

UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS For the three-month and six-month periods ended December 31, 2019 and 2018



Consolidated Statement of Financial Position

(Unaudited - Expressed in Canadian dollars)	As at December 31, 2019 \$	As at June 30, 2019 \$
Assets		
Current assets		
Cash	19,537,046	27,819,140
Accounts receivable	11,975,219	15,016,481
Inventory	7,035,555	7,589,896
Prepaid expenses	732,222	856,672
Lease deposits	2,750	10,200
'	39,282,792	51,292,389
Non-current assets	,· ·-	
Lease deposits	91,344	91,344
Equipment deposits	750,768	655,465
Right-of-use assets	5,109,117	5,502,111
Property, plant and equipment [Note 4]	42,478,273	30,575,332
Intangible assets	3,995,545	4,267,929
Goodwill	460,164	460,164
Total assets	92,168,003	92,844,734
Operating loans [Note 5] Accounts payable and accrued liabilities Income taxes payable	3,845,470 13,017,128 296,574	1,339,480 14,712,219 285,433
Deferred grant	290,574	231,745
Contract liability	450 503	•
•	459,593	2,512,994
Long-term debt due within one year [Note 5]	5,653,105 23,271,870	4,170,072 23,251,943
Non-current liabilities	23,271,070	25,251,945
Defined benefit liabilities	1,008,573	870,329
Long-term debt [Note 5]	17,749,798	20,692,925
Convertible debentures - Loan [Note 5]	7,916,704	7,703,414
Deferred taxes liabilities	1,933,384	2,230,398
Total liabilities	51,880,329	54,749,009
	, ,	, ,
Shareholders' Equity		
Share capital	60,537,116	53,445,389
Reserve [Note 6]	3,376,016	3,604,511
Convertible debentures - Options	2,240,000	2,240,000
Foreign currency translation reserve Deficit	44,956 (25,910,414)	12,927 (21,207,102
Total equity	40,287,674	38,095,725
Total equity and liabilities	92,168,003	92,844,734

See accompanying notes to condensed interim consolidated financial statements

Note 1 – Nature of operations and liquidity risk

Approved on behalf of the Board of Directors

Soroush Nazarpour

Soroush Nazarpour

Benoit Gascon

Benoit Gascon



Consolidated Statement of Loss and Comprehensive loss Three-month periods ended Six-month periods ended December 31 December 31 2019 2018 2019 2018 (Unaudited - Expressed in Canadian dollars) \$ \$ \$ \$ Revenues 17,733,510 22,147,009 37,716,599 26,054,735 Cost of Sales and Expenses Cost of sales 15,170,229 17,685,937 32,107,991 21,237,761 Research and development expenses 855,834 776,629 1,536,111 1,245,050 Selling, general and administrative expenses 2,569,822 3,350,234 5,721,560 4,346,243 Share-based compensation expenses 205,020 200,456 421,191 252,418 Depreciation (production) 771,844 569,151 1,521,589 869,743 Depreciation (other) 210,755 145,133 420,784 270,102 Amortization 147,740 61,147 298,017 77,001 Foreign exchange (124, 124)367,783 (87,903)340,375 19,807,120 23,156,470 41,939,340 28,638,693 Operating loss (2,073,610)(1,009,461)(4,222,741)(2.583.958)Interest on operating loans, long-term debt and convertible debentures (408,688)(311,451)(356,485)(689,466)Interest accretion on lease liability (101,938)(12,527)(186, 131)(61,031)64,068 Interest revenue 144,641 27,697 261,663 Loss before income taxes (2,342,358)(1,350,776)(4,836,675)(2,989,609)Current income taxes expense (13,213)(57, 194)Deferred income taxes recovery 89,418 (199,461)297,281 (159,809)76,205 (199,461)240,087 (159,809)Loss for the period (2,266,153)(4,596,588)(3,149,418)(1,550,237)Other comprehensive loss Items that may be subsequently reclassified to profit and loss: Exchange differences on translation of foreign subsidiaries 51,865 13,889 32,029 16,075 Items that will not be reclassified to profit and loss: Retirement benefits - Net actuarial gains (losses) 50.791 (156.630)(106,724)(96.253)Comprehensive loss for the period (2,163,497)(1,692,978)(4,671,283)(3.229.596)Loss per share Basic and diluted (0.02)(0.02)(0.04)(0.03)

In light of the net loss recognized for the periods, all outstanding conversion options, stock options and warrants and Broker Warrants were excluded from the calculation of diluted loss per share due to their anti-dilutive effect.

120,995,810

94,214,720

See accompanying notes to condensed interim consolidated financial statements

Weighted average number of common shares outstanding

(basic and diluted)

119,438,806

91,371,952



Consolidated Statement of Changes in Shareholders' Equity

(Unaudited - Expressed in Canadian dollars)	Number of common shares	Common shares \$	Reserve \$	Convertible debentures - Options \$	Foreign currency translation reserve \$	Deficit \$	Total equity
Balance as at June 30, 2018	88,526,285	23,502,555	2,871,633	_	13,490	(10,629,691)	15,757,987
Loss for the period Other comprehensive loss	_	_	_	_	 16,075	(3,149,418) (96,253)	(3,149,418) (80,178)
Comprehensive loss for the period	<u> </u>		_	_	16,075	(3,245,671)	(3,229,596)
Issuance of shares related to Sigma acquisition [Note 3]	5,091,707	8,197,648		_	_	_	8,197,648
Exercise of stock options Exercise of warrants and Broker Warrants	13,333 973,434	8,801 745,931	(2,798) (64,528)	_		_	6,003 681,403
Share-based compensation Balance as at December 31, 2018	94,604,759	32,454,935	252,418 3,056,725		29,565	(13,875,362)	252,418 21,665,863
Loss for the period	_	_	_	_	_	(7,453,947)	(7,453,947)
Other comprehensive loss	_	_	_	_	(16,638)	122,207	105,569
Comprehensive loss for the period	_	_	_	_	(16,638)	(7,331,740)	(7,348,378)
Private placement (net of issuing costs of \$621,240) Exercise of warrants and Broker Warrants Share-based compensation	16,144,800 880,600 —	20,367,000 623,454 —	— (75,784) 623,570	2,240,000 — —	_ _ _	_ _ _	22,607,000 547,670 623,570
Balance as at June 30, 2019	111,630,159	53,445,389	3,604,511	2,240,000	12,927	(21,207,102)	38,095,725
Loss for the period Other comprehensive loss	_	_	_	_	 32,029	(4,596,588) (106,724)	(4,596,588) (74,695)
Comprehensive loss for the period	_	_	_	_	32,029	(4,703,312)	(4,671,283)
Exercise of warrants and Broker Warrants [Note 6] Share-based compensation	9,365,651 —	7,091,727 —	(649,686) 421,191			_	6,442,041 421,191
Balance as at December 31, 2019	120,995,810	60,537,116	3,376,016	2,240,000	44,956	(25,910,414)	40,287,674

See accompanying notes to condensed interim consolidated financial statements



Consolidated Statement of Cash Flow

	Six-month periods ended Decemb	
	2019	2018
(Unaudited - Expressed in Canadian dollars)	\$	\$
Cash flow from operating activities		
Loss for the period	(4,596,588)	(3,149,418)
Items not affecting cash:	(4,000,000)	(0,140,410)
Depreciation and amortization	2,240,390	1,216,846
Share-based compensation	421,191	252,418
Interest accretion on lease liability	186,131	61,031
Interest accretion on convertible debentures	183,692	, <u> </u>
Other financial expenses	125,442	(15,031)
Deferred income taxes expense	(297,281)	209,341
Difference between amounts paid for employee benefits and	• • •	
current period expenses	26,676	(124,751)
Net change in fair value of foreign exchange derivatives	(141,225)	687,468
Unrealized foreign exchange	63,849	(57,988)
Changes in non-cash operating working capital items:	23,232	(==,===)
Accounts receivable	3,096,628	379,788
Inventory	559,136	(9,672)
Prepaid expenses	125,268	3,346
Accounts payable and accrued liabilities	(4,401,162)	604,214
Income taxes payable	10,156	_
Deferred grant	(231,745)	(164,940)
Contract liability	(2,053,651)	(2,043,651)
Cash used in operating activities	(4,683,093)	(2,150,999)
Cash flows from financing activities		
Exercise of stock options, warrants and Broker Warrants	6,442,041	687,406
Variation of operating loan	2,500,000	985,000
Repayment of lease liability	(1,004,588)	(600,205)
Repayment of long-term debt	(1,043,267)	(435,885)
Cash from (used in) financing activities	6,894,186	636,316
Cash flows from investing activities		
Lease deposits	7.450	(GE 404)
•	7,450	(65,494) (648,642)
Equipment deposits Business acquisition, net of cash acquired [Note 3]	(95,303)	(7,300,496)
Repayment of balance of purchase price	(538,188)	(553,856)
Additions to property, plant and equipment	(9,868,678)	(1,560,632)
Cash used in investing activities	(10,494,719)	(10,129,120)
oash used in investing activities	(10,434,713)	(10,129,120)
Change in cash	(8,283,626)	(11,643,803)
Net effect of currency exchange rate on cash	1,532	37,005
Cash, beginning of period	27,819,140	15,268,666
Cash, end of period	19,537,046	3,661,868
Interest paid	1,088,419	229,623
Additions to property, plant and equipment included in accounts payable	• •	•
and accrued liabilities	3,327,754	_

See accompanying notes to condensed interim consolidated financial statements



[EXPRESSED IN CANADIAN DOLLARS]

[Unaudited and not reviewed - Unless specified otherwise, amounts are expressed in Canadian dollars]

1. NATURE OF OPERATIONS AND LIQUIDITY RISK

NanoXplore Inc., and its subsidiaries (together "NanoXplore" or the "Company"), is a graphene company, a manufacturer and supplier of high-volume graphene powder for use in industrial markets. Also, the Company provides standard and custom graphene-enhanced plastic and composite products to various customers in transportation, packaging, electronics, and other industrial sectors. The address of the Company's corporate office is 4500, Thimens Blvd, St-Laurent (Montreal), QC, Canada.

NanoXplore Inc. is listed on the TSX Venture Exchange and has traded under "GRA" and is also listed on the OTCQX and has traded under "NNXPF".

On September 21, 2018, the Company acquired all of the issued and outstanding shares of Sigma Industries Inc. ("Sigma"). Sigma has two active wholly-owned subsidiaries; Faroex Ltd., based in Manitoba, and Rene Composite Materials Ltd., based in Quebec. Rene Composite Materials Ltd has one active wholly-owned subsidiary; RMC Advanced Technologies Inc, based in Tennessee (USA).

Management believes that the Company has sufficient funds to meets its obligations, operating expenses and some development expenditures for the ensuing 12 months as they fall due. The Company's ability to continue its development activities is dependent on the beginning of the commercial operation of the graphene products. The graphene commercial activity is in the development stage and as a result the Company has minimal source of operating revenue from those operations and is dependent on external financing to fund its continued development program. The Company's main sources of funding have been the issuance of equity securities for cash, debt, funds from the government of Quebec with respect to R&D tax credits, from Sustainable Development Technology Canada ("SDTC") and from the Industrial Research Assistance Program.

The condensed interim consolidated financial statements of NanoXplore for the three-month and six-month periods ended December 31, 2019 and 2018 were reviewed, approved and authorized for issue by the Company's Board of Directors on February 28, 2020.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The unaudited condensed interim consolidated financial statements of the Company and its subsidiaries for the three-month and six-month periods ended December 31, 2019 and 2018 have been prepared in accordance with International Financial Reporting Standards ["IFRS"], as issued by the International Accounting Standards Board ["IASB"] and as adopted by the Accounting Standards Board of Canada. These condensed interim consolidated financial statements were prepared in accordance with IAS 34. Interim Financial Reporting.

These unaudited condensed interim consolidated financial statements are presented in Canadian dollars, the Company's functional currency, except where otherwise indicated. Each entity of the Company determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

The significant accounting judgments, estimates and assumptions used in these unaudited condensed interim consolidated financial statements are consistent with those disclosed in the most recent audited annual consolidated financial statements for the year ended June 30, 2019.

These condensed interim consolidated financial statements have been prepared on a going concern basis, at historical cost, except for financial assets and liabilities classified as financial assets/liabilities at fair value through profit or loss and measured at fair value. Management considers that the fair value of financial assets and liabilities recorded in the financial statements approximates the carrying amount.

Basis of consolidation

The unaudited condensed interim consolidated financial statements include the accounts of the Company and its subsidiaries. The subsidiaries are using consistent accounting policies and the same reporting period as the parent company. All intercompany transactions, balances and unrealized gains or losses have been eliminated.



[EXPRESSED IN CANADIAN DOLLARS]

Standards, interpretations and amendments to published standards adopted with an effect on the unaudited condensed interim consolidated financial statements

The same accounting policies and methods of computation are followed in these condensed interim consolidated financial statements as compared with the most recent annual consolidated financial statements. The condensed interim consolidated financial statements should be read in conjunction with the audited annual consolidated financial statements and notes for the year ended June 30, 2019, except for the amendments to certain accounting standards which are relevant to the Company and were adopted by the Company as of July 1, 2019 as described below:

Borrowing costs

Borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalized to the cost of that asset until it is substantially completed, and it can be used as planned; these costs are subsequently amortized over the expected useful life of the asset. All other borrowing costs are expensed as incurred.

3. BUSINESS COMBINATIONS

On September 21, 2018, the Company acquired all of the issued and outstanding shares of Sigma for a total amount of \$8,793,581 paid by the issuance of 4,579,988 common shares of its share capital to all existing shareholders of Sigma and acquired all the outstanding debentures of Sigma for a total amount of \$9,993,500 of which \$9,011,000 was paid by cash and \$982,500 was paid by the issuance of 511,719 common shares of its share capital to the Sigma debenture holders. The exchange ratio to determine the amount paid was based on a fixed price; each Sigma common share has been exchanged for 0.39 common share of NanoXplore. The value of Sigma common shares has been set at \$0.75 and the value of NanoXplore common shares has been set at \$1.92. This acquisition was concluded in order to introduce the Company's graphene-enhanced solution products into the products of Sigma.

Based on the stock price (TSX-V) of NanoXplore shares at the acquisition date of \$1.61, the fair value of the total consideration paid amounted to \$17,208,648 and is detailed as follows:

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	shares	of shares	cash \$	consideration \$
Total consideration paid for:				
All outstanding shares of Sigma	4,579,988	7,373,780	_	7,373,780
All outstanding debentures of Sigma	511,719	823,868	9,011,000	9,834,868
Total	5,091,707	8,197,648	9,011,000	17,208,648

This transaction was financed using the Company's available cash.

Sigma is a manufacturing company specializing in the manufacture of composite products. It operates in the markets for heavy trucks, buses, public transit, machinery and wind energy. Sigma sells its products to original equipment manufacturers and distributors mainly in the United States and Canada.

This transaction qualifies as a business combination and was accounted for using the acquisition method of accounting under IFRS 3, Business Combination. The total purchase price was allocated to the assets acquired and liabilities assumed based on the fair value of the total consideration at the closing date of the transaction.



[EXPRESSED IN CANADIAN DOLLARS]

	\$
Identifiable net assets acquired:	
Cash	1,710,504
Accounts receivable	10,495,837
Inventory	5,994,701
Prepaid expenses	342,324
Right-of-use assets	731,083
Deferred taxes assets	859,000
Property, plant and equipment	17,650,161
Equipment deposit	1,674,944
Intangible assets	4,405,673
	43,864,227
Operating loan	3,663,003
Accounts payable and accrued liabilities	8,137,899
Contract liability	2,779,946
Deferred taxes liabilities	2,613,057
Lease liability	731,083
Long-term debt	9,190,755
	27,115,743
Total identifiable net assets	16,748,484
Goodwill arising on acquisition	460,164
Total consideration	17,208,648
The cash outflow on acquisition is as follows:	
Consideration paid in cash	9,011,000
Minus: Cash acquired	1,710,504
Net cash flow for the acquisition	7,300,496

The goodwill recognized on the transaction is mainly attributable to the expected synergies of the combination, to broadening the service offering of the Company and its geographic coverage. The goodwill arising from this acquisition is not deductible for income tax purposes.

Transaction costs of \$174,140 were expensed and are included in selling, general and administrative expenses.

Since September 21, 2018, the assets and liabilities of Sigma are included in the consolidated statement of financial position and the operating results are reflected in the Company's consolidated statement of loss.



4. PROPERTY, PLANT AND EQUIPMENT

				Laboratory,	
				computer, office	
	Land &	Production	Leasehold		
	Building	equipment	improvements	rolling stock	Total
	\$	\$	\$	\$	\$
Balance as at July 1st, 2018	1,430,062	4,663,345	29,369	365,244	6,488,020
Additions	3,184,785	6,404,014	3,300	239,633	9,831,732
Acquired in a business combination	8,542,500	8,949,482	· –	158,179	17,650,161
Disposals	_	(1,330,641)	(640)	(7,243)	(1,338,524)
Depreciation	(105,555)	(1,901,780)	(7,876)	(154,661)	(2,169,872)
Effect of foreign exchange differences	· -	106,945	· -	6,870	113,815
Balance as at June 30, 2019	13,051,792	16,891,365	24,153	608,022	30,575,332
Additions Depreciation Effect of foreign exchange differences	333,847 (60,347)	11,001,437 (1,400,134) (19,644)	(4,891)	398,220 (67,454) (668)	13,456,079 (1,532,826) (20,312)
Balance as at December 31, 2019	13,325,292	26,473,024		938,120	42,478,273
As at June 30, 2019					
Cost	13,282,660	19,138,601	81,069	947,175	33,449,505
Accumulated depreciation	(230,868)	(2,247,236)	,	(339,153)	(2,874,173)
Net book value	13,051,792	16,891,365			30,575,332
Net book value	13,031,192	10,091,303	24,133	000,022	30,373,332
As at December 31, 2019					
Cost	13,616,507	30,123,093	1,803,644	1,344,727	46,887,971
Accumulated depreciation	(291,215)	(3,650,069)	, ,	(406,607)	(4,409,698)
Net book value	13,325,292	26,473,024		938,121	42,478,273
•					

Laboratory

The majority of property, plant and equipment is pledged as security for the credit facilities (Note 5).

As at December 31, 2019, there are \$2,476,948, \$1,722,575, \$11,934,673 and \$193,668 of building, leasehold improvements, production equipment and computers, respectively, that are not yet available for use and for which depreciation has not started [June 30, 2019 – \$2,476,948, \$3,362,135 and \$105,362 of building, production equipment and computers].

The borrowing costs capitalised to production equipment during the three-month and the six-month period ended December 31, 2019 amount to \$232,686 and \$434,329 respectively [June 30, 2019 – nil]. The rate used to determine the amount of borrowing costs eligible for capitalisation is 6.76%.

5. CREDIT FACILITIES

	Maturity	Effective interest rate %	December 31, 2019 \$	June 30, 2019 \$
Operating loans, fixed and variable rate – Authorized amount of \$9,845,470	2020	3.75% to 4.50%	3,845,470	1,339,480
Convertible debentures	December 2023	8%	7,916,704	7,703,414
Long-term debt				
Term loan, fixed and variables rates	2020 to 2028	4% to 10%	15,072,693	16,080,096
Lease liability	2020 to 2028	0.79% to 5.5%	8,330,210	8,782,901
<u>-</u>			35,165,077	33,905,891
Less: current portion of operating loans			3,845,470	1,339,480
Less: current portion of long-term debt			5,653,105	4,170,072
•		· · · · · · · · · · · · · · · · · · ·	25,666,502	28,396,339



[EXPRESSED IN CANADIAN DOLLARS]

Under these agreements, the Company has agreed to respect certain conditions and financial ratios. As at December 31, 2019, all conditions and financial ratios were met. Several movable hypothecs on specific assets of the Company and its subsidiaries and on the universality of the Company's present and future, tangible and intangible assets have been given as security for these loans and credit facilities.

6. EQUITY

Warrants and Broker Warrants

The following table summarizes the changes in the number of warrants outstanding for the six-month period ended December 31. 2019:

	Number of warrants	Weighted average exercise price (\$)
Balance as at June 30, 2019	12,684,935	1.10
Warrants exercised	(9,365,651)	0.69
Warrants expired	(46,506)	0.70
Balance as at December 31, 2019	3,272,778	2.25

For the six-month period ended December 31, 2019, 8,909,994 First Warrants were exercised resulting in cash proceeds of \$6,236,996 and a transfer from reserve to share capital of \$590,635. The weighted average share price on the date of exercise of the warrants was \$1.42.

For the six-month period ended December 31, 2019, 455,657 Broker Warrants were exercised resulting in cash proceeds of \$205,045 and a transfer from reserve to share capital of \$59,051. The weighted average share price on the date of exercise of the warrants was \$1.39.

As at December 31, 2019, the following warrants were outstanding:

	Number	Expiry Date	Exercise price (\$)
Second Warrants issued as part of March 2018 private placement	3,030,350	March 2020	2.30
Broker Warrants issued as part of March 2018 private placement	242,428	March 2020	1.65

7. RELATED PARTY TRANSACTIONS

During the six-month period ended December 31, 2019, the following related party transactions have occurred with Martinrea International Inc., a shareholder of the Company with significant influence:

Exercise of 2,750,000 warrants for an amount of \$1,925,000.

During the six-month period ended December 31, 2019, the following related party transactions have occurred with Mason Graphite Inc., a shareholder of the Company with significant influence up to September 9, 2019:

- Exercise of 1,111,111 warrants for an amount of \$777,778.



[EXPRESSED IN CANADIAN DOLLARS]

8. SEGMENTED DISCLOSURE

Our Chief Operating Decision Maker analyzes the information for the Company as a whole on a consolidated basis only and, as such, the Company determined it has only one operating segment. Revenues are generated from our activities in Canada, in the United States and in Switzerland and all sales of products come from enhanced plastics and composite products.

		Three-month periods ended December 31		ods ended cember 31
	2019 \$	2018 \$	2019 \$	2018 \$
Revenues *				
United States	8,636,635	12,749,398	18,226,000	13,549,542
Canada	7,466,532	7,443,306	15,722,596	8,861,860
France	933,489	869,693	2,234,049	1,763,106
Switzerland	385,636	494,402	846,811	1,044,540
Other	311,218	590,210	687,143	835,687
Total	17,733,510	22,147,009	37,716,599	26,054,735

^{*} Revenues are attributed to countries based on the location of customers.

	As at December 31, 2019 \$	As at June 30, 2019 \$
Long-lived assets		
Canada	46,975,977	35,417,980
Switzerland	3,340,943	3,566,074
United States	2,476,947	2,476,947
Total	52,793,867	41,461,001

9. COMMITMENTS

The Company has committed to purchase raw materials to certain suppliers within two years.

As at December 31, 2019, the Company held options for a minimum of US\$3.7 million and a maximum of US\$7.8 million depending of the exchange rate of such derivatives contracts. Minimum rates vary from 1.2705 up to 1.3950. The contracts are valid until February 2021. The fair value of the derivative foreign currency forward exchange contracts amounted to \$47,316 as at December 31, 2019 and was included in Accounts receivable [June 30, 2019 – \$93,909 included in Accounts payable and accrued liabilities].