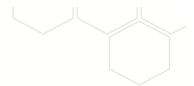


UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the three-month periods ended September 30, 2021 and 2020



Nano Rolore
Performance Through Carbon Chemistry

(Unaudited - Expressed in Canadian dollars)	As at September 30, 2021 \$	As at June 30, 2021 \$
· · · ·	· · · ·	· · · · ·
Assets Current assets		
Cash and cash equivalents	43,487,643	50,524,583
Accounts receivable and contract asset	43,487,643 14,593,501	12,733,190
Inventory	11,464,608	11,036,407
Prepaid expenses and other assets	1,566,571	616,964
	71,112,323	74,911,144
Property held for sale <i>[Note 4c]</i>	1,250,816	2,424,351
	72,363,139	77,335,495
Non-current assets		, ,
Lease deposits	180,546	58,044
Equipment deposits	336,511	291,077
Investment in a joint venture	3,925,318	3,983,059
Right-of-use assets [Note 4a]	6,353,275	4,885,169
Property, plant and equipment [Note 4b]	52,680,020	54,934,470
Intangible assets	3,435,209	3,354,446
Goodwill	460,164	460,164
Total assets	139,734,182	145,301,924
Liabilities and Shareholders' Equity Current liabilities	0.004.000	4 040 000
Operating loans [Note 5]	2,364,850	1,343,300
Accounts payable and accrued liabilities	9,812,387	15,229,027
Deferred grant	341,429	1 740 790
Contract liability	2,938,633 1,902,023	1,740,789 1,625,541
Current portion of lease liability [<i>Note 5</i>] Current portion of long-term debt [<i>Note 5</i>]	1,802,025	3,497,174
	19,160,241	23,435,831
Long-term debt directly associated with property held for sale [Note 4c]	1,021,231	1,035,431
	20,181,472	24,471,262
Non-current liabilities	,	,,===
Defined benefit liabilities	732,987	811,316
Lease liability [Note 5]	11,720,289	7,949,206
Long-term debt [Note 5]	7,560,852	8,155,266
Deferred tax liabilities	802,364	927,952
Total liabilities	40,997,964	42,315,002
Shareholders' equity		
Share capital	140,372,998	140,067,376
Reserve	3,959,281	3,880,555
Foreign currency translation reserve	78,331	88,173
Deficit	(45,674,392)	(41,049,182)
Total shareholders' equity	98,736,218	102,986,922
Total liabilities and shareholders' equity	139,734,182	145,301,924

Consolidated Statements of Financial Position

See accompanying notes to unaudited condensed interim consolidated financial statements

Note 1 – Nature of operations and liquidity risk Note 9 – Subsequent event

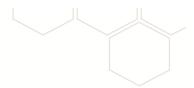
Approved on behalf of the Board of Directors

Soroush Nazarpour

Soroush Nazarpour

Benoit Gascon

Benoit Gascon



	Three-month periods ended September 2021 20		
(Unaudited - Expressed in Canadian dollars)	\$	\$	
Revenues Revenues from customers	47 820 047	12 207 200	
	17,830,017	13,207,898	
Other income	<u>988,429</u> 18,818,446	<u>2,368,769</u> 15,576,667	
	,,		
Cost of Sales and Expenses			
Cost of sales	17,293,847	11,003,991	
Research and development expenses	843,636	750,728	
Selling, general and administrative expenses	3,642,728	2,942,054	
Share-based compensation expenses	171,941	77,598	
Depreciation (production)	1,138,020	1,145,710	
Depreciation (other)	330,563	332,427	
Amortization	133,124	137,290	
Foreign exchange	82,524	(126,169)	
	23,636,383	16,263,629	
Operating loss	(4,817,937)	(686,962)	
Gain on disposal of property, plant and equipment	322,081	_	
Interest on operating loans, long-term debt and convertible debentures	(188,326)	(519,963)	
Interest accretion on lease liability	(113,351)	(105,635)	
Interest revenue	81,241	68,703	
Share of loss of a joint venture	(57,741)		
Loss before income taxes	(4,774,033)	(1,243,857)	
Current income tax expense	(79,366)	(34,407)	
Deferred income tax recovery	122,768	59,556	
	43,402	25,149	
Loss	(4,730,631)	(1,218,708)	
Other community loss			
Other comprehensive loss			
Items that may be subsequently reclassified to profit and loss:			
Exchange differences on translation of foreign subsidiaries	(0.942)	(5.216)	
subsidiaries	(9,842)	(5,316)	
Items that will not be reclassified to profit and loss:			
Retirement benefits – Net actuarial gains (losses)	105,421	(272,980)	
Total comprehensive loss	(4,635,052)	(1,497,004)	
Loss per share			
Basic and diluted	(0.03)	(0.01)	
Weighted average number of common shares outstanding (basic and diluted)	157,947,054	140,281,219	

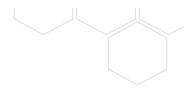
Consolidated Statements of Loss and Comprehensive loss

Nano Plore Performance Through Carbon Chemistry

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

See accompanying notes to unaudited condensed interim consolidated financial statements

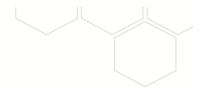




(Unaudited - Expressed in Canadian dollars)	Number of common shares	Share capital \$	Reserve \$	Convertible debentures - Options \$	Foreign currency translation reserve \$	Deficit \$	Shareholders' equity \$
	440,000,040		0 500 045		50.505	(00 750 000)	
Balance as at June 30, 2020	140,226,610	84,837,145	3,588,215	2,240,000	58,505	(29,756,603)	60,967,262
Loss	_	_		_	_	(1,218,708)	(1,218,708)
Other comprehensive loss	_	_	_	_	(5,316)	(272,980)	(278,296)
Comprehensive loss	—		_	_	(5,316)	(1,491,688)	(1,497,004)
Exercise of stock options	92,000	60,720	(19,320)	_	_	_	41,400
Share-based compensation	_	· —	77,598	_	_		77,598
Balance as at September 30, 2020	140,318,610	84,897,865	3,646,493	2,240,000	53,189	(31,248,291)	59,589,256
Loss	_	_	_	_	_	(10,588,953)	(10,588,953)
Other comprehensive loss	_	_	_	_	34,984	788,062	823,046
Comprehensive loss	_	_	_	_	34,984	(9,800,891)	(9,765,907)
Issuance of common shares (net of issuing costs of \$2,617,433)	11,500,000	43,382,567	_	_	_	_	43,382,567
Exercise of stock options	676,667	1,185,256	(361,755)	—	_		823,501
Conversion of the convertible debentures	5,434,782	10,601,688	_	(2,240,000)	_	_	8,361,688
Share-based compensation	_	_	595,817	_	_		595,817
Balance as at June 30, 2021	157,930,059	140,067,376	3,880,555		88,173	(41,049,182)	102,986,922
Loss	_	_	_	_	_	(4,730,631)	(4,730,631)
Other comprehensive loss	—	—	—	_	(9,842)	105,421	95,579
Comprehensive loss			_	_	(9,842)	(4,625,210)	(4,635,052)
Exercise of stock options	124,000	305,622	(93,215)	_	_	_	212,407
Share-based compensation			171,941				171,941
Balance as at September 30, 2021	158,054,059	140,372,998	3,959,281	—	78,331	(45,674,392)	98,736,218

Consolidated Statements of Changes in Shareholders' Equity

See accompanying notes to unaudited condensed interim consolidated financial statements



Consolidated Statements of Cash Flows

Three-n	nonth periods ended	September 30,
	2021	2020
(Unaudited - Expressed in Canadian dollars)	\$	\$
Cash flows from operating activities		
Loss	(4,730,631)	(1,218,708)
Items not affecting cash:		
Depreciation and amortization	1,601,707	1,615,427
Share-based compensation expenses	171,941	77,598
Share of loss of a joint venture	57,741	—
Interest accretion on lease liability	113,351	105,635
Interest accretion on long-term debt and convertible debentures	148,784	125,774
Other financial expenses	11,521	29,894
Deferred income tax recovery	(122,768)	(59,556)
Gain on disposal of property, plant and equipment	(322,081)	—
Difference between amounts paid for employee benefits and current period expenses	14,077	27,435
Net change in fair value of foreign exchange derivatives	447,790	(260,941)
Unrealized foreign exchange	(147,510)	124,469
Changes in non-cash operating working capital items:		
Accounts receivable and contract asset	(1,568,039)	(289,095)
Inventory	(374,551)	66,514
Prepaid expenses and other assets	(946,243)	(651,982)
Accounts payable and accrued liabilities	(2,847,104)	(999,059)
Income taxes payable	—	(18,065)
Deferred grant	341,429	(140,460)
Contract liability	1,197,673	112,102
Cook flows from financing activities	(6,952,913)	(1,353,018)
Cash flows from financing activities	040 407	44 400
Exercise of stock options, warrants and broker warrants	212,407	41,400
Variation of operating loans Lease incentive received	1,000,000	(891,745)
Repayment of lease liability	1,253,921 (678,405)	(518,409)
	(2,475,949)	
Repayment of long-term debt	(688,026)	(86,437) (1,455,191)
Cash flows from investing activities		
Variation of lease deposits	(122,502)	_
Business acquisition [Note 3]	(), i i ,	(2,303,450)
Repayment of balance of purchase price of business acquisition [Note 3]	(2,051,304)	
Additions to intangible assets	(209,797)	(56,032)
Additions to property, plant and equipment	(2,311,923)	(708,828)
Variation of equipment deposits	(45,434)	(1,675,911)
Disposal of property, plant and equipment	5,325,052	
	584,092	(4,744,221)
Change in cash and cash equivalents	(7,056,847)	(7,552,430)
Net effect of currency exchange rate on cash	19,907	8,495
Cash and cash equivalents, beginning of period	50,524,583	33,796,686
Cash and cash equivalents, end of period	43,487,643	26,252,751
Interest paid	189,785	197,368
Additions to property, plant and equipment included in accounts payable and accrued liabilities	135,032	537,826
Investment tax credit recorded against the property, plant and equipment and included in accounts receivable	,	,
and contract asset	687,018	

See accompanying notes to unaudited 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 Company was formed by amalgamation under the Canada Business Corporations Act by certificate of amalgamation dated September 21, 2017 and is headquartered at 4500 Thimens Blvd, Montreal, QC, Canada.

On July 15, 2021, NanoXplore Inc. graduated from the Toronto Stock Exchange ("TSX") Venture Exchange to the TSX. NanoXplore is still traded under "GRA" and is also listed on the OTCQX and traded under "NNXPF".

COVID-19 Pandemic

On March 11, 2020, the World Health Organization declared the outbreak of COVID-19 a global pandemic and recommended various containment and mitigation measures. Since then, extraordinary actions have been taken by public health and governmental authorities across the globe to contain the spread of COVID-19, including travel bans, social distancing, quarantines, stay-at-home orders and similar mandates for many businesses to reduce or cease normal operations.

The COVID-19 pandemic and its negative collateral effects on the supply of materials and the availability of labor continued to have an adverse effect on our business, results of operations, cash flows and financial position. However, the full impact cannot be determined at this time. The extent of the impact will depend on various factors, including the possibility of future shutdowns, impact on customers and suppliers, the rate at which economic conditions, and operations return to pre-COVID levels, any continued or future governmental orders or lock-downs due to this wave of COVID-19, or any future wave, and the potential for a recession in key markets due to the effect of the pandemic.

The discovery of several effective vaccines and their deployment allows us to hope for an end to the crisis. Until the situation is stable, the Company will continue to respond in a measured, prudent and decisive manner with continued emphasis on health and safety, cash conservation and the maintenance of its liquidity position.

Liquidity risk

Management believes that the Company has sufficient funds to meet 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 impact of COVID-19 and the speed of introduction of graphene products into different industries. The graphene commercial activity is in the commercial introduction stage and, as a result, the Company has minimal sources of operating revenue from those operations and could be dependent on external financing to fund its continued development program, if the commercial introduction of the graphene is delayed. The Company's main sources of funding have been the issuance of equity securities for cash, debt, and funds from the government of Quebec with respect to R&D tax credits, from Sustainable Development Technology Canada ("SDTC") and from the Canada emergency wage subsidies program.

The unaudited condensed interim consolidated financial statements of NanoXplore for the three-month periods ended September 30, 2021 and 2020 were reviewed, approved and authorized for issue by the Company's Board of Directors on November 11, 2021.

[EXPRESSED IN CANADIAN DOLLARS]

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 periods ended September 30, 2021 and 2020 have been prepared in accordance with International Financial Reporting Standards ["IFRS"], as issued by the International Accounting Standards Board ["IASB"]. These unaudited 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, 2021.

These unaudited 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.

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 unaudited condensed interim consolidated financial statements as compared with the most recent annual consolidated financial statements. The unaudited 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, 2021.

3. BUSINESS COMBINATIONS

On September 11, 2020, through its wholly-owned indirect subsidiary RMC Advanced Technologies Inc., the Company acquired substantially all of the assets of CSP Composites, LLC, Continental Structural Plastics, Inc. and Continental Structural Plastics of North Carolina, Inc. (collectively, "CSP Newton Plant") used in connection with its lightweight composite solutions and material business as conducted at 1400 Burris Road, Newton, North Carolina, for an unadjusted purchase price of US\$3,500,000. The purchase price was reduced by an inventory adjustment of US\$128,929. This acquisition was concluded to expand the Company's business in the United States.

CSP Newton Plant employed nearly thirty people and operated mainly in the markets of composite products for heavy trucks and machinery. It sold its products to original equipment manufacturers and distributors in the United States, Canada and South America.

This transaction was financed using the Company's available cash. The adjusted purchase price of US\$3,371,071 [\$4,437,197] is payable in two installments:

- (i) US\$1,750,000 at the closing date; and
- (ii) US\$1,621,071 12 months after the closing date and was recorded under Accounts payable and accrued liabilities in the consolidated statements of financial position.

NANO PLOTE Notes to unaudited condensed interim consolidated financial statements For the three-month periods ended September 30, 2021 and 2020

[EXPRESSED IN CANADIAN DOLLARS]

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.

\$
1,014,930
4,824,131
5,839,061
(276,414)
(276,414)
5,562,647
(1,125,450)
4,437,197

Since September 11, 2020, the assets acquired are included in the consolidated statement of financial position and the operating results are reflected in the Company's consolidated statement of loss and comprehensive loss.

4. PROPERTY, PLANT AND EQUIPMENT, RIGHT-OF-USE ASSETS AND PROPERTY HELD FOR SALE

a) Right-of-use assets

	Three-month period ended September 30, 2021 \$	Year ended June 30, 2021 \$
Balance at the beginning Additions ⁽¹⁾	4,885,169 1,751,380	5,878,706 126,017
Depreciation	(285,759)	(1,102,914)
Effect of foreign exchange differences Balance at the end	<u> </u>	(16,640) 4,885,169
	As at September 30, 2021	As at June 30, 2021
	\$	\$
Balance at the end		

Balance at the end		
Cost	9,435,762	7,723,097
Accumulated amortization	(3,082,487)	(2,837,928)
New book value	6,353,275	4,885,169

⁽¹⁾ Following the disposal of the land and building (*Note 4b*), the Company signed a leaseback for the property and a portion of the gain on disposal amounting to \$1,453,471 was accounted against the additions of right-of-use assets and will be recognized over the duration of the lease

The majority of right-of-use assets are leases of land and building.

Nano R Plore

NOTES TO UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE-MONTH PERIODS ENDED SEPTEMBER 30, 2021 AND 2020

[EXPRESSED IN CANADIAN DOLLARS]

b) Property, plant and equipment

	Land & Building	Production equipment	Leasehold improvements	Laboratory, computer, office equipment and rolling stock	Total
	\$	\$	\$	\$	<u>\$</u>
Balance as at June 30, 2020	13,106,182	33,347,199			49,680,575
Additions	1,322,272	7,498,798	,	356,412	9,228,107
Acquired in a business combination	2,487,731	2,336,400	-	-	4,824,131
Transfer to assets held for sales	(3,159,345)		-	_	(3,159,345)
Disposals	(368,648)	(11,343)	_	(20,299)	(400,290)
Depreciation	(602,108)	(3,071,456)	(240,002)		(4,554,592)
Effect of foreign exchange differences	(357,886)	(295,948)	-	(30,282)	(684,116 <u>)</u>
Balance as at June 30, 2021	12,428,198	39,803,650	1,760,007	942,615	54,934,470
Additions Transfer to leasehold improvements	_ (872,155)	770,661 _	292,790 872,155	,	1,103,634 _
Disposals	(2,358,015)	-	-	-	(2,358,015)
Depreciation	(127,640)	(860,321)	(60,168)	(134,695)	(1,182,824)
Effect of foreign exchange differences	77,359	103,052	-	2,344	182,755
Balance as at September 30, 2021	9,147,747	39,817,042	2,864,784	850,447	52,680,020
As at June 30, 2021					
Cost	13.208.847	45.705.902	2,058,489	1,662,561	62,635,799
Accumulated depreciation	(780,649)	(5,902,252)	(298,482)	(719,946)	(7,701,329)
Net book value	12,428,198	39,803,650	. , ,	942,615	54,934,470
	12,420,130	09,000,000	1,700,007	3-2,013	34,334,470
As at September 30, 2021					
Cost	9,982,487	46,548,699	3,223,434	1,704,385	61,459,005
Accumulated depreciation	(834,740)	(6,731,657)	(358,650)	(853,938)	(8,778,985)
Net book value	9,147,747	39,817,042	2,864,784	850,447	52,680,020

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

Additions of production equipment under lease during the three-month period ended September 30, 2021 amounted to \$85,111 [Year ended June 30, 2021 – \$384,405]. Leased assets are pledged as security for the related lease liability.

As at September 30, 2021, there are \$385,409, \$7,792,332 and \$46,155 of building, production equipment and computer respectively, that are not yet available for use and for which depreciation has not started [As at June 30, 2021 – \$8,104,470 and \$46,155 of production equipment and computer].

c) Property held for sale

As at September 30, 2021, the property held for sale amounted to \$1,250,816 [As at June 30, 2021 - \$2,424,351].

The Company sold the property located in Tennessee (United States) on August 24, 2021 for an amount of US\$950,000. The sale associated with the property located in Quebec has been sold in October 2021 (*Note 9*).

A long term debt that amounted to \$1,021,231 as at September 30, 2021 [As at June 30, 2021 – \$1,035,431] is associated with the property located in Quebec.

Nano R Plore

NOTES TO UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE-MONTH PERIODS ENDED SEPTEMBER 30, 2021 AND 2020

[EXPRESSED IN CANADIAN DOLLARS]

5. CREDIT FACILITIES

	Maturity	Effective interest rate %	As at September 30, 2021 \$	As at June 30, 2021 \$
Operating loans, fixed and variable rates – - Authorized amount of \$9,882,620	2022	2.7% to 4.1%	2,364,850	1,343,300
Lease liability	2021 to 2030	0.8% to 10.0%	13,622,312	9,574,747
Long-term debt, fixed and variable rates	2021 to 2028	2.5% to 5.7%	9,361,771	11,652,440
Less: current portion of operating loans Less: current portion of lease liability Less: current portion of long-term debt		-	25,348,933 2,364,850 1,902,023 <u>1,800,919</u> 19,281,141	22,570,487 1,343,300 1,625,541 3,497,174 16,104,472

Under these agreements, the Company has agreed to respect certain conditions and financial ratios. As at September 30, 2021, 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 long-term debt and credit facilities.

6. RELATED PARTY TRANSACTIONS

Martinrea is a shareholder of the Company with significant influence. During the three-month period ended September 30, 2021, subsidiaries of Martinrea purchased graphene-enhanced products and tooling products from the Company for an amount of \$383,345 [2020 – nil].

During the three-month period ended September 30, 2021, the Company has rendered services to the joint venture VoltaXplore Inc., for an amount of \$1,252 [2020 – nil]. As at September 30, 2021, an amount of \$30,811 due by VoltaXplore Inc. is included in Accounts receivable and contract assets [At as June 30, 2021 – \$69,965].

7. SEGMENTED DISCLOSURE

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

8. COMMITMENTS

The Company has committed to purchase raw materials to certain suppliers within two years and to purchase equipment and to pay for building improvement for a total amount of \$1,079,196 of which \$336,511 were paid and included in the consolidated statements of financial position as Equipment deposits as at September 30, 2021.

As at September 30, 2021, the Company held forward exchange contracts for a minimum of US\$11.6 million and a maximum of US\$17.5 million depending on the exchange rate of such derivative contracts. Rates vary from 1.2350 to up to 1.3576. The contracts are valid until December 2022. The carrying value of the derivative foreign currency forward exchange contracts amounted to \$18,213 as at September 30, 2021 and was included in Accounts receivable and contract asset [At as June 30, 2021 – \$466,003 included in Accounts receivable and contract asset].

NanoXplore and Martinrea have committed to provide up to an additional \$6,000,000 each in development funding in VoltaXplore Inc. if, as and when required.

9. SUBSEQUENT EVENT

The Company sold the property held for sale located in Quebec on October 8, 2021 for an amount of \$3,000,000 (*Note 4c*). A gain on disposal has been accounted for an amount of approximately \$1,600,000 and the related long-term debt has been reimbursed.