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**NEWS RELEASE**  
**TSX Venture Exchange: NVC**

**NEOVASC INC. REPORTS FINANCIAL RESULTS FOR 2011 YEAR-END**

***--Grew Annual Revenues 21% Year-Over-Year to \$5.3 Million--***

***--Received CE Mark for Neovasc Reducer™ in Europe and Advanced Tiara™ Transcatheter Mitral Valve Program--***

**April 25, 2012 - Vancouver, BC, Canada** - Neovasc Inc. (TSXV: NVC), today announced financial results for the year ended December 31, 2011.

"2011 was an eventful year for Neovasc," said Alexei Marko, CEO of Neovasc. "We received CE mark designation for the Neovasc Reducer™ product, which enables us to lay the groundwork for full commercialization of this innovative therapy for refractory angina, while also continuing patient enrollment in the COSIRA trial. We saw revenues from our tissue business grow for the third consecutive year as we solidified our position as a leading supplier of biological tissue and services to the cardiovascular device industry. Finally, we made substantial progress in the preclinical development of our Tiara™ transcatheter mitral valve project, which addresses an area of great unmet need with what we believe is a highly promising candidate technology in this rapidly evolving field."

Mr. Marko continued, "We expect that 2012 will be another critical year for the Company. We anticipate continued steady growth in our tissue business, which is operating at cash flow positive and covers a significant portion of the Company's development expenses. We expect to complete enrollment in the COSIRA study and to have six-month follow-up data available early in 2013. We are also enrolling refractory angina patients implanted with the Reducer in clinical registries that we have established to collect additional data on the 'real world' performance of the product. We continue to be very encouraged by the results to date from Reducer implantations and believe that data from the COSIRA trial and these registries will facilitate launch and distribution of the Reducer product in Europe and other markets. We also anticipate continued major progress in our Tiara mitral valve program. Following the success of our Tiara acute animal studies, we are beginning chronic implantation studies in animals. If these studies proceed as planned and are successful, we could be positioned to begin 'first-in-man' implantations in patients with mitral valve disease within the next 12 months, an exciting possibility for Neovasc."

"We finished 2011 in a sound cash position, having raised more than \$4.7 million in our August 2011 private placement, and cash flow from our tissue business continued to exceed expectations. We have minimized our cash expenses where possible, with the exception of the planned development costs in our high potential Reducer and Tiara programs, and we expect to have sufficient cash to fund both programs to critical milestones," commented Christopher Clark, CFO of Neovasc.

**Results of Operations**

Results for the year ended December 31, 2011 and 2010 follow.

**2011 Highlights**

**Neovasc Reducer**

A highlight of 2011 was receipt of the CE mark designation for the Neovasc Reducer product for the treatment of refractory angina, allowing it to be marketed for implantation in patients in all member states of the European Union, the European Economic Area and Switzerland. The Neovasc Reducer is a novel device designed to treat



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the millions of patients worldwide who suffer from refractory angina, a painful and debilitating condition that occurs when the coronary arteries deliver an inadequate supply of blood to the heart muscle.

During 2011, Neovasc continued patient enrollment in the COSIRA trial, a double-blinded, randomized, sham controlled, multicentre study that will provide data to support broad commercialization of the Reducer product. Enrollment is expected to be completed in mid-2012. In addition, the company initiated clinical registries in Europe and Israel to collect supplemental clinical data from patients treated with the Reducer. Data from the COSIRA trial and the patient registries is expected to provide critical support for adoption and use of the Reducer. In preparation for product launch, Neovasc completed development of the commercial-generation Reducer product and began the transfer to commercial scale manufacture.

In 2011, the Reducer product was featured in a presentation at EuroPCR, a leading European cardiovascular conference, and in a "live case" broadcast at the 2011 Innovations in Cardiovascular Interventions (ICI) conference in Israel.

### **Neovasc Tiara Project**

In the second quarter of 2011, Neovasc formally initiated a new project to develop the Neovasc Tiara product for treating mitral valve disease. The Tiara product is in preclinical development to provide a minimally invasive transcatheter replacement procedure for the millions of patients who experience mitral regurgitation as a result of mitral valve disease. Mitral regurgitation is often severe and can lead to heart failure and death. Currently, conventional surgical treatments are only appropriate for about 20% of these patients. Neovasc advanced the Tiara program significantly in 2011, and prototypes of the Tiara device are currently undergoing evaluation in animal and bench models. Neovasc believes it has developed distinctive solutions to the challenges of developing a safe and effective transcatheter mitral valve device, and early results have been promising.

### **Other Developments**

In February, Neovasc received the CE mark designation for the use of its PeriPatch BV™ bovine-derived biological tissue patches in surgical implantation procedures. PeriPatch BV products are used in a variety of general surgical and cardiovascular applications. The CE mark designation is expected to facilitate the approval of additional products in Europe that incorporate sterile and non-sterile PeriPatch BV tissue as a sub-component, such as transcatheter heart valves.

In February, Neovasc was named a 2011 Top 50 Company by the TSX Venture Exchange.

In August, Neovasc completed a \$4.72 million non-brokered private placement. Reflecting strong investor demand, the total amount of the financing was increased from the previously announced maximum of \$4 million.

After year-end, in March, 2012, Neovasc was named Medical Device Company of the Year by LifeSciences BC.

## **DISCUSSION OF OPERATIONS AND FINANCIAL CONDITION**

Results for the year ended December 31, 2011 and 2010 follow:

### **Revenues**

Revenues increased 21% year-over-year to \$5,255,761 for the year ended December 31, 2011, from \$4,358,825 for the same period in 2010.

Product sales for the year ended December 31, 2011 were \$1,785,324, compared to product sales of \$2,149,691 in the same period of 2010, representing a decrease of 17%. The decrease in product sales partly reflects a temporary suspension in sales of Neovasc's tissue products to one customer as a result of a change in product



specifications that required review and approval internally and from the appropriate regulatory authorities. The requisite approvals have now been received and sales have resumed to that customer.

Contract manufacturing revenues were \$1,809,448 in 2011, compared to contract manufacturing revenues of \$850,613 in the comparable period in 2010, an increase of 113%. The increase in contract manufacturing revenues reflects the Company's success in attracting more contract manufacturing customers as well as larger orders from existing customers, as they advance their new product development programs, particularly in the area of transcatheter aortic valve replacement.

Revenues from consulting services for the year ended December 31, 2011 were \$1,660,989, compared to consulting service revenues of \$1,358,521 in the same period in 2010, representing an increase of 22%. Neovasc's consulting service revenues are contract-driven and they can fluctuate from quarter to quarter and year to year as current projects are completed and new projects start.

### **Cost of Goods Sold**

The cost of goods sold for the year ended December 31, 2011 were \$3,192,976, as compared to \$2,632,988 in the same period in 2010. The overall gross margin for 2011 was 39%, compared to 40% gross margin in the same period in 2010.

Neovasc continues exploring a number of initiatives aimed at strengthening margins going forward, including implementing further manufacturing efficiencies, reviewing pricing strategies for certain products and focusing on further expanding sales of higher margin product lines such as custom tissue for transcatheter heart valves and related manufacturing services.

### **Expenses**

Total expenses for the year ended December 31, 2011 were \$5,945,844, as compared to \$4,351,969 in the same period in 2010, representing an increase of 37%. The majority of the increase can be explained by an increase in non-cash share-based payments, as discussed in the "Loss" section. Net of these non-cash share-based payments, total expenses increased \$478,946 between the comparable periods in 2011 and 2010, substantially due to an increase of \$470,944 in clinical trial and product development expenses for Neovasc's two product development programs.

Selling expenses were \$192,355 for the year ended December 31, 2011, compared to \$190,743 in the comparable period in 2010. The Company is continuing to maintain relatively constant and modest selling and marketing costs while it focuses on growing its business-to-business revenue streams.

General and administrative expenses were \$3,128,721 for the year ended December 31, 2011, as compared to \$2,319,083 in the comparable period of 2010, representing an increase of 35%. The increase in general and administrative expenses was due to an increase in non-cash share-based payments, as discussed in the "Loss" section. Other expenses have remained equivalent, increasing by 3% year-over-year.

Research and development costs, including product development and clinical trial expenses were \$2,624,768 for the year ended December 31, 2011, as compared to \$1,842,143 in the comparable period of 2010, representing an increase of 42%. The increase in year-over-year research and development costs is principally due to increased investment in Neovasc's two major new product initiatives: the COSIRA clinical trial for the Neovasc Reducer and the development program for the Neovasc Tiara mitral valve program.

### **Loss**

The loss for the year ended December 31, 2011 was \$3,860,176, or \$0.09 basic and diluted loss per share, as compared with a loss of \$2,701,304 or \$0.08 basic and diluted loss per share for the comparable period in 2010. The increase in the loss incurred in 2011 can be substantially explained by an increase in non-cash share-based



payments of \$1,118,624. In 2010 and 2011 the officers and directors of Neovasc were awarded a fixed number of options under the Company's established remuneration and incentive plans. While the actual number of options granted in each year was equivalent, under the Black Scholes model used to value the options, the significantly higher price of the Company's shares in 2011 produced a higher overall valuation of the options issued and therefore resulted in a higher charge to the income statement in 2011. In addition, the Company granted options to a company to provide strategic advisory services over the next four years in August 2011, which contributed to the increase in non-cash share-based payments during 2011.

## **DISCUSSION OF LIQUIDITY AND CAPITAL RESOURCES**

The Company finances its operations and capital expenditures with cash generated from operations, lines of credit, long-term debt and equity financings. At December 31, 2011, the Company had cash and cash equivalents of \$2,404,510, as compared to cash and cash equivalents of \$1,489,027 at December 31, 2010. In addition, at December 31, 2011 the Company had restricted cash and cash equivalents related to a security on long-term debt of US\$40,000 (December 31, 2010: CAD\$50,000 held as a guaranteed investment certificate) included in long-term assets, investments of \$1,504,290 (December 31, 2010: \$nil) and a bank overdraft facility of \$nil (December 31, 2010: \$213,280) included in current liabilities.

At December 31, 2011 the Company had working capital of \$4,335,581 as compared to working capital of \$1,752,712 at December 31, 2010. The increase in working capital during 2011 was predominantly due to the net impact of an increase in cash and investments from completion of a non-brokered private placement in August 2011; an increase in accounts receivable due to higher sales in the fourth quarter of 2011 as compared to the fourth quarter of 2010; and a decrease in accounts payable and accrued liabilities as old accounts were settled.

Cash used in operating activities was \$2,012,409 for year ended December 31, 2011, as compared to \$2,605,239 for the same period in 2010. The decrease in cash used for the year ended December 31, 2011, compared to the same period of 2010, is principally due to a small increase in cash used in operations offset by a decrease in working capital requirements. During the year ended December 31, 2011, cash used in operations was \$2,056,882 compared to \$1,976,651 for the comparative period in 2010, and working capital items provided cash of \$49,246, while in the same period of 2010 working capital items absorbed cash of \$617,487.

In 2011 the Company invested in \$1,504,290 in longer term investments, as its cash and cash equivalents are sufficient to meet its obligations in the short-term. Net cash invested in capital assets was \$165,545 for the year ended December 31, 2011, compared to net cash invested in capital assets of \$108,185 for the same period in 2010. During 2011 the Company invested capital to expand its clean room and manufacturing facilities.

Net cash provided by financing activities was \$4,597,727 for the year ended December 31, 2011, compared to cash provided by financing activities of \$3,904,186 for the year ended December 31, 2010. On February 19, 2010, the Company completed a non-brokered private placement of 5,691,658 units at the price of \$0.27 per unit for aggregate gross proceeds of \$1,536,748. Each unit consists of one common share of Neovasc stock and one-half of one common share purchase warrant of Neovasc stock. Each whole warrant entitled the holder thereof to purchase one common share of Neovasc stock at the exercise price of \$0.40 per share for a period of one year after the closing date of the offering. Share issue costs were \$25,607. On April 23, 2010, there were 4,635,114 warrants exercised, as part of the Company's April 2009 financing. Proceeds from the exercise of the 4,635,114 warrants amounted to \$1,390,534. The remaining warrants issued as part of the Company's April 2009 financing expired on April 23, 2010. On January 17, 2011 and February 15, 2011, the Company issued 197,922 and 128,371 common shares, respectively, upon the exercise of warrants issued as part of the Company's February 2010 financing. Proceeds from the exercise of the 326,293 warrants amounted to \$130,517. On August 16, 2011, the Company completed a non-brokered private placement of 4,720,500 equity units at the price of \$1.00 per unit for aggregate gross proceeds of approximately \$4,720,500. Each unit consists of one common share of Neovasc stock and one-half of one common share purchase warrant of Neovasc stock. Each whole warrant entitles the



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holder thereof to purchase one common share of Neovasc stock at the exercise price of \$1.25 per share for a period of two years after the closing date of the offering. Share issue costs were \$42,864.

#### **SUBSEQUENT EVENTS**

On February 3, 2012 the Company issued 1,228,600 options to its board of directors and management. The options have an exercise price of \$1.45 and expire five years after the grant date. Of these options 350,000 vested immediately and 878,600 will vest on December 31, 2012, contingent upon management achieving certain performance milestones established by the board of directors.



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**Consolidated Statements of Financial Position**  
 (Expressed in Canadian dollars)

	December 31, 2011	December 31, 2010	January 1, 2010
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents	\$ 2,404,510	\$ 1,489,027	\$ 298,265
Investments	1,504,290	-	-
Accounts receivable	735,680	661,999	442,540
Inventory	300,773	469,744	404,309
Prepaid expenses and other assets	23,372	33,729	15,771
<b>Total current assets</b>	<b>4,968,625</b>	<b>2,654,499</b>	<b>1,160,885</b>
<b>Non-current assets</b>			
Property, plant and equipment	1,290,651	1,224,481	1,249,326
Restricted cash and cash equivalents	40,840	50,000	50,000
<b>Total non-current assets</b>	<b>1,331,491</b>	<b>1,274,481</b>	<b>1,299,326</b>
<b>Total assets</b>	<b>\$ 6,300,116</b>	<b>\$ 3,928,980</b>	<b>\$ 2,460,211</b>
<b>LIABILITIES AND EQUITY</b>			
<b>Liabilities</b>			
<b>Current liabilities</b>			
Bank overdraft	\$ -	\$ 213,280	\$ 186,897
Accounts payable and accrued liabilities	591,476	647,877	962,512
Current portion of long-term debt	41,568	40,630	39,978
<b>Total current liabilities</b>	<b>633,044</b>	<b>901,787</b>	<b>1,189,387</b>
<b>Non-current liabilities</b>			
Long-term debt	280,642	318,872	357,097
<b>Total non-current liabilities</b>	<b>280,642</b>	<b>318,872</b>	<b>357,097</b>
<b>Total liabilities</b>	<b>913,686</b>	<b>1,220,659</b>	<b>1,546,484</b>
<b>Equity</b>			
Share capital	70,220,381	64,841,468	60,648,625
Contributed surplus	6,158,434	4,999,062	4,696,007
Deficit	(70,992,385)	(67,132,209)	(64,430,905)
<b>Total equity</b>	<b>5,386,430</b>	<b>2,708,321</b>	<b>913,727</b>
<b>Total liabilities and equity</b>	<b>\$ 6,300,116</b>	<b>\$ 3,928,980</b>	<b>\$ 2,460,211</b>



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## Consolidated Statements of Comprehensive Loss

For the years ended December 31,  
 (Expressed in Canadian dollars)

	<u>2011</u>	<u>2010</u>
<b>REVENUE</b>		
Product sales	\$ 1,785,324	\$ 2,149,691
Contract manufacturing	1,809,448	850,613
Consulting services	1,660,989	1,358,521
	<u>5,255,761</u>	<u>4,358,825</u>
<b>COST OF GOODS SOLD</b>	<u>3,192,976</u>	<u>2,632,988</u>
<b>GROSS PROFIT</b>	<u>2,062,785</u>	<u>1,725,837</u>
<b>EXPENSES</b>		
Selling expenses	192,355	190,743
General and administrative expenses	3,128,721	2,319,083
Product development and clinical trials expenses	2,624,768	1,842,143
	<u>5,945,844</u>	<u>4,351,969</u>
<b>OPERATING LOSS</b>	<u>(3,883,059)</u>	<u>(2,626,132)</u>
<b>OTHER INCOME/(EXPENSE)</b>		
Interest income	7,075	466
Interest expense	(11,848)	(11,567)
Loss on disposal of property and equipment	-	(9,912)
Gain/(loss) on foreign exchange	27,656	(54,159)
	<u>22,883</u>	<u>(75,172)</u>
<b>LOSS AND COMPREHENSIVE LOSS FOR THE YEAR</b>	<u>\$ (3,860,176)</u>	<u>\$ (2,701,304)</u>
<b>LOSS PER SHARE</b>		
Basic and diluted loss per share	<u>\$ (0.09)</u>	<u>\$ (0.08)</u>



## Consolidated Statements of Cash Flows

For the years ended December 31,  
 (Expressed in Canadian dollars)

	2011	2010 (Note 22)
<b>OPERATING ACTIVITIES</b>		
Loss for the year	\$ (3,860,176)	\$ (2,701,304)
Adjustments for:		
Depreciation	99,375	123,118
Share-based payments	1,699,146	580,522
Loss on disposal of equipment	-	9,912
Interest income	(7,075)	(466)
Interest expense	11,848	11,567
	<u>(2,056,882)</u>	<u>(1,976,651)</u>
Net change in non-cash working capital items:		
Accounts receivable	(73,681)	(219,459)
Inventory	168,971	(65,435)
Prepaid expenses and other assets	10,357	(17,958)
Accounts payable and accrued liabilities	(56,401)	(314,635)
	<u>49,246</u>	<u>(617,487)</u>
Interest paid and received:		
Interest received	7,075	466
Interest paid	(11,848)	(11,567)
	<u>(4,773)</u>	<u>(11,101)</u>
	<u>(2,012,409)</u>	<u>(2,605,239)</u>
<b>INVESTING ACTIVITIES</b>		
Increase in investments in guaranteed investment certificates	(1,504,290)	-
Proceeds from disposal of equipment	-	5,790
Purchase of property, plant and equipment	(165,545)	(113,975)
	<u>(1,669,835)</u>	<u>(108,185)</u>
<b>FINANCING ACTIVITIES</b>		
(Decrease)/increase in bank overdraft	(213,280)	26,383
Decrease/(increase) in restricted cash & cash equivalents	9,160	-
Repayment of long-term debt	(37,292)	(37,573)
Proceeds from issue of shares, net of costs of \$42,864 (2010: \$25,607)	4,677,636	1,511,141
Proceeds from exercise of warrants	130,517	2,398,349
Proceeds from exercise of options	30,986	5,886
	<u>4,597,727</u>	<u>3,904,186</u>
<b>NET CHANGE IN CASH AND CASH EQUIVALENTS</b>	<b>915,483</b>	<b>1,190,762</b>
<b>CASH AND CASH EQUIVALENTS</b>		
Beginning of the year	1,489,027	298,265
End of the year	<u>\$ 2,404,510</u>	<u>\$ 1,489,027</u>
Represented by:		
Cash	901,964	1,486,836
Cashable high interest savings accounts	1,201,688	-
Cashable guaranteed investment certificate	300,858	2,191
	<u>\$ 2,404,510</u>	<u>\$ 1,489,027</u>



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### **About Neovasc Inc.**

Neovasc Inc. is a specialty medical device company that develops, manufactures and markets products for the rapidly growing cardiovascular marketplace. Its products include the Neovasc Reducer™ for the treatment of refractory angina, the Tiara™ technology in development for the transcatheter treatment of mitral valve disease and a line of advanced biological tissue products that are used as key components in a variety of third-party medical products, such as vascular surgical patches and transcatheter heart valves. For more information, visit: [www.neovasc.com](http://www.neovasc.com).

*Statements contained herein that are not based on historical or current fact, including without limitation statements containing the words “anticipates,” “believes,” “may,” “continues,” “estimates,” “expects,” and “will” and words of similar import, constitute “forward-looking statements” within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Such forward looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, events or developments to be materially different from any future results, events or developments expressed or implied by such forward-looking statements. Such factors include, among others, the following: general economic and business conditions, both nationally and in the regions in which the Company operates; history of losses and lack of and uncertainty of revenues, ability to obtain required financing, receipt of regulatory approval of product candidates, ability to properly integrate newly acquired businesses, technology changes; competition; changes in business strategy or development plans; the ability to attract and retain qualified personnel; existing governmental regulations and changes in, or the failure to comply with, governmental regulations; liability and other claims asserted against the Company; and other factors referenced in the Company’s filings with Canadian securities regulators. Although the Company believes that expectations conveyed by the forward-looking statements are reasonable based on the information available to it on the date such statements were made, no assurances can be given as to the future results, approvals or achievements. Given these uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. The Company does not assume the obligation to update any forward-looking statements except as otherwise required by applicable law.*

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