NanoXplore Inc.

UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the three-month periods ended September 30, 2026 and 2025











Consolidated Statements of Financial Position

(Unaudited - Expressed in Canadian dollars)	As at September 30, 2026 $	As at June 30, 2026 $
Assets		
Current assets		
Cash and cash equivalents	**23,517,890**	25,048,438
Accounts receivable and contract asset	**27,960,000**	33,057,368
Inventory	**16,744,575**	16,666,846
Prepaid expenses and other assets	**1,997,555**	1,650,236
	70,220,020	76,422,888
Non-current assets		
Lease deposits	**303,317**	303,114
Right-of-use assets *[Note 3a]*	**20,313,859**	18,546,208
Property, plant and equipment *[Note 3b]*	**74,614,041**	74,681,645
Intangible assets *[Note 4]*	**10,524,747**	10,935,678
Goodwill	**1,919,673**	1,919,673
Deferred tax assets	**5,324,418**	4,722,107
Total assets	**183,220,075**	187,531,313
Liabilities and Shareholders' Equity		
Current liabilities		
Operating loans	**680,240**	703,080
Accounts payable and accrued liabilities	**18,623,245**	20,509,619
Income taxes payable	**243,340**	82,759
Contract liability	**594,383**	441,636
Current portion of lease liability *[Note 5]*	**5,369,328**	4,896,438
Current portion of long-term debt *[Note 5]*	**2,788,212**	2,963,826
	28,298,748	29,597,358
Non-current liabilities		
Defined benefit liabilities	**434,920**	541,588
Lease liability *[Note 5]*	**33,055,984**	32,279,767
Long-term debt *[Note 5]*	**7,032,006**	7,590,609
Deferred tax liabilities	**4,122,692**	4,073,815
Total liabilities	**72,944,350**	74,083,137
Shareholders' equity		
Share capital [Note 6]	**207,510,956**	207,510,956
Reserve	**8,660,164**	8,408,536
Foreign currency translation reserve	**(361,989)**	(382,374)
Deficit	**(105,533,406)**	(102,088,942)
Total shareholders' equity	**110,275,725**	113,448,176
Total liabilities and shareholders' equity	**183,220,075**	187,531,313

See accompanying notes to consolidated financial statements

Approved on behalf of the Board of Directors

Rocco Marinaccio

Rocco Marinaccio

Joseph G. Peter

Joseph G. Peter

Consolidated Statements of Loss and Comprehensive Loss

(Unaudited - Expressed in Canadian dollars)	Three-month periods ended September 30, 2026 $	2025 $
Revenues		
Revenues from customers	**31,160,777**	22,986,917
Other income	**653,036**	455,734
	31,813,813	23,442,651
Cost of sales and expenses		
Cost of sales	**24,397,364**	19,021,547
Research and development expenses	**1,172,336**	1,211,423
Selling, general and administrative expenses	**5,552,453**	4,639,782
Share-based compensation expenses	**251,628**	204,546
Depreciation (production)	**2,159,993**	1,773,312
Depreciation (other)	**703,823**	707,635
Amortization	**478,435**	474,369
Foreign exchange	**284,663**	(233,948)
	35,000,695	27,798,666
Operating loss	**(3,186,882)**	(4,356,015)
Interest on operating loans and long-term debt	**(155,241)**	(54,733)
Interest accretion on lease liability	**(644,566)**	(348,309)
Interest revenue	**103,776**	66,231
Loss before income taxes	**(3,882,913)**	(4,692,826)
Current income tax expense	**(52,748)**	(37,999)
Deferred income tax recovery	**400,368**	954,495
	347,620	916,496
Loss	**(3,535,293)**	(3,776,330)
Other comprehensive income (loss)		
Items that may be subsequently reclassified to profit and loss:		
Exchange differences on translation of foreign subsidiaries	**20,385**	(192,193)
Items that will not be reclassified to profit and loss:		
Retirement benefits – Net actuarial gain (loss)	**90,829**	132,105
Total comprehensive loss	**(3,424,079)**	(3,836,418)
Loss per share		
Basic and diluted	**(0.02)**	(0.02)
Weighted average number of common shares outstanding (basic and diluted)	**181,487,392**	170,608,431

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 consolidated financial statements

Consolidated Statements of Changes in Shareholders' Equity

(Unaudited - Expressed in Canadian dollars)	Number of common shares	Share capital $	Reserve $	Foreign currency translation reserve $	Deficit $	Shareholders' equity $
Balance as at June 30, 2025	170,608,431	182,683,203	7,290,752	95,323	(90,714,156)	99,355,122
Loss	—	—	—	—	(3,776,330)	(3,776,330)
Other comprehensive loss	—	—	—	(192,193)	132,105	(60,088)
Comprehensive loss	—	—	—	(192,193)	(3,644,225)	(3,836,418)
Exercise of stock options						—
Share-based compensation	—	—	204,546	—	—	204,546
Balance as at September 30, 2025	170,608,431	182,683,203	7,495,298	(96,870)	(94,358,381)	95,723,250
Loss	—	—	—	—	(8,051,651)	(8,051,651)
Other comprehensive income (loss)	—	—	—	(285,504)	321,090	35,586
Comprehensive loss	—	—	—	(285,504)	(7,730,561)	(8,016,065)
Private placement (net of issuing costs of $1,441,343)	10,720,350	24,287,497	—	—	—	24,287,497
Exercise of stock options	158,611	540,256	(186,256)	—	—	354,000
Share-based compensation	—	—	1,099,494	—	—	1,099,494
Balance as at June 30, 2026	181,487,392	207,510,956	8,408,536	(382,374)	(102,088,942)	113,448,176
Loss	**—**	**—**	**—**	**—**	**(3,535,293)**	**(3,535,293)**
Other comprehensive income	**—**	**—**	**—**	**20,385**	**90,829**	**111,214**
Comprehensive loss	**—**	**—**	**—**	**20,385**	**(3,444,464)**	**(3,424,079)**
Exercise of stock options	**—**	**—**	**—**	**—**	**—**	**—**
Share-based compensation	**—**	**—**	**251,628**	**—**	**—**	**251,628**
Balance as at September 30, 2026	**181,487,392**	**207,510,956**	**8,660,164**	**(361,989)**	**(105,533,406)**	**110,275,725**

See accompanying notes to consolidated financial statements

Consolidated Statements of Cash Flows

(Unaudited - Expressed in Canadian dollars)	Three-month periods ended September 30, 2026 $	2025 $
Cash flows from operating activities		
Loss	**(3,535,293)**	(3,776,330)
Items not affecting cash:		
Depreciation and amortization	**3,342,251**	2,955,316
Share-based compensation expenses	**251,628**	204,546
Interest accretion on lease liability	**644,566**	348,309
Interest accretion on long-term debt	**8,489**	14,478
Deferred income tax recovery	**(400,368)**	(954,495)
Difference between amounts paid for employee benefits and current year expenses	**1,755**	6,015
Net change in fair value of foreign exchange derivatives	**52,482**	530,386
Unrealized foreign exchange	**(512,505)**	(225,169)
Changes in non-cash operating working capital items:		
Accounts receivable and contract asset	**4,522,561**	799,509
Inventory	**(123,841)**	(299,536)
Prepaid expenses and other assets	**(351,719)**	(364,969)
Accounts payable and accrued liabilities	**(2,679,567)**	(5,209,901)
Income taxes payable	**160,581**	17,734
Contract liability	**152,747**	(265,553)
	1,533,767	(6,219,660)
Cash flows from financing activities		
Variation of operating loans	**—**	(174,655)
Issuance of long-term debt	**—**	3,175,000
Repayment of lease liability	**(1,959,512)**	(1,078,322)
Repayment of long-term debt	**(740,306)**	(542,370)
	(2,699,818)	1,379,653
Cash flows from investing activities		
Additions to intangible assets	**(52,797)**	(542,361)
Additions to property, plant and equipment	**(265,876)**	(3,137,450)
	(318,673)	(3,679,811)
Change in cash and cash equivalents	**(1,484,724)**	(8,519,818)
Net effect of currency exchange rate on cash	**(45,824)**	23,782
Cash and cash equivalents, beginning of year	**25,048,438**	18,587,960
Cash and cash equivalents, end of year	**23,517,890**	10,091,924
Interest on operating loans, long-term debt and lease liability paid	**799,807**	403,042
Additions to property, plant and equipment included in accounts payable and accrued liabilities	**621,550**	165,762
Additions to property, plant and equipment paid with equipment deposits	**—**	674,414
Investment tax credit recorded against the property, plant and equipment and included in accounts receivable and contract asset	**242,977**	—

See accompanying notes to consolidated financial statements

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

1. NATURE OF OPERATIONS

NanoXplore is a graphene company and the largest manufacturer and supplier of high-volume graphene powder for use in multiple end markets with up to 5,000 tonnes of annual production capacity. The Corporation also provides standard and custom graphene-enhanced plastic and composite products to customers in the recreational vehicle, transportation, packaging, electronics, and other industrial sectors, and manufactures silicon-graphene-enhanced Li-ion batteries for the energy storage, industrial, and defense markets. NanoXplore holds over 100 patents and patent applications protecting its intellectual property, products, and process knowledge, and is one of a limited number of companies authorized to produce and sell graphene at commercial scale in Canada, the United States, the United Kingdom, and the European Union, holding Environment and Climate Change Canada (ECCC) and Health Canada certification, U.S. EPA certification, and UK and EU REACH registrations.

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.

NanoXplore is listed on the Toronto Stock Exchange ("TSX") and traded under "GRA" and is also listed on the OTCQX and traded under "NNXPF".

The Corporation has two reportable segments based on products: Advanced Materials, Plastics and Composite Products and Battery Cells and Materials *[Note 9]*.

The unaudited condensed interim consolidated financial statements of the Corporation for the three-month periods ended September 30, 2026 and 2025 were reviewed, approved and authorized for issue by the Corporation's Board of Directors on November 10, 2026.

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, 2026 and 2025 have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS accounting standards"), 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, 2026.

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 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.

The Corporation has the following subsidiaries:

Subsidiaries	Reporting segment
CEBO Injections SA ("CEBO"), based in Switzerland, with an equity interest of 100% [2025 – 100%]	Advanced Materials, Plastics and Composite Products
NanoXplore Holdings USA, Inc. ("NanoXplore Holdings USA"), based in the United States, with an equity interest of 100% [2025 – 100%]. NanoXplore Holdings USA holds 100% of NanoXplore USA, Inc. and of RMC Advanced Technologies Inc. [2025 – 100%].	Advanced Materials, Plastics and Composite Products
Sigma Industries Inc. ("Sigma"), based in Canada, with an equity interest of 100% [2025 – 100%]. Sigma has two active wholly owned subsidiaries; Faroex Ltd., based in Manitoba, and Rene Composite Materials Ltd., based in Quebec. [2025 – 100%]	Advanced Materials, Plastics and Composite Products
Canuck Compounders Inc. ("Canuck"), based in Canada, with an equity interest of 100% [2025 – 100%]	Advanced Materials, Plastics and Composite Products
VoltaXplore Inc. ("VoltaXplore"), based in Canada, with an equity interest of 100% [2025 – 100%]	Battery Cells and Materials

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, 2026.

For the three-month period ended September 30, 2026, the Management evaluated the new accounting standards and interpretations issued and effective under IFRS Accounting Standards and determined that they have no material impact on its consolidated financial statements.

THE FOLLOWING STANDARDS AND AMENDMENTS TO EXISTING STANDARDS HAVE BEEN PUBLISHED, AND THEIR ADOPTION IS MANDATORY FOR FUTURE ACCOUNTING PERIODS

The IASB has issued new standards and amendments to existing standards which are applicable to the Corporation in future periods.

IFRS 18 – Presentation and Disclosure in Financial Statements

On April 9, 2024, the IASB issued IFRS 18 Presentation and Disclosure in Financial Statements to improve reporting of financial performance. IFRS 18 replaces IAS 1 Presentation of Financial Statements. It carries forward many requirements from IAS 1 unchanged. IFRS 18 applies for annual reporting periods beginning on or after January 1, 2027. Earlier application is permitted.

The new Accounting Standard introduces significant changes to the structure of a corporation's income statement and new principles for aggregation and disaggregation of information. The main impacts of the new Accounting Standard include:

- introducing a newly defined "operating profit" subtotal and a requirement for all income and expenses to be allocated between three distinct categories based on the company's main business activities: Operating, investing and financing;
- disclosure about management performance measures; and,
- adding new principles for aggregation and disaggregation of information.
- requiring the cash flow statement to start with operating profit; and
- removal of the accounting policy choice for presentation of dividend and interest.

Management has not yet determined the impact, if any, for the Corporation.

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

a) RIGHT-OF-USE ASSETS

	Three-month period ended September 30, 2026 $	Year ended June 30, 2026 $
Balance at the beginning	**18,546,208**	6,130,403
Additions	**2,669,195**	15,209,899
Depreciation	**(911,753)**	(3,184,003)
Effect of foreign exchange differences	**10,209**	389,909
Balance at the end	**20,313,859**	18,546,208
Balance at the end		
Cost	**34,109,430**	31,430,026
Accumulated amortization	**(13,795,571)**	(12,883,818)
Net book value	**20,313,859**	18,546,208

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

b) PROPERTY, PLANT AND EQUIPMENT

	Land & Building $	Production equipment $	Leasehold improvements $	Laboratory, computer, office equipment and rolling stock $	Total $
Balance as at July 1, 2025	11,126,175	44,299,725	2,310,736	7,872,842	65,609,478
Additions	236,653	15,113,407	99,537	264,471	15,714,068
Disposals	–	–	–	–	–
Depreciation	(535,677)	(4,744,665)	(432,086)	(1,605,979)	(7,318,407)
Effect of foreign exchange differences	–	670,441	5,000	1,065	676,506
Balance as at June 30, 2026	10,827,151	55,338,908	1,983,187	6,532,399	74,681,645
Additions	**37,114**	**917,558**	**33,785**	**179,117**	**1,167,574**
Depreciation	**(129,899)**	**(1,301,453)**	**(119,539)**	**(401,172)**	**(1,952,063)**
Effect of foreign exchange differences	–	**716,885**	–	–	**716,885**
Balance as at September 30, 2026	**10,734,366**	**55,671,898**	**1,897,433**	**6,310,344**	**74,614,041**
As at June 30, 2026					
Cost	13,845,677	83,253,963	4,330,739	13,732,514	115,162,893
Accumulated depreciation	(3,018,526)	(27,915,055)	(2,347,552)	(7,200,115)	(40,481,248)
Net book value	10,827,151	55,338,908	1,983,187	6,532,399	74,681,645
As at September 30, 2026					
Cost	**13,347,114**	**80,129,808**	**3,933,938**	**12,305,971**	**109,716,831**
Accumulated depreciation	**(2,612,748)**	**(24,457,910)**	**(2,036,505)**	**(5,995,627)**	**(35,102,790)**
Net book value	**10,734,366**	**55,671,898**	**1,897,433**	**6,310,344**	**74,614,041**

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, 2026 amounted to nil [year ended June 30, 2026 – $7,142,265].

As at September 30, 2026, there are $37,114, $2,797,745 and $507,894 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, 2026 – $206,298, $7,866,462 and $492,554].

4. INTANGIBLE ASSETS

	Customer relationship	Technology	Patents, licenses and software	Total
	$	$	$	$
Balance as at July 1, 2025	3,922,235	5,183,939	2,853,317	11,959,491
Additions	–	–	873,762	873,762
Amortization	(841,388)	(668,895)	(406,077)	(1,916,360)
Effect of foreign exchange differences	2,074	–	16,711	18,785
Balance as at June 30, 2026	3,082,921	4,515,044	3,337,713	10,935,678
Additions	**–**	**–**	**52,797**	**52,797**
Amortization	**(210,135)**	**(167,224)**	**(101,076)**	**(478,435)**
Effect of foreign exchange differences	**(1,503)**	**–**	**16,210**	**14,707**
Balance as at September 30, 2026	**2,871,283**	**4,347,820**	**3,305,644**	**10,524,747**
As at June 30, 2026				
Cost	8,594,454	6,688,953	4,975,308	20,258,715
Accumulated depreciation	(5,511,533)	(2,173,909)	(1,637,595)	(9,323,037)
Net book value	3,082,921	4,515,044	3,337,713	10,935,678
As at September 30, 2026				
Cost	**8,592,951**	**6,688,953**	**5,044,315**	**20,326,219**
Accumulated depreciation	**(5,721,668)**	**(2,341,133)**	**(1,738,671)**	**(9,801,472)**
Net book value	**2,871,283**	**4,347,820**	**3,305,644**	**10,524,747**

As at September 30, 2026, there is $104,895 of software that is not yet available for use and for which amortization has not started [As at June 30, 2026 – $91,961].

5. CREDIT FACILITIES

	Maturity	Effective interest rate %	As at September 30, 2026 $	As at June 30, 2026 $
Operating loans, fixed and variable rates – Authorized amount of $10,693,184	**2026 to 2027**	**3.6%**	**680,240**	703,080
Lease liability	**2026 to 2035**	**2.4% to 8.4%**	**38,425,312**	37,176,205
Long-term debt, fixed and variable rates	**2027 to 2036**	**4.6% to 7.9%**	**9,820,218**	10,554,435
			48,925,770	48,433,720
Less: current portion of operating loans			**680,240**	703,080
Less: current portion of lease liability			**5,369,328**	4,896,438
Less: current portion of long-term debt			**2,788,212**	2,963,826
			40,087,990	39,870,376

Under these agreements, the Corporation has agreed to respect certain conditions and financial ratios. As at September 30, 2026, 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.

a) LEASE LIABILITY

The Corporation has the following leases related to equipment and building:

	As at September 30, 2026 $	As at June 30, 2026 $
Equipment *[Note 3a, 3b]*	**14,357,644**	15,145,046
Building *[Note 3a]*	**24,067,668**	22,031,159
Total lease liability	**38,425,312**	37,176,205

6. EQUITY

On October 30, 2025, the Corporation completed a financing by way of a bought deal private placement of 10,720,350 common shares at a price of $2.40 per share for gross proceeds of $25,728,840. The aggregate issuance costs related to this issuance, including the commission, were $1,441,343 and paid in cash.

During the year ended June 30, 2026, 1,580,043 options were granted. These options have an exercise price between $2.09 and $2.43 with a vesting period between one year and three years and a half and expiration date between five and ten years from the grant date. The exercise price is based on the share price the day prior to the grant.

During the year ended June 30, 2026, 158,611 options were exercised resulting in cash proceeds of $354,000 and a transfer from “Reserve” to “Share capital” of $186,256. The weighted average share price on the date of exercise of the options was $2.64.

During the three-month period ended September 30, 2026, 200,000 options were granted. These options have an exercise price of $1.37 and $1.46 with a vesting period between one year and three years and a half and expiration date of ten years from the grant date. The exercise price is based on the share price the day prior to the grant.

7. RELATED PARTY TRANSACTIONS

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, 2026 for an amount of $483,712 [As at June 30, 2026 – $533,794]. As at September 30, 2026, an amount of $290,656 due by Martinrea is included in Accounts receivable and contract assets [As at June 30, 2026 – $351,267].

8. COMMITMENTS

As at September 30, 2026, the Corporation held forward exchange contracts to sell for a minimum of US$10.0 million and a maximum of US$15.3 million depending on the exchange rate of such derivative contracts. Rates vary from 1.352 to up to 1.403. The contracts are valid until March 2028. As at September 30, 2026, the carrying value of the derivative foreign currency forward exchange contracts of $466,302 is included in Accounts payable and accrued liabilities [As at June 30, 2026 – $413,820].

9. SEGMENTED DISCLOSURE

The Corporation's Chief Operating Decision Maker analyzes the information for the Corporation on two reporting segments, based on products:

- **Advanced Materials, Plastics and Composite Products:**
  Provides standard and custom graphene-enhanced plastic and composite products to various customers in transportation, packaging, electronics, and other industrial sectors.

- **Battery Cells and Materials:**
  Provides silicon-graphene-enhanced Li-ion battery cells for the energy storage, industrial and defense markets.

The accounting policies of the segments are the same as the accounting policies of the Corporation.

REVENUES AND EXPENSES BY OPERATING SEGMENTS

For the three-month periods ended September 30, 2026 and 2025:

	2026			2025		
	Advanced Materials, Plastics and Composite Products	Battery Cells and Materials	Total	Advanced Materials, Plastics and Composite Products	Battery Cells and Materials	Total
	$	$	$	$	$	$
Revenues						
Revenues from customers	31,160,777	—	**31,160,777**	22,904,522	82,395	**22,986,917**
Other income	324,341	328,695	**653,036**	259,014	196,720	**455,734**
	31,485,118	328,695	**31,813,813**	23,163,536	279,115	**23,442,651**
Cost of sales and expenses						
Cost of sales	24,397,364	—	**24,397,364**	19,021,547	—	**19,021,547**
Research and development expenses and Selling, general and administrative expenses	6,292,490	432,299	**6,724,789**	5,500,747	350,458	**5,851,205**
Share-based compensation expenses	251,628	—	**251,628**	204,546	—	**204,546**
Depreciation and amortization	2,929,135	413,116	**3,342,251**	2,541,901	413,415	**2,955,316**
Foreign exchange	283,526	1,137	**284,663**	(230,948)	(3,000)	**(233,948)**
	34,154,143	846,552	**35,000,695**	27,037,793	760,873	**27,798,666**
Operating loss	(2,669,025)	(517,857)	**(3,186,882)**	(3,874,257)	(481,758)	**(4,356,015)**
Net interest expenses	(687,297)	(8,734)	**(696,031)**	(329,957)	(6,854)	**(336,811)**
Loss before income taxes	**(3,356,322)**	**(526,591)**	**(3,882,913)**	**(4,204,214)**	**(488,612)**	**(4,692,826)**

NANOXPLORE

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