRS upon initial adoption, hindsight is not used to create or revise estimates. Estimates previously made by the Company under Canadian GAAP were not revised for application of IFRS except where necessary to reflect any difference in accounting policy.

(b) Impact on accounting policies upon adoption of IFRS

The key areas where the Company has identified that accounting policies differ, or where accounting policy decisions were necessary that impacted the Company's consolidated interim financial statements, are discussed below.

(i) Goodwill:

Under Canadian GAAP, goodwill was reviewed for impairment annually and whenever events or circumstances indicated that the carrying amount of goodwill in a reporting unit exceeded its fair value. Goodwill impairment was calculated using a two-step process. The first step required an identification of impairment loss, if any, by comparing the carrying value of the reporting unit to the fair value, which in turn was determined based on the market capitalization of the Company. Under Canadian GAAP this test was performed at the reporting unit level which is defined as an operating segment or one level below. The Company only had one operating segment or component which is the development of anticancer product candidates. In the Company's case the first test always showed a higher fair value than carrying value and as such we were not required to proceed to step two, as no indicator of impairment existed.

Under IFRS, *IAS 36 Impairment of Assets* ("IAS 36"), there is no longer a two-step process; rather, the Company is required to make a formal estimate of the recoverable amount and the carrying amount of a cash generating unit ("CGU") that is subject to impairment testing. The recoverable amount under IAS 36 is compared to the higher of fair value less costs to sell or value in use.

Impairment testing under IAS 36 is performed at the CGU level which is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other CGUs or groups of assets. For the Company, this requirement results in testing at a lower level than under Canadian GAAP. Based on our knowledge and historical transactions, the Company has identified three separate CGUs that represent each of our product platforms as they could have the ability to generate independent cash inflows As the goodwill balance of $606 thousand related to our acquisition of a private company in 1999,and the Antisense product platform contained therein, we have tested goodwill impairment on that CGU specifically for which the entire balance of goodwill has been allocated. There are no other assets subject to IAS 36 impairment testing in this CGU.

Under IAS 36, where the recoverable amount of a CGU subject to impairment testing is compared to the asset's value in use, any future cash flows expected to be provided by the CGU are discounted. The discounted cash flow model under IAS 36 indicates that only supportable evidence may be used in the calculations and should generally not use cash flows estimates beyond of a five-year period.

Transition impact: As a result of the application of IFRS, the Company recognized an impairment charge of the entire goodwill balance of $606 thousand as of the Transition Date related to goodwill as the carrying amount of that CGU exceeded its recoverable amount which the Company has determined to be nil. The impact of the change in applying IFRS at the date of transition and as at May 31, 2011 is summarized as follows:

Consolidated statement of financial position:

	June 1, 2010	August 31, 2010	May 31, 2011
	$	$	$
Decrease in goodwill	(606)	(606)	(606)
Increase in deficit	606	606	606

There was no impact to the consolidated statement of loss and comprehensive loss.

(ii) Share based payments:

IFRS 2, *Share-based Payments*, requires the fair value of each tranche of share options be amortized over their respective vesting period. Canadian GAAP allows for both the aforementioned method as well as the straight-line method of amortizing these costs. Under Canadian GAAP, forfeitures of share options can be accounted for at the time that they occur, whereas under IFRS, the number of share options that would ultimately vest is amortized over their respective vesting period.

Under Canadian GAAP, for share-based awards with graded vesting, the Company recognizes the fair value of the award (all tranches) on a straight-line basis over the underlying vesting period. In addition under Canadian GAAP the Company does not apply a forfeiture rate. The impact of applying the revised amortization method as well as applying an estimated forfeiture rate to the value of unvested options at the date of transition and as at May 31, 2011 is summarized as follows:

Consolidated interim statement of loss and comprehensive loss for the three months ended August 31, 2010:

	$
Decrease in share-based compensation:	(9)

Consolidated statement of loss and comprehensive loss for the year ended May 31, 2011:

	$
Decrease in share-based compensation:	(43)

Consolidated statement of financial position:

	June 1, 2010	August 31, 2010	May 31, 2011
	$	$	$
Increase (Reduction) of Stock Option Equity Account	99	(9)	(43)
Increase (Decrease) in deficit	99	(9)	(43)

The Company will apply the requirements of estimating a forfeiture rate on stock options as prescribed under IFRS 2 and continue to amortize the fair value of each tranche of stock options over the related vesting period.

(iii) Estimates

In applying IFRS upon initial adoption, hindsight is not used to create or revise estimates. Estimates previously made by the Company under Canadian GAAP were not revised for application of IFRS except where necessary to reflect any difference in accounting policies.

16. Subsequent Events

The Company disclosed in its management information circular dated October 28, 2011 that it would like to amend the exercise price of the November 2010 warrants from the $1.33 current exercise price to an exercise price equal to the 5-day volume weighted average trading price of the common shares of the Corporation on the Toronto Stock Exchange on the date of the approval of the shareholders to such amendment at the annual and special meeting (to be held on November 29, 2011), plus a 10% premium (to be rounded up). The Company has not yet determined the impact the potential re-pricing may have on the financial statements.

MANAGEMENT'S DISCUSSION AND ANALYSIS

November 10, 2011

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This management's discussion and analysis may contain forward-looking statements within the meaning of securities laws. Such statements include, but are not limited to, statements relating to:

- *our ability to obtain the substantial capital required to fund research and operations;*
- *our plans to obtain partners to assist in the further development of our product candidates;*
- *our expectations with respect to existing and future corporate alliances and licensing transactions with third parties, and the receipt and timing of any payments to be made by us or to us in respect of such arrangements;*
- *our expectations regarding future financings;*
- *our plans to conduct clinical trials and pre-clinical programs;*
- *the length of clinical trials;*
- *the partnering potential of our products;*
- *our business strategy;*
- *our expectations regarding the progress and the successful and timely completion of the various stages of our drug discovery, pre-clinical and clinical studies and the regulatory approval process;*
- *our plans, objectives, expectations and intentions; and*
- *other statements including words such as "anticipate", "contemplate", "continue", "believe", "plan", "estimate", "expect", "intend", "will", "should", "may", and other similar expressions.*

The forward-looking statements reflect our current views with respect to future events, are subject to risks and uncertainties, and are based upon a number of estimates and assumptions that, while considered reasonable by us, are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies. Many factors could cause our actual results, performance or achievements to be materially different from any future results, performance, or achievements that may be expressed or implied by such forward-looking statements, including, among others:

- *our ability to continue to operate as a going concern;*
- *our ability to obtain the substantial capital required to fund research and operations;*
- *our lack of product revenues and history of operating losses;*
- *our early stage of development, particularly the inherent risks and uncertainties associated with (i) developing new drug candidates generally, (ii) demonstrating the safety and efficacy of these drug candidates in clinical studies in humans, and (iii) obtaining regulatory approval to commercialize these drug candidates;*
- *our ability to recruit patients for clinical trials;*
- *the progress of our clinical trials;*
- *our liability associated with the indemnification of 4325231 Canada Inc. and its directors, officers and employees in respect of the plan of arrangement and corporate reorganization completed on July 10, 2007;*
- *our ability to find and enter into agreements with potential partners;*
- *our drug candidates require time-consuming and costly preclinical and clinical testing and regulatory approvals before commercialization;*
- *clinical studies and regulatory approvals of our drug candidates are subject to delays, and may not be completed or granted on expected timetables, if at all, and such delays may increase our costs and could delay our ability to generate revenue;*
- *the regulatory approval process;*
- *our ability to attract and retain key personnel;*
- *our ability to obtain patent protection;*
- *our ability to protect our intellectual property rights and not infringe on the intellectual property rights of others;*
- *our ability to comply with applicable governmental regulations and standards;*
- *development or commercialization of similar products by our competitors, many of which are more established and have or have access to greater financial resources than us;*
- *commercialization limitations imposed by intellectual property rights owned or controlled by third parties;*
- *our business is subject to potential product liability and other claims;*
- *our ability to maintain adequate insurance at acceptable costs;*
- *further equity financing may substantially dilute the interests of our shareholders;*
- *changing market conditions; and*
- *other risks detailed from time-to-time in our on-going quarterly filings, annual information forms, annual reports and annual filings with Canadian securities regulators and the SEC, and those which are discussed under the heading "Risk Factors" in this document.*

Should one or more of these risks or uncertainties materialize, or should the assumptions set out in the section entitled "Risk Factors" underlying those forward-looking statements prove incorrect, actual results may vary materially from those described herein. These forward-looking statements are made as of the date of this managements discussion and analysis or, in the case of documents incorporated by reference herein, as of the date of such documents, and we do not intend, and do not assume any obligation, to update these forward-looking statements, except as required by law. We cannot assure you that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Investors are cautioned that forward-looking statements are not guarantees of future performance and accordingly investors are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty therein.

LIQUIDITY AND CAPITAL RESOURCES

Since its inception, Lorus Therapeutics Inc. ("Lorus", the "Company", "we", "our", "us" and similar expressions) has financed its operations and technology acquisitions primarily from equity and debt financing, proceeds from the exercise of warrants and stock options, and interest income on funds held for future investment. We plan to continue our development programs from internal resources as they are available.

There is significant doubt about the Company's ability to continue as a going concern because management has forecasted that the Company's current level of cash and cash equivalents will not be sufficient to execute its current planned expenditures for the next 12 months without further investment. The Company is currently in discussion with several potential investors to provide additional funding. Management believes that it will complete one or more of these arrangements in sufficient time to continue to execute its planned expenditures without interruption. However, there can be no assurance that the capital will be available as necessary to meet these continuing expenditures, or if the capital is available, that it will be on terms acceptable to the Company. The issuance of common shares by the Company could result in significant dilution in the equity interest of existing shareholders. The Company is also considering alternatives to delay its research program until financing is available, amongst other cost savings measures. There can be no assurance that the Company will be able to obtain sufficient financing to meet future operational needs. As a result, there is a significant doubt as to whether the Company will be able to continue as a going concern and realize its assets and pay its liabilities as they fall due.

The Management's Discussion and Analysis ("MD&A") does not reflect the adjustments that would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying unaudited condensed consolidated interim financial statements. Such amounts could be material.

This MD&A is prepared as of November 10, 2011. It contains certain forward-looking statements that involve known and unknown risks and uncertainties which are beyond the control of the Company. This MD&A should be read in conjunction with the unaudited condensed consolidated interim financial statements of the Company for the three months ended August 31, 2011 which are incorporated by reference herein and form an integral part of this MD&A.

OVERVIEW

Lorus is a development stage life sciences company focused on the discovery, research and development of effective anticancer therapies with a high safety profile. Lorus has worked to establish a diverse anticancer product pipeline, with products in various stages of development ranging from pre-clinical to a completed Phase II clinical trial. A growing intellectual property portfolio supports our diverse product pipeline.

We believe that the future of cancer treatment and management lies in drugs that are effective, have minimal side effects, and therefore improve a patient's quality of life. Many drugs currently approved for the treatment and management of cancer are toxic with severe side effects, and we therefore believe that a product development plan based on effective and safe drugs could have broad applications in cancer treatment. Lorus' strategy is to continue the development of our product pipeline using several therapeutic approaches. Each therapeutic approach is dependent on different technologies, which we believe mitigates the development risks associated with a single technology platform. We evaluate the merits of each product throughout the clinical trial process and consider commercial viability as appropriate. The most advanced anticancer drugs in our pipeline, each of which flow from different platform technologies, are small molecules, antisense, and immunotherapeutics.

Our business model is to take our product candidates through pre-clinical testing and into Phase I and Phase II clinical trials. It is our intention to then partner or co-develop these drug candidates after successful completion of Phase I or II clinical trials. Lorus will give careful consideration in the selection of partners that can best advance its drug candidates into a pivotal Phase III clinical trial and, upon successful results, commercialization. Our objective is to receive upfront and milestone payments as well as royalties from such partnerships, which will support continued development of our other product candidates.

Our success is dependent upon several factors, including, maintaining sufficient levels of funding through public and/or private financing, establishing the efficacy and safety of our products in clinical trials and securing strategic partnerships.

Our net loss for the three months ended August 31, 2011 was $1.1 million ($0.06 per share) compared with $1.2 million ($0.12 per share) during the same period in fiscal 2011. Increased research and development expenditures of $75 thousand due to increased spending on our LOR-253 Phase I clinical development program as well as increased stock based compensation of $10 thousand offset by lower general administrative expenses of $85 thousand primarily due to $95 thousand in financing fees related to a proposed financing terminated during the quarter ended August 31, 2010 resulted in the overall decrease in net loss during the quarter.

We utilized cash of $1.1 million in our operating activities in the three months ended August 31, 2011 compared with $661 thousand in the same period in the prior year. The increase is primarily a result of delayed payment of accounts payable and accrued liabilities balances in the three months ended August 31, 2010 which reduced cash outflows in the quarter.

At August 31, 2011, we had cash and cash equivalents and short-term investments of $1.7 million compared to $911 thousand at May 31, 2011.

RESULTS OF OPERATIONS

Research and Development

Research and development expenses totaled $589 thousand in the three months ended August 31, 2011 compared to $514 thousand during the same period in the prior year. Research and development costs consist of the following:

Three months ended August 31,

	2011	2010
Stock based compensation	**26**	16
Depreciation of equipment	**9**	10
Program costs	**554**	488
Total	**589**	514
Program costs by program:		
Small molecules:	**554**	349
RNA-Targeted Therapies:	**-**	139
Immunotherapy	**-**	-
Total	**554**	488

The increase in research and development costs during the three months ended August 31, 2011 is due to increased stock based compensation of $10 thousand resulting from larger than usual stock option grants in fiscal 2011 as well as increased program spending of $66 thousand.

We are not continuing to develop our RNA-targeted therapies from our own resources and are currently seeking partnership to further advance these technologies. As such there were no expenditures related to this program during the quarter. The research and development expenditures related to our small molecule program increased in comparison with the same quarter last year due to the ongoing Phase I clinical trial of LOR-253 initiated in January 2011.

General and Administrative

General and administrative expenses totaled $533 thousand for the three months ended August 31, 2011 compared to $618 thousand in the same period in the prior year.

Three months ended August 31,

	2011	2010
Stock based compensation	**53**	24
Depreciation of equipment	**3**	4
General and administrative excluding salaries	**257**	343
Salaries	**220**	247
Total	**533**	618

General and administrative costs have decreased in the three months ended August 31, 2011 compared with the prior year primarily due to $95 thousand in financing fees related to a proposed financing terminated during the quarter ended August 31, 2010. In addition there are lower personnel costs in the current quarter due to headcount reduction offset by higher accounting costs associated with the transition to IFRS. Stock based compensation expense is higher for the three months ended August 31, 2011 resulting from larger than usual stock option grants in fiscal 2011

Finance Expense

Finance expense for the three months ended August 31, 2011 was $nil compared with $28 thousand for the three months ended August 31, 2010. Finance expense for the quarter ended August 31, 2010 relates to interest accrued at a rate of 10% on the related party promissory notes described below. There were no interest bearing liabilities outstanding at August 31, 2011.

Finance Income

Finance income totaled $2 thousand in the three months ended August 31, 2011 compared to $4 thousand in the same period in the prior year. Finance income represents interest earned on our cash and cash equivalent and short term investment balances.

Net loss for the period

For the reasons discussed above, our net loss for the three months ended August 31, 2011 decreased slightly to $1.1 million ($.06 per share) compared to $1.2 million ($0.12 per share) in the same period in the prior year.

UNIT FINANCING

August 2011

On July 22, 2011, Lorus filed a final short-form prospectus in connection with a best efforts offering (the "Offering") of a minimum of 5,000,000 units of the Company (the "Units") at a price of $0.40 per Unit for gross proceeds of $2,000,000 and a maximum of 10,000,000 Units for gross proceeds of $4,000,000. Each Unit consisted of one common share of Lorus (a "Common Share") and one common share purchase warrant of Lorus (a "Warrant"). Each Warrant entitles the holder to purchase one Common Share for five years after the closing of the Offering at an exercise price of $0.45 per Common Share (the "Exercise Price"). If on any date (the "Accelerated Exercise Date") the 10-day volume weighted average trading price of the Common Shares on the Toronto Stock Exchange equals or exceeds 200% of the Exercise Price, then upon the Company sending the holders of Warrants written notice of such Accelerated Exercise Date and issuing a news release announcing such Accelerated Exercise Date, the Warrants shall only be exercisable for a period of 30 days following the date on which such written notice is sent to holders of Warrants.

In connection with the Offering, Herbert Abramson, a director of Lorus, entered into an irrevocable commitment letter on June 20, 2011, and amended July 11, 2011, to purchase, directly or indirectly, common shares and common share purchase warrants (or as may otherwise be agreed) in the capital of Lorus (collectively the "Securities") having an aggregate subscription price equal to the difference (the "Commitment Amount"), if any, between (a) the sum of (i) the gross proceeds realized by Lorus in the Offering and (ii) the gross proceeds received by Lorus in respect of all financings completed by Lorus from the date of the final short-form prospectus to November 30, 2011 and (b) $4.0 million.

The Offering closed on August 15, 2011 for total gross proceeds of $2.2 million. In connection with the Offering, Lorus has issued 5.5 million Common Shares and 5.5 million Warrants.

Mr. Abramson purchased 2.4 million Units as part of the Offering.

The total costs associated with the transaction were approximately $350 thousand which included the $$25 thousand which represented the fair value of the brokers' warrants issued as part of the Offering. Each such broker warrant is exercisable for one Unit at a price of $0.40 per Unit for a period of 24 months following the closing of the Offering.. The Company has allocated the net proceeds of the Offering to the common shares and the common share purchase warrants based on their estimated relative fair values. Based on relative fair values, $1.2 million of the net proceeds were allocated to the common shares and $624 thousand to the common share purchase warrants.

PRIVATE PLACEMENT

December 2010

On December 1, 2010, pursuant to a private placement, the Company issued 1.6 million common shares in exchange for gross cash consideration of $1.66 million. The total costs associated with the transaction were approximately $20 thousand. Mr. Herbert Abramson, a director of the Corporation, subscribed for 1,410,000 common shares, representing approximately 89% of the total number of common shares issued through the private placement. No commission was paid in connection with the private placement.

RIGHTS OFFERING

November 2010
On August 27, 2010 the Company announced a proposed rights offering as described below including a $4 million standby purchase agreement from a director of the Company, Mr. Herbert Abramson. Mr. Abramson also provided the Company with interim financing by way of three $500 thousand monthly loans, advanced on August 11, 2010, September 13, 2010 and October 5, 2010. The loans were unsecured, had a six-month term (or the earlier of the closing of the rights issue) and bore interest at the annual rate of 10%. All three notes were repaid upon the close of the rights offering described below.

On September 27, 2010 Lorus filed a final short form prospectus in each of the provinces of Canada in connection with a distribution to its shareholders in eligible jurisdictions outside the United States of rights exercisable for units of the Company (the "Rights Offering").

Under the Rights Offering, holders of common shares of the Company as of October 12, 2010, the record date, received one right for each common share held as of the record date. Each two rights entitled the holder thereof to purchase a unit of the Company at a price of $1.11 per unit. Each unit consisted of one common share of the Company and one warrant to purchase an additional common share of the Company at a price of $1.33 until May 2012.

A total of 4.2 million units of the Company at a price of $1.11 per unit were issued in connection with the Rights Offering. As a result of the Rights Offering Lorus issued 4.2 million common shares and 4.2 million common share purchase warrants for net proceeds of $4.2 million.

In connection with the rights offering, the Company secured a standby purchase arrangement of $4 million by Herbert Abramson, one of Lorus' directors. Mr. Abramson agreed to make an investment such that the minimum gross proceeds of the proposed rights offering would be $4 million. No fee was payable to Mr. Abramson for this commitment. In accordance with the terms of the stand-by purchase agreement, Mr. Abramson subscribed for 3.6 million of the 4.2 million units of the offering for $4.0 million.

The total costs associated with the transaction were approximately $370 thousand. The Company has allocated the net proceeds of the Rights Offering to the common shares and the common share purchase warrants based on their relative fair values. Based on relative fair values, $3.2 million of the net proceeds were allocated to the common shares and $1.0 million to the common share purchase warrants.

RELATED PARTY TRANSACTIONS

On August 27, 2010 the Company announced a proposed rights offering as described under 'Rights Offering' including a $4 million standby purchase agreement from a director of the Company, Mr. Herbert Abramson. Mr. Abramson also provided the Company with interim financing by way of three $500 thousand monthly loans, advanced on August 11, 2010 (outstanding at August 31, 2010), September 13, 2010 and October 5, 2010. The loans were unsecured, had a six-month term (or the earlier of the closing of the rights issue) and bore interest at the annual rate of 10%. All three notes were repaid upon the close of the Rights Offering.

In April 2010, the Company entered into a loan agreement with a company related to Mr. Abramson to borrow $1 million. The loan amount, which was received on April 14, 2010, was unsecured, evidenced by a promissory note and bore interest at the annual rate of 10%. The principal and interest amount were due in six months and later extended a further three months. The principal amount was repaid in November 2010.

These transactions were in the normal course of business and have been measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

See also 'Unit Financing', 'Rights Offering' and 'Private Placement' for additional related party transactions and details.

WARRANT EXPIRY

The warrants issued on November 27, 2009 expired unexercised on May 27, 2011. This expiry resulted in a transfer of the value attributed to the expired warrants of $622 thousand to contributed surplus.

The warrants issued on August 7, 2008 expired unexercised on August 10, 2010. This expiry results in a transfer of the value attributed to the expired warrants of $417 thousand to contributed surplus.

QUARTERLY FINANCIAL INFORMATION (UNAUDITED)

The selected financial information provided below is derived from the Company's unaudited quarterly financial statements for each of the last eight quarters.

Research and development expenditures have been consistent over the past eight quarters with increased activity in the quarter ended February 28, 2011 resulting from the initiation of the Phase I clinical trial for LOR-253 and associated activities.

The increase in general and administrative costs for the quarters ended August 31, 2010 and May 31, 2010 compared with the comparative quarters in the prior year due to the write off of $95 thousand and $569 thousand respectively, in costs associated with a terminated financing initiative. Increased expense in the quarter February 28, 2011 was due to one time stock option expense related to a large tranche of options with partially immediate vesting.

Cash used in operating activities was significantly lower in the quarters ended August 31, 2010, May 31, 2010 and November 30, 2009 due primarily to increased accounts payables and accrued liabilities balances.

	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
(Amounts in 000's except for per common share data)	**Aug 31, 2011**	**May 31, 2011**	**Feb 28, 2011**	**Nov. 30, 2010**	**Aug. 31, 2010**	**May 31, 2010**	**Feb 28, 2010**	**Nov 30, 2009**
	IFRS	**IFRS**	**IFRS**	**IFRS**	**IFRS**	**CGAAP**	**CGAAP**	**CGAAP**
Revenue	$ —	$ —	$ —	$ —	$ —	$ —	$ 3	$ 79
Research and development expense	589	536	848	620	514	601	718	658
General and administrative expense	533	545	701	556	618	1,173	515	743
Net (loss)	(1,120)	(1,077)	(1,542)	(1,220)	(1,156)	(1,820)	(1,343)	(1,266)
Basic and diluted net (loss) per share	$ (0.06)	$ (0.07)	$ (0.10)	$ (0.11)	$ (0.12)	$ (0.18)	$ (0.14)	$ (0.14)
Cash used in operating activities	$ (1,079)	$ (934)	$ (1,682)	$ (2,560)	$ (661)	$ (271)	$ (1,812)	$ (651)

CASH POSITION AND OUTLOOK

At August 31, 2011, we had cash and cash equivalents and short-term investments of $1.7 million compared to $911 thousand at May 31, 2011. In addition we have a commitment letter from Mr. Abramson to provide the Company with an additional $1.8 million by November 30, 2011 (as described above) by way of equity investment or promissory note. The Company invests in highly rated and liquid debt instruments. Investment decisions are made in accordance with an established investment policy administered by senior management and overseen by the board of directors. Working capital (representing primarily cash, cash equivalents and other current assets less current liabilities) at August 31, 2011 was $979 thousand.

As discussed above, management has forecasted that the Company's current level of cash and cash equivalents will not be sufficient to execute its current planned expenditures for the next twelve months without further investment. The Company is currently investigating various alternatives to obtain sufficient capital to continue its operations and has implemented a series of strategies to reduce research, development and overhead expenditures until such time as it can obtain additional capital to fund its operations.

If we are able to secure additional financing, we intend to use these resources to fund our existing drug development programs and develop new programs from our portfolio of preclinical research technologies. The amounts actually expended for research and drug development activities and the timing of such expenditures will depend on many factors, including the ability of the Company to raise additional capital, the progress of the Company's research and drug development programs, the results of preclinical and clinical trials, the timing of regulatory submissions and approvals, the impact of any internally developed, licensed or acquired technologies, our ability to find suitable partnership agreements to assist financially with future development, the impact from technological advances, determinations as to the commercial potential of the Company's compounds and the timing and development status of competitive products.

We do not expect to generate positive cash flow from operations in the next several years due to additional research and development costs, including costs related to drug discovery, preclinical testing, clinical trials, manufacturing costs and operating expenses associated with supporting these activities. Negative cash flow will continue until such time, if ever, that we receive regulatory approval to commercialize any of our products under development and/or royalty or milestone revenue from any such products exceeds expenses.

Until one of our drug candidates receives regulatory approval and is successfully licensed or commercialized, Lorus will continue to incur operating losses. The magnitude of these operating losses will be largely affected by the timing and scope of future research and development, clinical trials and the Company's ability to raise additional working capital and/or establish effective partnerships to share the costs of development and clinical trials.

Contractual Obligations and Off-Balance Sheet Financing

(a) Operating lease commitments:

The Company has entered into operating leases for premises and equipment under which it is obligated to make minimum annual payments as described below:

(Amounts in 000's)

	Less than 1 year	1-3 years	3-5 years	Total
Operating leases	145	104	10	259

The Company's current facility lease expires in March 2013.

(b) Other contractual commitments:

The Company holds an exclusive world-wide license from the University of Manitoba (the "University") and Cancer Care Manitoba ("CCM") to certain patent rights to develop and sub-license certain oligonucleotide technologies. In consideration for the exclusive license of the patent rights, the University and CCM are entitled to an aggregate of 1.67% of the net sales received by the Company from the sale of products or processes derived from the patent rights and 1.67% of all monies received by the Company from sub-licenses of the patent rights. Any and all improvements to any of the patent rights derived in whole or in part by the Company after the date of the license agreement, being June 20, 1997, are not included within the scope of the agreement and do not trigger any payment of royalties.

The Company has not yet earned any revenue from the products covered under this agreement and, therefore, has not paid any royalties thereunder and cannot reasonably predict the timing and amount of any future payment. The Company does not expect to make any royalty payments under this agreement in fiscal years ended May 31, 2012 or 2013, and cannot reasonably predict when such royalties will become payable, if at all.

The Company has entered into various contracts with service providers with respect to the LOR-253 phase I clinical trial. These contracts could result in future payment commitments of approximately $860 thousand. Of this amount $305 thousand has been accrued or paid at August 31, 2011 (May 31, 2011 - $248 thousand). The payments will be based on services performed and amounts maybe higher or lower based on actual services performed.

(c) Guarantees:

The Company entered into various contracts, whereby contractors perform certain services for the Company. The Company indemnifies the contractors against costs, charges and expenses in respect of legal actions or proceedings against the contractors in their capacity of servicing the Company. The maximum amounts payable from these guarantees cannot be reasonably estimated. Historically, the Company has not made significant payments related to these guarantees.

The Company indemnifies its directors and officers against any and all claims or losses reasonably incurred in the performance of their service to the Company to the extent permitted by law. The Company has acquired and maintains liability insurance for its directors and officers. The fair value of this indemnification is not determinable.

(d) Indemnification on Arrangement:

Under the plan of arrangement and corporate reorganization completed on July 10, 2007 (see note 1 of the financial statements for more details) (the "Arrangement"), the Company has agreed to indemnify 4325231 Canada Inc., formerly Lorus Therapeutics Inc. ("Old Lorus") and its directors, officers and employees from and against all damages, losses, expenses (including fines and penalties), other third party costs and legal expenses, to which any of them may be subject arising out of any matter occurring:

(i) prior to, at or after the effective time of the Arrangement ("Effective Time") and directly or indirectly relating to any of the assets of Old Lorus transferred to the Company pursuant to the Arrangement (including losses for income, sales, excise and other taxes arising in connection with the transfer of any such asset) or conduct of the business prior to the Effective Time;

(ii) prior to, at or after the Effective Time as a result of any and all interests, rights, liabilities and other matters relating to the assets transferred by Old Lorus to the Company pursuant to the Arrangement; and

(iii) prior to or at the Effective Time and directly or indirectly relating to, with certain exceptions, any of the activities of Old Lorus or the Arrangement.

The Company recorded a liability of $100 thousand, which it believes to be a reasonable estimate of the fair value of the obligation for the indemnifications provided as at August 31, 2011. There have been no claims on this indemnification to date.

As at August 31, 2011, we have not entered into any off-balance sheet arrangements.

CAPITAL RISK MANAGEMENT

The Company's objectives when managing capital are to:

- Maintain its ability to continue as a going concern in order to provide returns to shareholders and benefits to other stakeholders;
- Maintain a flexible capital structure which optimizes the cost of capital at acceptable risk;
- Ensure sufficient cash resources to fund its research and development activity, to pursue partnership and collaboration opportunities and to maintain ongoing operations.

The capital structure of the Company consists of cash and cash equivalents and equity comprised of share capital, share purchase warrants, stock options, contributed surplus and deficit. The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issuances, acquiring or disposing of assets, adjusting the amount of cash balances or by undertaking other activities as deemed appropriate under the specific circumstances.

Pursuant to the commitment letter (described above) provided by Mr. Abramson, the remaining funding commitment at August 31, 2011 is $1.8 million. Should Lorus be unable to secure financing from other sources prior to November 30, 2011 Mr. Abramson has agreed to provide $1.8 million to Lorus by way of equity investment or promissory note. Mr. Abramson's commitment may be subject to additional approvals, including shareholder approval.

The Company is not subject to externally imposed capital requirements.

While the Company's overall strategy with respect to capital risk management remains unchanged from the year ended May 31, 2011, the Company has forecasted that its current capital resources are not sufficient to carry out its research and development plans and operations for more than the next twelve months and continues to investigate various alternatives to obtain sufficient capital to continue its operations.

ACCOUNTING TRANSITION TO IFRS

On June 1, 2011, the Company adopted International Financial Reporting Standards ("IFRS") for financial reporting purposes, with a transition date of June 1, 2010, from the previous standard of Canadian Generally Accepted Accounting Principles ("GAAP"). As is required for all Canadian public companies, Q1 2012 is the first interim reporting period under IFRS. The process to completion was intensive and taxing on the resources of a small finance team at Lorus, but was successfully completed on schedule. While there was no material impact to financial results from the transition, readers of the unaudited consolidated interim financial statements for Q1 2012 will note the significant differences in the IFRS reporting requirements. Readers are encouraged to pay particular attention to Note 15 of those financial statements for a comprehensive discussion of the financial impact of the transition to IFRS.

RISK FACTORS

Before making an investment decision with respect to our common shares, you should carefully consider the following risk factors, in addition to the other information included or incorporated by reference into this report. The risks set out below are not the only risks we face. If any of the following risks should be realized, our business, financial condition, prospects or results of operations would likely suffer. In that case, the trading price of our common shares could decline and you may lose all or part of the money you paid to buy our common shares.

Please refer to our MD&A for the year ended May 31, 2011 for a complete discussion of risks and uncertainties.

- We are at an early stage of development. Significant additional investment will be necessary to complete the development of any of our products.
- Our ability to continue as a going concern.

- We need to raise additional capital. The cash and cash equivalents on hand are not sufficient to execute our operating strategies for the next twelve months and we may not be able to raise sufficient funds to continue operations.
- We have a history of operating losses. We expect to incur net losses and we may never achieve or maintain profitability.
- We may be unable to obtain partnerships for one or more of our product candidates which could curtail future development and negatively impact our share price.
- There is no assurance that an active trading market in our common shares will be sustained.
- Clinical trials are long, expensive and uncertain processes and Health Canada or the FDA may ultimately not approve any of our product candidates. We may never develop any commercial drugs or other products that generate revenues.
- We have indemnified Old Lorus and its directors, officers and employees in respect of the Arrangement.
- As a result of intense competition and technological change in the pharmaceutical industry, the marketplace may not accept our products or product candidates, and we may not be able to compete successfully against other companies in our industry and achieve profitability.
- We may be unable to obtain patents to protect our technologies from other companies with competitive products, and patents of other companies could prevent us from manufacturing, developing or marketing our products.
- Our products and product candidates may infringe the intellectual property rights of others, which could increase our costs.
- Our share price has been and may continue to be volatile and an investment in our common shares could suffer a decline in value.
- Future sales of our common shares by us or by our existing shareholders could cause our share price to fall.

FINANCIAL INSTRUMENTS

(a) Financial instruments

The Company has classified its financial instruments as follows:

	Aug 31, 2011	May 31, 2011	June 1, 2010
Financial assets			
Cash and cash equivalents, consisting of guaranteed investment certificates, held for trading, measured at fair value through loss or profit	**$ 1,703**	$ 911	$ 667
Short-term investments, held-for-trading, recorded at fair value through loss or profit	**-**	**-**	247
Financial liabilities			
Accounts payable, measured at amortized cost	**169**	215	387
Accrued liabilities, measured at amortized cost	**1,039**	944	1,458
Promissory note payable, measured at amortized cost	**-**	**-**	1,000

At August 31, 2011, there are no significant differences between the carrying values of these amounts and their estimated market values due to their short-term nature.

(b) Financial risk management

The Company has exposure to credit risk, liquidity risk and market risk. The Company's Board of Directors has the overall responsibility for the oversight of these risks and reviews the Company's policies on an ongoing basis to ensure that these risks are appropriately managed.

(i) Credit risk

Credit risk is the risk of financial loss to the Company if a customer, partner or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's cash and cash equivalents. The carrying amount of the financial assets represents the maximum credit exposure.

The Company manages credit risk for its cash and cash equivalents by maintaining minimum standards of R1 low or A low investments and the Company invests only in highly rated Canadian corporations with debt securities that are traded on active markets and are capable of prompt liquidation.

(ii) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. To the extent that the Company does not believe it has sufficient liquidity to meet its current obligations, the Board considers securing additional funds through equity, debt or partnering transactions. The Company manages its liquidity risk by continuously monitoring forecasts and actual cash flows. Refer to note 2(b) for further discussion on the Company's ability to continue as a going concern.

(iii) Market risk

Market risk is the risk that changes in market prices, such as interest rates, foreign exchange rates and equity prices will affect the Company's income or the value of its financial instruments.

The Company is subject to interest rate risk on its cash and cash equivalents and short-term investments. The Company does not believe that the results of operations or cash flows would be affected to any significant degree by a sudden change in market interest rates relative to interest rates on the investments, owing to the relative short-term nature of the investments. The Company does not have any material interest bearing liabilities subject to interest rate fluctuations.

Financial instruments potentially exposing the Company to foreign exchange risk consist principally of accounts payable and accrued liabilities. The Company holds minimal amounts of U.S. dollar denominated cash, purchasing on an as needed basis to cover U.S. dollar denominated payments. At August 31, 2011, U.S. dollar denominated accounts payable and accrued liabilities amounted to $252 thousand (2010 -$290 thousand). Assuming all other variables remain constant, a 10% depreciation or appreciation of the Canadian dollar against the U.S. dollar would result in an increase or decrease in loss for the year and comprehensive loss of $25 thousand (2010 - $29 thousand). The Company does not have any forward exchange contracts to hedge this risk.

The Company does not invest in equity instruments of other corporations.

(c) Capital management

The Company's primary objective when managing capital is to ensure that it has sufficient cash resources to fund its development and commercialization activities and to maintain its ongoing operations. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

The Company includes cash and cash equivalents and short-term deposits in the definition of capital.

The Company is not subject to externally imposed capital requirements and there has been no change with respect to the overall capital management strategy during the three months ended August 31, 2011.

TRANSISITON TO IFRS

Explanation of Transition to International Financial Reporting Standards

As stated above, the financial statements for the quarter ended August 31, 2011 are the Company’s first interim condensed consolidated financial statements prepared in accordance with IAS 34.

The accounting policies disclosed in Note 3 to the financial statements have been applied in preparing our consolidated financial statements as at and for the three months ended August 31, 2011, the comparative information presented as at and for the three months ended August 31, 2010 and the year ended May 31, 2011 and in the preparation of our opening IFRS balance sheet at June 1, 2010 (our date of transition) and the statement of financial position as at May 31, 2011.

IFRS 1 requires first time adopters to retrospectively apply all effective IFRS as of the reporting date. However, it also provides for certain optional exemptions and certain mandatory exceptions for the first time IFRS adopters. Details of the Company’s initial elections of IFRS 1 exemptions are described below.

In preparing our opening balance sheet, we adjusted amounts reported previously in our consolidated financial statements prepared in accordance with Canadian GAAP. An explanation of how the transition from Canadian GAAP to IFRS has affected our financial position, financial performance and cash flows is set out in the following tables and notes that accompany the tables.

Initial elections upon adoption of IFRS

Under IFRS 1 the following applicable exemption applied to the Company’s conversion from Canadian GAAP to IFRS.

(i) Share Based Payments: The Company may elect not to apply IFRS 2, *Share-Based Payments,* to equity instruments which vested before the Company’s date of transition to IFRS. The Company elected not to apply IFRS 2 to equity instruments which vested before the date of transition to IFRS.

(ii) **Business combinations:** The Company applied the business combinations exemption to not apply IFRS 3, *Business Combinations,* retrospectively to past business combinations. Accordingly, we have not restated business combinations that took place prior to the Transition Date. In addition, and as a condition under IFRS 1 for applying this exemption, goodwill relating to business combinations that occurred prior to the Transition Date was tested for impairment as described in note 15 (b)(i).

Reconciliation of financial position and shareholders' equity

	Notes	June 1, 2010 Canadian GAAP	Effect of transition to IFRS	IFRS		May 31, 2011 Canadian GAAP	Effect of transition to IFRS	IFRS
Current								
Cash and cash equivalents		$ 667	$ -	$ 667		911	-	911
Short-term investments		247	-	247		-	-	-
Prepaid expenses and other assets		636	-	636		388	-	388
Total Current Assets		**1,550**	**-**	**1,550**		**1,299**	**-**	**1,299**
Non-Current								
Equipment		147	-	147		99	-	99
Goodwill	**(b) (i)**	606	(606)	-	**(b) (i)**	606	(606)	-
Total Non-Current Assets		753	(606)	147		705	(606)	99
Total Assets		**2,303**	**(606)**	**1,697**		**2,004**	**(606)**	**1,398**
LIABILITIES								
Current								
Accounts payable		387	-	387		215	-	215
Accrued liabilities		1,458	-	1,458		944	-	944
Promissory note payable		1,000		1,000		-	-	-
Total Current Liabilities		**2,845**	**-**	**2,845**		**1,159**	**-**	**1,159**
SHAREHOLDERS' EQUITY								
Share capital								
Common shares		163,920	-	163,920		168,787	-	168,787
Stock options	**(b) (ii)**	3,704	99	3,803	**(b) (ii)**	1,156	56	1,212
Contributed surplus		14,875	-	14,875		18,988	-	18,988
Warrants		1,039	-	1,039		1,032	-	1,032
Deficit	**(b) (i) (ii)**	(184,080)	(705)	(184,785)	**(b) (i) (ii)**	(189,118)	(662)	(189,780)
Total Equity		(542)	(606)	(1,148)		845	(606)	239
Total Equity and Liabilities		**2,303**	**(606)**	**1,697**		**2,004**	**(606)**	**1,398**

Reconciliation of financial position and shareholders' equity (continued)

	Notes	August 31, 2010 Canadian GAAP	Effect of transition to IFRS	IFRS
Current				
Cash and cash equivalents		$ 227	$ -	227
Short-term investments		-	-	-
Prepaid expenses and other assets		747	-	747
Total Current Assets		974	-	974
Non-Current				
Equipment		135	-	135
Goodwill	**(b) (i)**	606	(606)	-
Total Non-Current Assets		741	(606)	135
Total Assets		**1,715**	**(606)**	**1,109**
LIABILITIES				
Current				
Accounts payable		736	-	736
Accrued liabilities		1,137	-	1,137
Promissory note payable		1,500		1,500
Total Current Liabilities		3,373	-	3,373
SHAREHOLDERS' EQUITY				
Share capital				
Common shares		163,920	-	163,920
Stock options	**(b) (ii)**	3,715	90	3,805
Contributed surplus		15,330	-	15,330
Warrants		622	-	622
Deficit	**(b) (i) (ii)**	(185,245)	(696)	(185,941)
Total Equity		(1,658)	(606)	(2,264)
Total Equity and Liabilities		**1,715**	**(606)**	**1,109**

Reconciliation of consolidated statement of loss and comprehensive loss for the three months ended August 31, 2010

	Note	Canadian GAAP	Effect of transition to IFRS	IFRS
REVENUE		$ -	$ -	$ -
EXPENSES				
Research and development	**b (ii) (iv)**	489	25	514
General and administrative	**b (ii) (iv)**	589	29	618
Stock-based compensation	**b (ii) (iv)**	49	(49)	-
Depreciation of equipment	**b (ii) (iv)**	14	(14)	-
Operating expenses		1,141	(9)	1,132
(Loss) from operations		(1,141)	9	(1,132)
Finance expense		28	-	28
Finance income		(4)	-	(4)
Net Financing expense (income)		24	-	24
Net loss and other comprehensive loss for the period		$ 1,165	$ (9)	$ 1,156
Basic and diluted loss per share		**$ 0.12**		**0.12**

Material adjustments to the Statement of Cash Flows for the three months ended August 31, 2010

Consistent with the Company's accounting policy under IAS 7, *Statement of Cash Flows*, interest paid and received have been moved to the body of the *Statement of Cash Flows*, as an element of cash flows from investing activities or financing activities whereas it was previously disclosed as supplementary information. There are no material differences between the statement of cash flows presented under IFRS and the statement of cash flows presented under previous Canadian GAAP.

Reconciliation of consolidated statement of loss and comprehensive loss for the year ended May 31, 2011

	Note	Canadian GAAP	Effect of transition to IFRS	IFRS
REVENUE		$ -	$ -	$ -
EXPENSES				
Research and development	**b (ii) (iv)**	2,298	220	2,518
General and administrative	**b (ii) (iv)**	2,101	319	2,420
Stock-based compensation	**b (ii) (iv)**	526	(526)	-
Depreciation of equipment	**b (ii) (iv)**	56	(56)	-
Operating expenses		4,981	(43)	4,938
(Loss) from operations		(4,981)	43	(4,938)
Interest expense		71	-	71
Interest income		(14)	-	(14)
Net financing expense (income)		57	-	57
Net Loss and other comprehensive loss for the period		**5,038**	**(43)**	**4,995**
Basic and diluted loss per share		**$ 0.38**		**0.38**

Material adjustments to the Statement of Cash Flows for the year ended May 31, 2011

Consistent with the Company's accounting policy under IAS 7, *Statement of Cash Flows*, interest paid and received have been moved to the body of the *Statement of Cash Flows*, as an element of cash flows from investing activities or financing activities whereas it was previously disclosed as supplementary information. There are no material differences between the statement of cash flows presented under IFRS and the statement of cash flows presented under previous Canadian GAAP.

(a) Mandatory exceptions upon adoption of IFRS

Estimates
In applying IFRS upon initial adoption, hindsight is not used to create or revise estimates. Estimates previously made by the Company under Canadian GAAP were not revised for application of IFRS except where necessary to reflect any difference in accounting policy.

(b) Impact on accounting policies upon adoption of IFRS

The key areas where the Company has identified that accounting policies differ, or where accounting policy decisions were necessary that impacted the Company's consolidated interim financial statements, are discussed below.

(i) Goodwill:

Under Canadian GAAP, goodwill was reviewed for impairment annually and whenever events or circumstances indicated that the carrying amount of goodwill in a reporting unit exceeded its fair value. Goodwill impairment was calculated using a two-step process. The first step required an identification of impairment loss, if any, by comparing the carrying value of the reporting unit to the fair value, which in turn was determined based on the market capitalization of the Company. Under Canadian GAAP this test was performed at the reporting unit level which is defined as an operating segment or one level below. The Company only had one operating segment or component which is the development of anticancer product candidates. In the Company's case the first test always showed a higher fair value than carrying value and as such we were not required to proceed to step two, as no indicator of impairment existed.

Under IFRS, *IAS 36 Impairment of Assets* ("IAS 36"), there is no longer a two-step process; rather, the Company is required to make a formal estimate of the recoverable amount and the carrying amount of a cash generating unit ("CGU") that is subject to impairment testing. The recoverable amount under IAS 36 is compared to the higher of fair value less costs to sell or value in use.

Impairment testing under IAS 36 is performed at the CGU level which is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other CGUs or groups of assets. For the Company, this requirement results in testing at a lower level than under Canadian GAAP. Based on our knowledge and historical transactions, the Company has identified three separate CGUs that represent each of our product platforms as they could have the ability to generate independent cash inflows As the goodwill balance of $606 thousand related to our acquisition of a private company in 1999,and the Antisense product platform contained therein, we have tested goodwill impairment on that CGU specifically for which the entire balance of goodwill has been allocated. There are no other assets subject to IAS 36 impairment testing in this CGU.

Under IAS 36, where the recoverable amount of a CGU subject to impairment testing is compared to the asset's value in use, any future cash flows expected to be provided by the CGU are discounted. The discounted cash flow model under IAS 36 indicates that only supportable evidence may be used in the calculations and should generally not use cash flows estimates beyond of a five-year period.

Transition impact: As a result of the application of IFRS, the Company recognized an impairment charge of the entire goodwill balance of $606 thousand as of the Transition Date related to goodwill as the carrying amount of that CGU exceeded its recoverable amount which the Company has determined to be nil. The impact of the change in applying IFRS at the date of transition and as at May 31, 2011 is summarized as follows:

Consolidated statement of financial position:

	June 1, 2010	August 31, 2010	May 31, 2011
	$	$	$
Decrease in goodwill	(606)	(606)	(606)
Increase in deficit	606	606	606

There was no impact to the consolidated statement of loss and comprehensive loss.

(ii) Share based payments:

IFRS 2, *Share-based Payments*, requires the fair value of each tranche of share options be amortized over their respective vesting period. Canadian GAAP allows for both the aforementioned method as well as the straight-line method of amortizing these costs. Under Canadian GAAP, forfeitures of share options can be accounted for at the time that they occur, whereas under IFRS, the number of share options that would ultimately vest is amortized over their respective vesting period.

Under Canadian GAAP, for share-based awards with graded vesting, the Company recognizes the fair value of the award (all tranches) on a straight-line basis over the underlying vesting period. In addition under Canadian GAAP the Company does not apply a forfeiture rate. The impact of applying the revised amortization method as well as applying an estimated forfeiture rate to the value of unvested options at the date of transition and as at May 31, 2011 is summarized as follows:

Consolidated interim statement of loss and comprehensive loss for the three months ended August 31, 2010:

	$
Decrease in share-based compensation:	(9)

Consolidated statement of loss and comprehensive loss for the year ended May 31, 2011:

	$
Decrease in share-based compensation:	(43)

Consolidated statement of financial position:

	June 1, 2010	August 31, 2010	May 31, 2011
	$	$	$
Increase (Reduction) of Stock Option Equity Account	99	(9)	(43)
Increase (Decrease) in deficit	99	(9)	(43)

The Company will apply the requirements of estimating a forfeiture rate on stock options as prescribed under IFRS 2 and continue to amortize the fair value of each tranche of stock options over the related vesting period.

(iii) Estimates

In applying IFRS upon initial adoption, hindsight is not used to create or revise estimates. Estimates previously made by the Company under Canadian GAAP were not revised for application of IFRS except where necessary to reflect any difference in accounting policies.

DISCLOSURE CONTROLS AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

There were no changes in our internal controls over financial reporting during the quarter ended August 31, 2011 that materially affected or are reasonably likely to materially affect, internal controls over financial reporting.

UPDATED SHARE INFORMATION

As at November 10, 2011, the Company had 21.2 million common shares issued and outstanding and common share purchase warrants convertible into 9.8 million common shares. In addition, the Company had issued and outstanding 1.2 million stock options to purchase an equal number of common shares.

SUBSEQUENT EVENTS

The Company disclosed in its management information circular dated October 28, 2011 that it would like to amend the exercise price of the November 2010 warrants from the $1.33 current exercise price to an exercise price equal to the 5-day volume weighted average trading price of the common shares of the Corporation on the Toronto Stock Exchange on the date of the approval of the shareholders to such amendment at the annual and special meeting (to be held on November 29, 2011), plus a 10% premium (to be rounded up). The Company has not yet determined the impact the potential re-pricing may have on the financial statements.

ADDITIONAL INFORMATION

Additional information relating to Lorus, including Lorus' 2011 annual information form and other disclosure documents, is available on SEDAR at www.sedar.com.

FORM 52-109F2
CERTIFICATION OF INTERIM FILINGS– FULL CERTIFICATE

I, Aiping Young, President and Chief Executive Officer of Lorus Therapeutics Inc. certify the following:

1. ***Review:*** I have reviewed the interim financial report and interim MD&A (together, the "interim filings") of Lorus Therapeutics Inc. (the "issuer") for the interim period ended August 31, 2011.

2. ***No misrepresentations:*** Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.

3. ***Fair presentation:*** Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

4. ***Responsibility:*** The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* , for the issuer.

5. ***Design:*** Subject to the limitations, if any described in paragraphs 5.2 and 5.3, the issuer's other certifying officer(s) and I have, as at the end of the period covered by the interim filings

(a) designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that

(i) material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared;

(ii) information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

(b) designed ICFR, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

5.1 ***Control framework:*** The control framework the issuer's other certifying officer(s) and I used to design the issuer's ICFR is Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

5.2 ***ICFR -- material weakness relating to design:*** N/A

5.3 ***Limitation on scope of design:*** **N/A**

6. ***Reporting changes in ICFR:*** The issuer has disclosed in its interim MD&A any change in the issuer's ICFR that occurred during the period beginning on June 1, 2011 and ended on August 31, 2011 that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.

Date: November 11, 2011

/s/ Aiping Young
Aiping Young
President and Chief Executive Officer

FORM 52-109F2
CERTIFICATION OF INTERIM FILINGS– FULL CERTIFICATE

I, Elizabeth Williams, Director of Finance and Acting Chief Financial Officer of Lorus Therapeutics Inc. certify the following:

1. ***Review:*** I have reviewed the interim financial report and interim MD&A (together, the "interim filings") of Lorus Therapeutics Inc. (the "issuer") for the interim period ended August 31, 2011.

2. ***No misrepresentations:*** Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.

3. ***Fair presentation:*** Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

4. ***Responsibility:*** The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* , for the issuer.

5. ***Design:*** Subject to the limitations, if any described in paragraphs 5.2 and 5.3, the issuer's other certifying officer(s) and I have, as at the end of the period covered by the interim filings

(a) designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that

(i) material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared;

(ii) information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

(b) designed ICFR, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

5.1 ***Control framework:*** The control framework the issuer's other certifying officer(s) and I used to design the issuer's ICFR is Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

5.2 ***ICFR -- material weakness relating to design:*** N/A

5.3 ***Limitation on scope of design:*** **N/A**

6. ***Reporting changes in ICFR:*** The issuer has disclosed in its interim MD&A any change in the issuer's ICFR that occurred during the period beginning on June 1, 2011 and ended on August 31, 2011 that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.

Date: November 11, 2011

/s/ Elizabeth Williams
Elizabeth Williams
Director of Finance and
Acting CFO