

UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the three-month periods ended September 30, 2022 and 2021



Nano R Plore
Performance Through Carbon Chemistry

(Unaudited - Expressed in Canadian dollars)	As at September 30, 2022 \$	As at June 30, 2022 \$	
Assets			
Current assets			
Cash and cash equivalents	42,774,905	51,232,068	
Accounts receivable and contract asset	22,356,894	21,077,868	
Inventory	18,220,808	17,507,812	
Prepaid expenses and other assets	1,159,370	1,132,896	
	84,511,977	90,950,644	
Non-current assets			
Lease deposits	190,740	182,792	
Investment in a joint venture	3,927,344	4,238,774	
Right-of-use assets [Note 4a]	8,144,729	8,381,031	
Property, plant and equipment [Note 4b]	56,071,712	54,329,195	
Intangible assets [Note 5]	8,714,495	7,256,340	
Goodwill	1,919,673	1,919,673	
Total assets	163,480,670	167,258,449	
Liabilities and Shareholders' Equity Current liabilities Operating loans [Note 6] Accounts payable and accrued liabilities Contract liability Current portion of lease liability [Note 6] Current portion of long-term debt [Note 6] Non-current liabilities Balance of purchase price of business acquisition [Note 3] Defined benefit liabilities Lease liability [Note 6] Long-term debt [Note 6] Deferred tax liabilities	5,897,480 18,422,962 837,121 2,535,309 4,661,733 32,354,605 963,213 352,720 12,406,507 4,363,605 1,258,510	4,648,900 17,029,869 536,060 2,490,911 3,168,932 27,874,672 956,014 296,817 12,742,004 6,281,882 1,575,665	
Total liabilities	51,699,160	49,727,054	
Shareholders' equity			
Share capital	169,586,592	169,354,272	
Reserve	4,334,097	4,185,185	
Foreign currency translation reserve	(150,731)	12,070	
Deficit	(61,988,448)	(56,020,132)	
Total shareholders' equity	111,781,510	117,531,395	
Total liabilities and shareholders' equity	163,480,670	167,258,449	

Consolidated Statements of Financial Position

See accompanying notes to unaudited condensed interim consolidated financial statements

Approved on behalf of the Board of Directors

Soroush Nazarpour Soroush Nazarpour

Benoit Gascon Benoit Gascon



(Unaudited - Expressed in Canadian dollars) Revenues Revenues from customers Other income	2022 \$ 27,147,167 <u>85,358</u> 27,232,525	2021 \$ 17,830,017 <u>988,429</u> 18,818,446
Revenues from customers	85,358	988,429
Revenues from customers	85,358	988,429
	85,358	988,429
Other Income	· · · · · ·	
	21,232,525	10,010,440
Cost of Sales and Expenses		
Cost of sales	23,986,964	17,293,847
Research and development expenses	721,105	843,636
Selling, general and administrative expenses	4,501,488	3,642,728
Share-based compensation expenses	222,832	171,941
Depreciation (production)	1,455,612	1,138,020
Depreciation (other)	259,874	330,563
Amortization	245,210	133,124
Foreign exchange	1,614,040	82,524
	33,007,125	23,636,383
Operating loss	(5,774,600)	(4,817,937)
Gain on disposal of property, plant and equipment	_	322,081
Interest on operating loans and long-term debt	(210,059)	(188,326)
Interest accretion on lease liability	(152,041)	(113,351)
Interest revenue	306,447	81,241
Share of loss of a joint venture	(311,430)	(57,741)
Loss before income taxes	(6,141,683)	(4,774,033)
• · · · · ·		
Current income tax expense	(46,408)	(79,366)
Deferred income tax recovery	264,019	122,768
1	217,611	43,402
Loss	(5,924,072)	(4,730,631)
Other comprehensive loss		
Items that may be subsequently reclassified to profit and loss:		
Exchange differences on translation of foreign		
subsidiaries	(162,801)	(9,842)
Items that will not be reclassified to profit and loss:		
Retirement benefits – Net actuarial gains	(44,244)	105,421
Total comprehensive loss	(6,131,117)	(4,635,052)
	(•,•••,•••)	(1,000,002)
Loss per share		
Basic and diluted	(0.04)	(0.03)
Weighted average number of common shares outstanding (basic and diluted)	165,442,612	157,947,054
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Consolidated Statements of Loss and Comprehensive loss

Nano Plore Performance Through Carbon Chemistry

In light of the loss recognized for the periods, 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





Consolidated Statements of Changes in Shareholders' Equity

	Number of common	Share capital	Reserve	Foreign currency translation reserve	Deficit	Shareholders' equity
(Unaudited - Expressed in Canadian dollars)	shares	\$	\$	\$	\$	\$
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 income	—	—	—	(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
Loss	—	—	—	—	(10,809,963)	(10,809,963)
Other comprehensive income				(66,261)	464,223	397,962
Comprehensive loss	—	_	—	(66,261)	(10,345,740)	(10,412,001)
Issuance of common shares (net of issuing costs of \$2,004,968)	6,522,000	27,996,232	_	_	_	27,996,232
Exercise of stock options	647,466	985,042	(301,040)	_	_	684,002
Share-based compensation	_	_	526,944	_	_	526,944
Balance as at June 30, 2022	165,223,525	169,354,272	4,185,185	12,070	(56,020,132)	117,531,395
Loss	_	_	_	_	(5,924,072)	(5,924,072)
Other comprehensive loss	_	_	_	(162,801)	(44,244)	(207,045)
Comprehensive loss	_	_	_	(162,801)	(5,968,316)	(6,131,117)
Exercise of stock options	352,000	232,320	(73,920)	_	_	158,400
Share-based compensation			222,832	_	_	222,832
Balance as at September 30, 2022	165,575,525	169,586,592	4,334,097	(150,731)	(61,988,448)	111,781,510

See accompanying notes to unaudited condensed interim consolidated financial statements



Consolidated Statements of Cash Flows

Nano Plore Performance Through Carbon Chemistry

Tł	nree-month periods ended	September 30,
	2022	2021
(Unaudited - Expressed in Canadian dollars)	\$	\$
Cash flows from operating activities		
Loss	(5,924,072)	(4,730,631)
Items not affecting cash:		. ,
Depreciation and amortization	1,960,696	1,601,707
Share-based compensation expenses	222,832	171,941
Share of loss of a joint venture	311,430	57,741
Interest accretion on lease liability	152,041	113,351
Interest accretion on long-term debt	29,942	148,784
Other financial expenses	11,699	11,521
Deferred income tax recovery	(264,019)	(122,768)
Gain on disposal of property, plant and equipment	_	(322,081)
Difference between amounts paid for employee benefits and current period expenses	968	14,077
Net change in fair value of foreign exchange derivatives	2,566,218	447,790
Unrealized foreign exchange	(617,956)	(147,510)
Changes in non-cash operating working capital items:		
Accounts receivable and contract asset	(1,055,990)	(1,568,039)
Inventory	(579,405)	(374,551)
Prepaid expenses and other assets	(3,469)	(946,243)
Accounts payable and accrued liabilities	(1,235,130)	(2,847,104)
Deferred grant	_	341,429
Contract liability	293,492	1,197,673
	(4,130,723)	(6,952,913)
Cash flows from financing activities		
Cash flows from financing activities	158,400	212,407
Exercise of stock options	1,200,000	1,000,000
Variation of operating loans Lease incentive received	1,200,000	1,253,921
	(799,991)	
Repayment of lease liability Repayment of long-term debt	(788,881) (484,207)	(678,405) (2,475,949)
	85,312	(688,026)
	00,012	(000,020)
Cash flows from investing activities		
Variation of lease deposits	—	(122,502)
Repayment of balance of purchase price of business acquisition	_	(2,051,304)
Additions to intangible assets	(1,694,900)	(209,797)
Additions to property, plant and equipment	(2,738,638)	(2,311,923)
Variation of equipment deposits	_	(45,434)
Disposal of property, plant and equipment	—	5,325,052
	(4,433,538)	584,092
Change in cash and cash equivalents	(8,478,949)	(7,056,847)
Net effect of currency exchange rate on cash	21,786	19,907
Cash and cash equivalents, beginning of period	51,232,068	50,524,583
Cash and cash equivalents, end of period	42,774,905	43,487,643
Interaction operating loops, long term dobt and loops, "interaction and interaction of the second se		400 705
Interest on operating loans, long-term debt and lease liability paid	377,379	189,785
Additions to property, plant and equipment included in accounts payable and accrued liabilities	-	135,032
Investment tax credit recorded against the property, plant and equipment and included in accounts receive	adie	007.040
and contract asset	toroot —	687,018
Amount included in cash and cash equivalents consisting of guaranteed investment certificates bearing int at a rate of 3.81% and having terms of 90 days	25,000,000	-
at a rate of oro for and naming terms of or adjo	_0,000,000	

See accompanying notes to unaudited condensed interim consolidated financial statements

[EXPRESSED IN CANADIAN DOLLARS]

[Unaudited – Unless specified otherwise, amounts are expressed in Canadian dollars]

1. NATURE OF OPERATIONS

NanoXplore Inc., and its subsidiaries (together "NanoXplore" or the "Corporation"), is a graphene company, a manufacturer and supplier of high-volume graphene powder for use in industrial markets. Also, the Corporation provides standard and custom graphene-enhanced plastic and composite products to various customers in transportation, packaging, electronics, and other industrial sectors. The Corporation 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 traded under "GRA" on the TSX and is also listed on the OTCQX and traded under "NNXPF".

The unaudited condensed interim consolidated financial statements of the Corporation for the three-month periods ended September 30, 2022 and 2021 were reviewed, approved and authorized for issue by the Corporation's Board of Directors on November 14, 2022.

Macroeconomics and Supply chain issues

The COVID-19 pandemic and its negative collateral effects on the supply of materials and the availability of labour continued to have an adverse effect on our business, results of operations, cash flows and financial position, which is further exacerbated by the recent conflict between Russia and Ukraine. 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, the potential for a recession in key markets due to the effect of the pandemic or other pandemics or other economic factors, and on the resulting impact on customers and suppliers, such as inflationary cost increases for wages, materials, energy, and other costs, any supply chain disruptions. A material deterioration in any of the foregoing could have a material adverse effect on the Corporation's business and results of operations. The Corporation expects to be able to continue to respond to the COVID-19 pandemic, and supply chain issues in a measured, prudent and decisive manner with continued emphasis on health and safety, cash conservation and the maintenance of its liquidity position.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The unaudited condensed interim consolidated financial statements of the Corporation and its subsidiaries for the three-month periods ended September 30, 2022 and 2021 have been prepared in accordance with International Financial Reporting Standards ["IFRS"], as issued by the International Accounting Standards Board ["IASB"], and applicable to the preparation of interim financial statements including IAS 34, Interim Financial Reporting.

These unaudited condensed interim consolidated financial statements are presented in Canadian dollars, the Corporation's functional currency, except where otherwise indicated. Each entity of the Corporation 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, 2022.

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.

[EXPRESSED IN CANADIAN DOLLARS]

Basis of consolidation

The unaudited condensed interim consolidated financial statements include the accounts of the Corporation 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, 2022.

The following standards and amendments to existing standards have been published, and their adoption is mandatory for future accounting periods.

Amendment to IAS 1 – Presentation of Financial Statements

On October 31, 2022, the IASB issued amendments to IAS 1 Presentation of Financial Statements to improve the information companies provide about long-term debt with covenants. The amendments to IAS 1 specify that covenants to be complied with after the reporting date do not affect the classification of debt as current or non-current at the reporting date. Instead, the amendments require a company to disclose information about these covenants in the notes to the financial statements. The amendments are effective for annual reporting periods beginning on or after 1 January 2024, with early adoption permitted.

3. BUSINESS COMBINATIONS

On December 15, 2021, the Corporation acquired all of the issued and outstanding shares of Canuck for a total consideration of \$9,158,408. This amount represents \$9,300,000 plus cash on hand, less debt and a working capital adjustment, and a discount on the balance of purchase price due in 24 months. This transaction was financed using the Corporation's available cash. This acquisition was concluded to expand the Corporation's downstream, value-added product offering through enhanced masterbatch and compounds.

Canuck employs approximately 40 people and provides sustainable and engineered recycled plastic compounds for use in transportation, building and construction, agriculture and packaging markets. Canuck's manufacturing facility is based in Cambridge, Ontario.

The fair value of the total consideration at the date of the transaction is presented in the table below:

	\$
Paid in cash at closing date	6,762,121
Post-closing adjustments	454,452
Balance of purchase price due in 12 months	1,000,000
Balance of purchase price due in 24 months (\$1,000,000 discounted at a rate of 3%)	941,835
Total consideration	9,158,408

This transaction qualifies as a business combination and was accounted for using the acquisition method of accounting under IFRS 3, *Business Combinations*. 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.

NANO PLOTE Notes to unaudited condensed interim consolidated financial statements For the three-month periods ended September 31, 2022 and 2021

[EXPRESSED IN CANADIAN DOLLARS]

	\$
Net identifiable assets acquired:	
Cash	386,039
Accounts receivable and contract asset	5,209,753
Inventory	2,317,473
Prepaid expenses and other assets	71,208
Right-of-use assets	1,550,072
Property, plant and equipment	2,820,720
Intangible assets	3,900,000
	16,255,265
Operating loans	(345,000)
Accounts payable and accrued liabilities	(4,008,005)
Income taxes payable	(461,315)
Lease liability	(1,581,650)
Long-term debt	(491,861)
Deferred tax liabilities	(1,668,535)
	(8,556,366)
Total identifiable net assets	7,698,899
Goodwill	1,459,509
Total consideration paid or to be paid in cash	9,158,408

Since December 15, 2021, the assets and liabilities of Canuck are included in the consolidated statement of financial position and the operating results are reflected in the Corporation's consolidated statement of loss and comprehensive loss.

The Corporation has given a general and continuing security interest in all Canuck's movable, tangible and intangible assets to secure the balance of purchase price payable.

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

a) Right-of-use assets

	Three-month period ended September 30, 2022 \$	Year ended June 30, 2022 \$
Balance at the beginning	8,381,031	4,885,169
Additions	-	3,252,623
Acquired in a business combination	-	1,550,072
Depreciation	(379,440)	(1,382,130)
Effect of foreign exchange differences	143,138	75,297
Balance at the end	8,144,729	8,381,031
Balance at the end		
Cost	12,744,228	12,601,090
Accumulated depreciation	(4,599,499)	(4,220,059)
Net book value	8,144,729	8,381,031
Net book value	0,144,729	0,301,031

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

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NOTES TO UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE-MONTH PERIODS ENDED SEPTEMBER 31, 2022 AND 2021

[EXPRESSED IN CANADIAN DOLLARS]

b) Property, plant and equipment

	Land & Building \$	Production equipment \$	Leasehold improvements \$	Laboratory, computer, office equipment and rolling stock \$	Total \$
Balance as at July 1, 2021 Additions Acquired in a business combination Transfer to leasehold improvements Disposals Depreciation	12,428,198 570,420 (872,155) (2,358,015) (406,040)	39,803,650 2,479,978 2,774,000 - (3,749,771)	586,185 6,660 872,155 –	220,408 40,060 –	54,934,470 3,856,991 2,820,720 - (2,358,015) (5,232,634)
Effect of foreign exchange differences Balance as at June 30, 2022	<u>88,701</u> 9,451,109	<u>191,182</u> 41,499,039	,	1	<u> </u>
Additions Depreciation Effect of foreign exchange differences Balance as at September 30, 2022	54,206 (94,613) 9,410,702	499,781 (1,076,832) <u>324,636</u> 41,246,624	82,955	11,140	2,659,832 (1,336,046) <u>418,731</u> 56,071,712
As at June 30, 2022 Cost Accumulated depreciation Net book value	10,560,847 (1,109,738) 9,451,109	51,088,621 (9,589,582) 41,499,039	3,535,883 (672,771)	1,930,081 (1,414,146)	67,115,432 (12,786,237) 54,329,195
As at September 30, 2022 Cost Accumulated depreciation Net book value	10,615,053 (1,204,351) 9,410,702	51,815,647 (10,569,023) 41,246,624	(747,615)	(1,475,675)	70,068,376 (13,996,664) 56,071,712

The majority of property, plant and equipment is pledged as security for the credit facilities (Note 6).

Additions of production equipment under lease during the three-month period ended September 30, 2022 amounted to \$ nil [Year ended June 30, 2022 – \$254,605]. Leased assets are pledged as security for the related lease liability.

As at September 30, 2022, there are \$556,729 and \$503,884 of building and production equipment respectively, that are not yet available for use and for which depreciation has not started [As at June 30, 2021 – \$606,907 and \$749,182 of building and production equipment respectively].

On August 24, 2022, the Corporation purchased a significant portion of the assets of XG Sciences Inc. ("XG") for an amount of \$3,894,900 [US\$3,000,000] in a sale conducted by XG's senior secured creditor pursuant to Article 9 of Michigan's enactment of the Uniform Commercial Code. The Corporation and the senior creditor have entered into an asset purchase agreement pursuant to which NanoXplore is acquiring XG's mechanical milling platform, research and development lab and all issued and pending patents and trademarks, among other items. To account for the transaction, the Corporation has estimated the value of the assets acquired and recorded such value in the inventory, property, plant and equipment and intangible assets based on this estimate.

Nano R Plore

NOTES TO UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE-MONTH PERIODS ENDED SEPTEMBER 31, 2022 AND 2021

[EXPRESSED IN CANADIAN DOLLARS]

5. INTANGIBLE ASSETS

	As at S	eptember 30,	2022	As a	t June 30, 20	22
	Customer relationship I	Patents, icenses and		Customer relationship	Patents, licenses and	
		software	Total		software	Total
	\$	\$	\$	\$	\$	\$
Balance at the beginning Additions [Note 4b]	6,408,108	848,232 1,694,900	7,256,340 1,694,900	3,166,170	188,276 761,072	3,354,446 761.072
Acquired in a business combination	-	1,094,900	1,094,900		701,072	3,900,000
Amortization Effect of foreign exchange	(207,623)	(37,587)	(245,210)	(659,449)	(101,849)	(761,298)
differences	8,465	-	8,465	1,387	733	2,120
Balance at the end	6,208,950	2,505,545	8,714,495	6,408,108	848,232	7,256,340
Balance at the end						
Cost	8,581,360	2,826,217	11,407,577	8,572,895	1,131,317	9,704,212
Accumulated amortization	(2,372,410)	(320,672)	(2,693,082)	(2,164,787)	(283,085)	(2,447,872)
Net book value	6,208,950	2,505,545	8,714,495	6,408,108	848,232	7,256,340

6. CREDIT FACILITIES

	Maturity	Effective interest rate %	As at September 30, 2022 \$	As at June 30, 2022 \$
Operating loans, fixed and variable rates – Authorized amount of \$12,201,399	2022 to 2023	3.8% to 7.1%	5,897,480	4,648,900
Lease liability	2022 to 2031	2.1% to 10.0%	14,941,816	15,232,915
Long-term debt, fixed and variable rates	2023 to 2030	5.0% to 6.2%	9,025,338	9,450,814
Less: current portion of operating loans Less: current portion of lease liability Less: current portion of long-term debt			29,864,634 5,897,480 2,535,309 4,661,733 16,770,112	29,332,629 4,648,900 2,490,911 3,168,932 19,023,886

Under these agreements, the Corporation has agreed to respect certain conditions and financial ratios. As at September 30, 2022, all conditions and financial ratios were met. Several movable hypothecs on specific assets of the Corporation and its subsidiaries and on the universality of the Corporation's present and future, tangible and intangible assets have been given as security for these long-term debt and credit facilities.

7. RELATED PARTY TRANSACTIONS

Martinrea International Inc. ("Martinrea") is a shareholder of the Corporation with significant influence. Subsidiaries of Martinrea purchased graphene-enhanced products and tooling products from the Corporation during the three-month period ended September 30, 2022 for an amount of \$212,673 [2021 – \$383,345]. As at September 30, 2022, an amount of \$629,792 due by Martinrea is included in Accounts receivable and contract assets [As at June 30, 2022 – \$628,008].

During the three-month period ended September 30, 2022, the Corporation has rendered services to its joint venture VoltaXplore Inc. for an amount of \$24,767 [2021 – \$1,252]. As at September 30, 2022, an amount of \$65,911 is included in Accounts receivable and contract assets [As at June 30, 2022 – \$37,435].

[EXPRESSED IN CANADIAN DOLLARS]

8. SEGMENTED DISCLOSURE

The Corporation's Chief Operating Decision Maker analyzes the information for the Corporation as a whole on a consolidated basis only and, as such, the Corporation determined that it has only one operating segment.

9. COMMITMENTS

The Corporation is committed to purchase raw materials to certain suppliers within two years.

As at September 30, 2022, the Corporation held derivative foreign currency forward exchange contracts to sell for a minimum of US\$26.6 million and a maximum of US\$38.9 million depending on the exchange rate of such derivative contracts. Rates vary from 1.1804 to up to 1.3720. The contracts are valid until September 2024. As at September 30, 2022, the carrying value of the derivative foreign currency forward exchange contracts of \$2,903,213 is included in Accounts payable and accrued liabilities [As at June 30, 2022 – \$336,995 included in Accounts payable and accrued liabilities].

The Corporation 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. On this amount, \$1,000,000 was already provided during the year ended June 30, 2022.