



E N W Λ V E
C O R P O R A T I O N

Consolidated Financial Statements

Years ended September 30, 2023 and 2022

(expressed in thousands of Canadian dollars)



Independent auditor's report

To the Shareholders of EnWave Corporation

Our opinion

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of EnWave Corporation and its subsidiaries (together, the Company) as at September 30, 2023 and 2022, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards (IFRS).

What we have audited

The Company's consolidated financial statements comprise:

- the consolidated statements of loss for the years ended September 30, 2023 and 2022;
- the consolidated statements of comprehensive loss for the years then ended;
- the consolidated statements of financial position as at September 30, 2023 and 2022;
- the consolidated statements of changes in equity for the years then ended;
- the consolidated statements of cash flows for the years then ended; and
- the notes to the consolidated financial statements, which include significant accounting policies and other explanatory information.

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements.

PricewaterhouseCoopers LLP
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"PwC" refers to PricewaterhouseCoopers LLP, an Ontario limited liability partnership.



Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended September 30, 2023. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

| Key audit matter | How our audit addressed the key audit matter |
|--|--|
| <p>Revenue recognition – Total estimated costs at completion of the performance obligation on equipment construction contracts</p> <p><i>Refer to note 2 – Basis of preparation, note 3 – Significant accounting policies and note 18 – Revenues to the consolidated financial statements.</i></p> <p>For the year ended September 30, 2023, the Company recognized revenue from equipment construction contracts of \$6.257 million. The Company generally recognizes revenue from equipment construction contracts over time when an equipment purchase contract is for a customized machine design per the customer's specification. Revenue is recognized based on the extent of progress towards completion of the performance obligation. The measure of progress towards completion requires judgment and management typically uses the cost-to-cost measure of progress for contracts because it best depicts the transfer of assets to the customer, which occurs as costs are incurred on contracts. Under the cost-to-cost measure of progress, the extent of progress towards completion is measured based on the ratio of costs incurred to date to the total estimated costs at completion of the performance obligation.</p> <p>Management must make assumptions and estimates regarding the measurement of progress towards completion of the performance obligation over time. These assumptions and estimates</p> | <p>Our approach to addressing the matter included the following procedures, among others:</p> <ul style="list-style-type: none">• Tested how management determined the total estimated costs at completion of the performance obligation:<ul style="list-style-type: none">– Tested the underlying data used for a sample of contracts by:<ul style="list-style-type: none">◦ Agreeing key contractual terms back to signed contracts.◦ Testing the costs incurred to supporting evidence.• Evaluated the reasonableness of assumptions related to total estimated costs at completion, including costs of materials, labour and overhead by:<ul style="list-style-type: none">– For a sample of contracts completed as at year-end, performing look-back procedures to compare the originally estimated and the actual costs incurred.– For a sample of in-progress contracts as at year-end, testing the total estimated costs at completion by comparing the costs of materials, labour and overhead initially budgeted for the contracts to the actual costs of materials, labour and overhead incurred.– Interviewing project managers to evaluate the achievement of technical specifications and milestone events, and the total estimated costs at completion, |



Key audit matter

relate to the complexity of the work being performed, achievement of technical specifications and milestone events, and the total estimated costs at completion, including materials, labour and overhead, to meet the performance obligations.

We considered this a key audit matter due to the judgments applied by management in determining the total estimated costs at completion of the performance obligation. This in turn led to significant auditor judgments and audit effort in performing procedures to evaluate the total estimated costs at completion.

How our audit addressed the key audit matter

- including materials, labour and overhead, to meet the performance obligations.
- Comparing information obtained from interviewing project managers to supporting documents.

Other information

Management is responsible for the other information. The other information comprises the Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.



Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We are also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.



We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is David Neale.

PricewaterhouseCoopers LLP

Chartered Professional Accountants

Vancouver, British Columbia
December 14, 2023

EnWave Corporation

Consolidated Statements of Loss

For the years ended September 30, 2023 and 2022

(expressed in thousands of Canadian dollars, except per share data)

| | Note | 2023 \$ | 2022 \$ |
|--|-------|--------------------|-------------|
| Revenues | 18 | 11,363 | 11,048 |
| Direct costs | | 6,930 | 5,872 |
| | | 4,433 | 5,176 |
| Expenses | | | |
| General and administration | | 2,188 | 2,737 |
| Sales and marketing | | 1,396 | 2,102 |
| Research and development | | 1,577 | 1,998 |
| Stock-based compensation | 16(d) | 556 | 1,132 |
| Impairment of Asset | 8,11 | 315 | - |
| Amortization of intangible assets | 10 | 10 | 118 |
| Other income | 20 | - | (147) |
| Foreign exchange loss (gain) | | 27 | (96) |
| Finance income | 4a, 9 | (185) | (144) |
| Finance expense | 14b | 128 | 118 |
| | | 6,012 | 7,818 |
| Loss from continuing operations before income taxes | | (1,579) | (2,642) |
| Income tax expense | | | |
| Current | 21 | - | - |
| Deferred | 21 | - | - |
| Loss from continuing operations | | (1,579) | (2,642) |
| Loss for the year from discontinued operations | 23,21 | (4,933) | (4,285) |
| Loss for the year | | (6,512) | (6,927) |
| Net loss per share: | | | |
| Continuing operations, basic and diluted | | (0.01) | (0.02) |
| Discontinued operations, basic and diluted | | (0.05) | (0.04) |
| | | (0.06) | (0.06) |
| Weighted average number of shares outstanding | | | |
| Basic and diluted | | 110,548,438 | 110,351,301 |

The accompanying notes are an integral part of these consolidated financial statements.

EnWave Corporation

Consolidated Statements of Comprehensive Loss For the years ended September 30, 2023 and 2022

(expressed in thousands of Canadian dollars)

| | Note | 2023 \$ | 2022 \$ |
|--|------|-----------------------|-----------------------|
| Net loss for the year | | (6,512) | (6,927) |
| Other comprehensive loss | | | |
| Items that may be subsequently reclassified to profit or loss: | | | |
| Foreign exchange translation (loss) gain | | <u>(110)</u> | <u>435</u> |
| Total comprehensive loss for the year | | <u>(6,622)</u> | <u>(6,492)</u> |

The accompanying notes are an integral part of these consolidated financial statements.

EnWave Corporation

Consolidated Statements of Financial Position

As at September 30, 2023 and 2022

(expressed in thousands of Canadian dollars)

| | Note | 2023 \$ | 2022 \$ |
|--|-------|----------------------|----------------------|
| Assets | | | |
| Current assets | | | |
| Cash and cash equivalents | 4(a) | 4,171 | 6,199 |
| Restricted cash | 4(b) | 417 | 614 |
| Trade receivables | 6 | 1,183 | 1,980 |
| Due from customers on contract | 5 | 818 | 852 |
| Loans receivable, current | 9 | 984 | 515 |
| Inventory | 8 | 3,353 | 6,622 |
| Prepays and other receivables | 7 | 478 | 678 |
| Income taxes receivable | 21 | 672 | 540 |
| | | <u>12,076</u> | <u>18,000</u> |
| Non-current assets | | | |
| Loans receivable, non-current | 9 | 462 | 268 |
| Deposits and other receivables | | 56 | 51 |
| Plant and equipment | 11 | 2,269 | 5,539 |
| Right-of-use assets | 14(a) | 1,166 | 1,968 |
| Intangible assets | 10 | 2 | 21 |
| | | <u>3,955</u> | <u>7,847</u> |
| Total assets | | <u>16,031</u> | <u>25,847</u> |
| Liabilities | | | |
| Current liabilities | | | |
| Loan payable | 12 | - | 4 |
| Trade and other payables | 13 | 2,516 | 4,476 |
| Customer deposits and deferred revenue | 5 | 443 | 1,311 |
| Current portion of lease liabilities | 14(b) | 411 | 820 |
| Current portion of other liability | 15(a) | 126 | 5 |
| | | <u>3,496</u> | <u>6,616</u> |
| Non-current liabilities | | | |
| Loan payable | 12 | - | 220 |
| Long-term portion of lease liabilities | 14(b) | 973 | 1,383 |
| | | <u>973</u> | <u>1,603</u> |
| Total liabilities | | <u>4,469</u> | <u>8,219</u> |
| Equity | | | |
| Share capital | 16(b) | 79,812 | 79,559 |
| Warrants | 16(c) | - | 1,040 |
| Contributed surplus | | 12,422 | 11,079 |
| Foreign currency translation reserve | | 515 | 625 |
| Deficit | | <u>(81,187)</u> | <u>(74,675)</u> |
| Total equity | | <u>11,562</u> | <u>17,628</u> |
| Total liabilities and equity | | <u>16,031</u> | <u>25,847</u> |

The accompanying notes are an integral part of these consolidated financial statements.

EnWave Corporation

Consolidated Statements of Changes in Equity

For the years ended September 30, 2023 and 2022

(expressed in thousands of Canadian dollars)

| | Share capital | | Warrants | Contributed surplus | Foreign currency translation reserve | Deficit | Total |
|--|--------------------|---------------|--------------|---------------------|--------------------------------------|-----------------|---------------|
| | Amount | Value | | | | | |
| | | \$ | \$ | \$ | \$ | \$ | \$ |
| Balance – September 30, 2021 | 110,205,055 | 79,272 | 1,040 | 10,234 | 190 | (67,748) | 22,988 |
| Net loss for the period | - | - | - | - | - | (6,927) | (6,927) |
| Effects of foreign currency translation | - | - | - | - | 435 | - | 435 |
| Expiry of warrants | - | - | - | - | - | - | - |
| Shares repurchased and cancelled | - | - | - | - | - | - | - |
| Shares issued on exercise of stock options | - | - | - | - | - | - | - |
| Shares issued with restricted share rights | 235,000 | 287 | - | (287) | - | - | - |
| Restricted share rights | - | - | - | 219 | - | - | 219 |
| Stock-based compensation | - | - | - | 913 | - | - | 913 |
| Balance – September 30, 2022 | 110,440,055 | 79,559 | 1,040 | 11,079 | 625 | (74,675) | 17,628 |
| Net loss for the period | - | - | - | - | - | (6,512) | (6,512) |
| Effects of foreign currency translation | - | - | - | - | (110) | - | (110) |
| Expiry of warrants | - | - | (1,040) | 1,040 | - | - | - |
| Shares repurchased and cancelled | - | - | - | - | - | - | - |
| Shares issued on exercise of stock options | - | - | - | - | - | - | - |
| Shares issued with restricted share rights | 255,000 | 253 | - | (253) | - | - | - |
| Restricted share rights | - | - | - | 165 | - | - | 165 |
| Stock-based compensation | - | - | - | 391 | - | - | 391 |
| Balance – September 30, 2023 | 110,695,055 | 79,812 | - | 12,422 | 515 | (81,187) | 11,562 |

The accompanying notes are an integral part of these consolidated financial statements.

EnWave Corporation

Consolidated Statements of Cash Flows

For the years ended September 30, 2023 and 2022

(expressed in thousands of Canadian dollars)

| | Note | 2023 \$ | 2022 \$ |
|---|-------|----------------|----------------|
| Cash flows from operating activities | | | |
| Net loss for the year | | (1,579) | (2,642) |
| Items not affecting cash: | | | |
| Depreciation and amortization | | 1,117 | 1,098 |
| Stock-based compensation | 16(d) | 556 | 1,132 |
| Finance income | 4a,9 | (185) | (144) |
| Finance expense | 14b | 128 | 118 |
| Impairment of Assets | 8,11 | 315 | - |
| Foreign exchange gain (loss) | | 27 | (96) |
| | | <u>379</u> | <u>(534)</u> |
| Changes in non-cash working capital: | | | |
| Restricted cash | | 198 | (326) |
| Trade receivables | | (3) | 94 |
| Prepays and other receivables | | 68 | 165 |
| Loan receivables | | (687) | 385 |
| Inventory | | 332 | (766) |
| Trade and other payables | | (587) | (339) |
| Payment received from security deposits | | (428) | 446 |
| Due from customers on contract and deferred revenue | | (892) | 633 |
| | | <u>(1,620)</u> | <u>(242)</u> |
| Net cash used in operating activities from continuing operations | | (1,620) | (242) |
| Net cash used in operating activities from discontinued operations | | (894) | (2,021) |
| Net cash used in operating activities | | <u>(2,514)</u> | <u>(2,263)</u> |
| Cash flows from investing activities | | | |
| Acquisition of plant and equipment | | (46) | (1,803) |
| Acquisition of intangible assets | | - | (4) |
| Finance income received | | 81 | 76 |
| | | <u>35</u> | <u>(1,731)</u> |
| Net cash generated by (used in) investing activities from continuing operations | | 35 | (1,731) |
| Net cash generated by (used in) investing activities from discontinued operations | | 1,323 | (791) |
| Net cash generated by (used in) investing activities | | <u>1,358</u> | <u>(2,522)</u> |
| Cash flows from financing activities | | | |
| Payment of lease principal liabilities | 14(b) | (382) | (319) |
| Payment of lease interest | 14(b) | (128) | (112) |
| Payment received from finance leases | | 8 | 30 |
| Payment of other liability | | 121 | (129) |
| | | <u>(381)</u> | <u>(530)</u> |
| Net cash used in financing activities from continuing operations | | (381) | (530) |
| Net cash used in financing activities from discontinued operations | | (519) | (409) |
| Net cash used in financing activities | | <u>(900)</u> | <u>(939)</u> |
| Effect of foreign exchange translation on cash | | 28 | 133 |
| | | <u>(1,938)</u> | <u>(2,370)</u> |
| Decrease in cash and cash equivalents – continuing operations | | (1,938) | (2,370) |
| Decrease in cash and cash equivalents – discontinued operations | | (90) | (3,221) |
| Cash and cash equivalents - Beginning of the year | | 6,199 | 11,790 |
| | | <u>4,171</u> | <u>6,199</u> |
| Cash and cash equivalents - End of the year | | 4,171 | 6,199 |
| Non-cash transactions | | | |
| Acquisition of plant and equipment through accounts payable | | (27) | 142 |
| Purchase of inventory through accounts payable | | (82) | 276 |

The accompanying notes are an integral part of these consolidated financial statements.

EnWave Corporation

Notes to the Consolidated Financial Statements

September 30, 2023 and 2022

(expressed in thousands of Canadian dollars)

1 Nature of operations

EnWave Corporation (“EnWave” or “the Company”) was incorporated under the Canada Business Corporations Act on July 14, 1999. The Company’s principal business is the licensing of its intellectual property through royalty-bearing agreements and the design, construction, marketing and sales of vacuum-microwave dehydration machinery for the food, cannabis and biomaterial industries.

The registered office of the Company is 1000 Cathedral Place - 925 West Georgia Street, Vancouver, BC V6C 3L2, Canada.

The Company’s wholly owned subsidiary, EnWave USA Corporation, is an incorporated subsidiary registered in the State of Washington.

NutraDried Food Company, LLC (“NutraDried”), is a wholly owned subsidiary of EnWave USA Corporation and a Limited Liability Corporation registered in Washington State. NutraDried manufactured, marketed and sold certain dehydrated food products manufactured using EnWave’s proprietary technology. NutraDried is in the process of an orderly wind-down and its material capital assets have been sold as outlined below in Note 2 and Note 23.

The Company’s wholly owned subsidiary, REV Technology Corporation, is an incorporated subsidiary registered in the State of Delaware.

2 Basis of preparation

Statement of compliance

These annual consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). These consolidated financial statements were approved for issuance by the Board of Directors on December 14, 2023. Certain prior period amounts have been reclassified to conform to the current period’s presentation.

Critical accounting estimates and judgements

The preparation of consolidated financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenues and expenses. Actual results may differ from these estimates. The Company regularly reviews its estimates and assumptions; however, it is possible that circumstances may arise which may cause actual results to differ from management estimates, and these differences could be material. Estimates and underlying assumptions are reviewed on an ongoing basis and revisions to estimates are recorded prospectively.

Revenue recognition

The revenue recognition policy for customized equipment sales contracts is the percentage-of-completion method. The stage of completion is measured by reference to the actual contract costs incurred as a percentage of total estimated costs for each contract. Determining the estimated contract cost is considered a significant accounting estimate which requires detailed knowledge of the costs to be incurred based on the

EnWave Corporation

Notes to the Consolidated Financial Statements

September 30, 2023 and 2022

(expressed in thousands of Canadian dollars)

required design customizations. If the total actual contract costs were to differ by 10% from management's estimated contract costs, the amount of revenue recognized in the period would be increased or decreased by \$299 (2022 - \$139).

Impairment of inventory

The Company measures inventory at the lower of cost and net realizable value, and in the event cost exceeds net realizable value, an impairment charge is recorded. This determination requires judgement, which includes, among other factors, the selling price, less the estimated costs of completion and selling expenses.

Leases

The right-of-use asset and lease liability valuations are based on the present value of the lease payments over the lease term. The lease term is determined as the non-cancellable term of the lease, which may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. The Company applies judgment in evaluating whether it is reasonably certain whether or not to exercise the option to extend or terminate the lease, and any modifications to the lease term will result in the revaluation of the lease. The present value of the lease payments is dependent on the incremental borrowing rate used, which the Company applies estimates when determining the rates.

Estimated useful lives of property, plant and equipment

Depreciation of property, plant and equipment is dependent upon estimates of useful lives and residual values which are determined through knowledge of the business and judgment. Residual values, useful lives and depreciation methods are reviewed annually for relevancy and changes are accounted for prospectively. The assessment of any impairment of these assets is dependent upon estimates of recoverable amounts that take into account factors such as economic conditions, market conditions and the useful lives of the assets.

Impairment of non-financial assets

At each reporting date, the Company assesses its non-financial assets to determine whether there are any indications of impairment. If any indication of impairment exists, an estimate of the asset's recoverable amount is calculated. Non-financial assets that do not generate independent cash flows are grouped together into a cash generating unit ("CGU"), which represents the lowest level at which largely independent cash flows are generated. The recoverable amount of a CGU is the greater of its value in use and its fair value less costs of disposal. Value in use is calculated as the present value of the estimated future cash flows discounted at appropriate discount rates. These calculations require the use of estimates and assumptions.

Warranty provision

The Company recognizes revenue from the sale of machines to customers. Machines are sold with a manufacturer's warranty valid for a set period of time. The Company estimates, based on past experience with similar sales, that the warranty costs will not exceed 1% of revenues. The Company therefore recognizes a provision for warranty equal to 1% of revenue recognized.

EnWave Corporation

Notes to the Consolidated Financial Statements

September 30, 2023 and 2022

(expressed in thousands of Canadian dollars)

Share-based compensation

The fair value of stock options and warrants is calculated using the Black-Scholes option pricing model. When determining the fair value of stock options and warrants, management is required to make assumptions and estimates related to expected lives, volatility, risk-free rate, future dividend yields and estimated forfeitures at the initial grant date. Changes in assumptions used to estimate the fair value could result in materially different results.

Discontinued operations

Discontinued operations are reported when a component of the Company, representing a separate major line of business or geographical area of operations with clearly distinguishable cash flows, has been disposed of or is held for sale. Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier. Discontinued operations are reported as a separate element on the consolidated statements of loss and comprehensive loss for both the current and comparative periods. NutraDried has been classified and reported as a discontinued operation.

3 Significant accounting policies

The following policies have been applied to the consolidated financial statements presented:

Basis of measurement

These consolidated financial statements have been prepared in accordance with IFRS as issued by the IASB. The consolidated financial statements have been prepared under the historical cost convention, except for derivative contracts which are measured at fair value.

Accounting standards and amendments issued and not yet adopted

The following IFRS standards have been issued by the ISAB and pronouncements that are not expected to have a significant impact have been excluded.

Amendments to IAS 1: Classification of Liabilities as Current or Non-Current

The amendment clarifies the classification requirements to determine if a liability with an uncertain settlement date should be presented as current or non-current in the statement of financial position. Under the new requirement, the assessment of whether a liability is presented as current or non-current is based on the contractual arrangements in place as at the reporting date and does not impact the amount or timing of recognition.

The amendment is effective for annual reporting periods beginning on or after January 1, 2024 and is to be applied retrospectively, with earlier application permitted. The Company has evaluated the implications of adopting the amendment and does not believe there to be any significant impact on the Company's consolidated financial statements.

EnWave Corporation

Notes to the Consolidated Financial Statements

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(expressed in thousands of Canadian dollars)

New accounting standard IFRS S1: General Requirements for Disclosure of Sustainability-related Financial Information

The new accounting standard requires an entity to disclose information about all sustainability-related risks and opportunities that could reasonably be expected to affect the entity's cash flows, its access to finance or cost of capital over the short, medium or long term (collectively referred to as 'sustainability-related risks and opportunities that could reasonably be expected to affect the entity's prospects').

The amendment is effective for annual reporting periods beginning on or after January 1, 2024 with earlier application permitted as long as *IFRS S2 Climate-related Disclosures* is also applied. The company is in the process of evaluating the implications of the new standard and the potential impact on the Company's consolidated financial statements.

New accounting standard IFRS S2: Climate-related Disclosures

The new accounting standard requires an entity to disclose information about its climate-related risks and opportunities that is useful to users of general purpose financial reports in making decisions relating to providing resources to the entity.

The amendment is effective for annual reporting periods beginning on or after January 1, 2024 with earlier application permitted as long as *IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information* is also applied. The company is in the process of evaluating the implications of the new standard and the potential impact on the Company's consolidated financial statements.

Principles of consolidation and non-controlling interest

Subsidiaries are all entities over which the Company has the power to govern the financial and operating policies. Subsidiaries are consolidated from the date on which control is transferred to the Company. They are de-consolidated from the date that control ceases.

The Company's subsidiaries are:

- REV Technology Corporation, incorporated in the state of Delaware, USA (100% owned by the Company)
- EnWave USA Corporation, incorporated in the state of Delaware, USA (100% owned by the Company)
- NutraDried Food Company, LLC, a limited liability corporation incorporated in Washington, USA (EnWave USA Corporation owns 100%)

Intercompany balances and transactions, including income and expenses arising from intercompany transactions, are eliminated in preparing the consolidated financial statements.

When the Company ceases to consolidate a subsidiary due to a loss of control of the entity, the investment in the entity is re-measured to its fair value with the change in carrying amount recognized in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognized in other

EnWave Corporation

Notes to the Consolidated Financial Statements

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(expressed in thousands of Canadian dollars)

comprehensive income in respect of that entity are accounted for as if the group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognized in other comprehensive income are reclassified to profit or loss.

Foreign currency translation

Functional and reporting currency

Items included in the financial statements of each of the Company's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). These consolidated financial statements are presented in Canadian dollars, which is the Company's reporting currency.

Transactions and balances

Foreign currency transactions are translated into Canadian dollars using the exchange rates prevailing at the dates of the transactions or the date of valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of the monetary assets and liabilities denominated in foreign currencies are recognized in the consolidated statement of comprehensive loss.

Consolidation

The results and financial position of all the companies that have a functional currency different from the reporting currency are translated into the reporting currency as follows:

- assets and liabilities are translated at the closing rate at the date of that statement of financial position;
- income and expenses are translated at average exchange rates; and
- all resulting exchange differences are recognized in other comprehensive income (loss) and accumulated in other comprehensive income (loss) within equity.

Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held with banks, and other short-term highly liquid investments with original maturities of three months to a year and redeemable after one to three months.

Restricted cash

Restricted cash is cash that has been pledged as collateral for the Company's foreign exchange derivative contracts, corporate card, government grants and banking facilities.

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Financial instruments

The Company classifies its financial instruments based on the purpose for which the financial assets and liabilities were acquired. Management determines the classification of the financial assets and liabilities at initial recognition. The Company has the following types of financial assets and liabilities:

- a) **Loans and receivables:** Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. The Company's loans and receivables comprise trade receivables, loan receivables, cash and cash equivalents, due from customers on contract and restricted cash, and are included in current assets due to their short-term nature. Loans and receivables are initially recognized at the amount expected to be received and subsequently carried at amortized cost using the effective interest rate method with gains and losses recorded in the consolidated statement of loss.
- b) **Other financial liabilities:** Other financial liabilities are carried at amortized cost and include trade and other payables, loan payable, amounts due to related parties, customer deposits and deferred revenue, and other liability. They are initially recognized at the amount required to be paid, and subsequently measured at amortized cost using the effective interest rate method with gains or losses recorded in the consolidated statement of loss.
- c) **Derivative contracts:** Derivative contracts are categorized as financial assets and liabilities carried at fair value through profit or loss and have not been designated in hedge accounting relationships. Derivative contracts are included in current assets and current liabilities, except for those with maturities greater than 12 months after the end of the reporting period, which are classified as non-current assets and liabilities. Derivative assets are presented within prepaids and other receivables. Derivative liabilities are presented within trade and other payables.

Impairment of financial and non-financial assets

Financial assets

The Company's financial assets that are subject to IFRS 9's expected credit loss model consist of loans and trade receivables, all of which are measured at amortized cost. While cash, cash equivalents and restricted cash are also subject to the impairment requirements of IFRS 9, the impairment loss is insignificant as all cash, cash equivalents and restricted cash are placed with high credit quality financial institutions.

For trade receivables and loan receivables, the Company applies the simplified expected credit loss model which requires the recognition of loss allowance based on lifetime expected credit loss. The Company has determined that due to extremely low credit risk from its receivables, the expected credit loss provision is de minimis.

Non-financial assets

The carrying amounts of the Company's non-financial assets, which includes intangible assets, are reviewed at each reporting date to determine whether there are any events or changes that are indicators of impairment. If such an indication exists, then the asset's recoverable amount is estimated.

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For the purpose of impairment testing, assets are grouped together in the smallest group of assets that generate cash inflows from continuing use that is largely independent of the cash inflows of other assets or groups of assets or cash generating units (“CGUs”). The recoverable amount of an asset or CGU is the greater of its value in use and fair value less costs to sell. In assessing value in use, future discounted cash flows are estimated. An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in the consolidated statement of loss. The Company evaluates impairment losses for potential reversals (other than goodwill) when events or circumstances warrant such consideration.

Inventory

Inventories comprise machine parts and work-in-progress. The cost of inventory includes direct material costs, direct labour, and an allocation of variable and fixed manufacturing overhead, including depreciation. Inventories are valued at the lower of cost and net realizable value. Cost is determined using the weighted average basis. Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. If the carrying value exceeds the net realizable amount, a write-down is recognized. The write-down may be reversed in a subsequent period if the circumstances that caused it no longer exist.

The Company rents its machinery on a short-term basis to companies evaluating the machinery. When the term of the rental agreement is less than 12 months, the machinery is recorded as an asset in inventory. Amortization is not recorded where leases are short term in nature as the asset can be redeployed without significant modification. When the term of the rental agreement exceeds 12 months, the machinery is recorded as an asset in plant and equipment as commercial equipment and amortized to income.

Plant and equipment

Plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditures that are directly attributable to the acquisition of the asset. Subsequent costs are included in the asset’s carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost can be measured reliably. Repairs and maintenance costs are charged to the consolidated statement of loss during the period in which they are incurred. Depreciation is provided using the straight-line method at the following annual rates:

| | |
|-----------------------------------|--------------------------------------|
| Office plant and equipment | 3 to 5 years |
| Manufacturing plant and equipment | 3 to 5 years |
| Commercial equipment | 5 years |
| Leasehold improvements | Shorter of lease term or useful life |

The Company allocates the amount initially recognized in respect of an item of plant and equipment to its significant parts and depreciates separately each such part. The carrying amount of a replaced part is derecognized when replaced. Residual values, method of depreciation and useful lives of the assets are reviewed annually and adjusted if appropriate.

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Leases

At inception of a contract, the Company determines if a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset the Company assesses whether:

- the contract involves the use of an identified asset;
- the Company has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use; and
- the Company has the right to direct the use of the asset.

Lease accounting

For contracts assessed as or containing a lease, the Company records a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, consisting of:

- the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date; plus
- any initial direct costs incurred; and
- an estimate of costs to dismantle and remove the underlying asset or restore the site on which it is located; less
- any lease incentives received.

The right-of-use asset is depreciated on a straight-line basis over the lease term.

The lease liability is initially measured at the present value of lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the incremental borrowing rate. The Company uses the relevant incremental borrowing rate as the rate implicit in the Company's leases cannot be readily determined.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date; and
- amounts expected to be payable under a residual value guarantee.

The lease liability is subsequently measured at amortized cost using the effective interest rate method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise purchase, extension or termination options.

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Intangible assets

The Company's intangible assets are stated at cost less accumulated amortization and include acquired licensed technology with finite useful lives. These assets are capitalized and amortized on a straight-line basis over their expected useful lives as follows:

| | |
|--|---|
| Computer software | 3 years |
| Acquired patents and technology licenses | Over the period of the agreement of 5 to 10 years |

The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. The Company evaluates the recoverability of intangible assets based on the expected utilization of the underlying technologies.

Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated and discounted where the effect is material. The Company's provisions include estimates in relation to warranties offered on sales of machines.

Share capital

Incremental costs directly attributable to the issuance of shares are recognized as a deduction from equity.

Loss per share

Basic loss per share is calculated by dividing the net loss for the period attributable to equity owners of the Company by the weighted average number of common shares outstanding during the period.

Diluted loss per share is calculated by adjusting the weighted average number of common shares outstanding for dilutive instruments. The Company's potentially dilutive common shares comprise stock options and restricted share rights ("RSRs").

Revenue recognition

Equipment construction contracts

The Company designs and builds customized dehydration equipment to meet customers' specific needs. The Company typically receives a deposit prior to starting work on an equipment contract and receives interim payments as work progresses. The Company recognizes a liability for advance payments in excess of revenue recognized and presents it as contract liability on the consolidated statement of financial position in customer deposits and deferred revenue. The advance payment typically is not considered a significant financing component because it is used to meet working capital demands that can be higher in the early stages of a contract.

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The Company receives payments from customers based on a billing schedule, as established in the equipment purchase contracts. Amounts are billed as work progresses in accordance with the terms of the contract, either upon achievement of contractual milestones or at periodic intervals.

The Company generally recognizes revenue over time when an equipment purchase contract is for a customized machine design per the customer's specification. Revenue is recognized based on the extent of progress towards completion of the performance obligation. The measure of progress towards completion requires judgement and the Company typically uses the cost-to-cost measure of progress for contracts because it best depicts the transfer of assets to the customer which occurs as costs are incurred on contracts. Under the cost-to-cost measure of progress, the extent of progress towards completion is measured based on the ratio of costs incurred to date to the total estimated costs at completion of the performance obligation. Revenues are recorded proportionately as costs are incurred. Costs to fulfil the performance obligation are recognized as cost of goods sold in the period they are incurred. Typically, the customized machine contracts of the Company do not have a duration of greater than 12 months, and the Company has applied the practical expedient under IFRS 15.121.

Management must make assumptions and estimates regarding the measurement of progress towards completion of the performance obligation over time. These assumptions and estimates relate to the complexity of the work being performed, achievement of technical specifications and milestone events, and the overall estimated cost, including materials, labour and overhead, to meet the performance obligations.

Product sales

The Company manufactured and sold food products in the consumer market. Revenue is measured at the fair value of the amount of consideration to which the Company expects to be entitled, including variable consideration, if any, to the extent that it is highly probable that a significant reversal will not occur. These criteria are generally met at the time the product is shipped and when control transfers to the customer. Revenue is measured based on the price specified in the sales contract and net of discounts. Discounts and certain promotional costs are recorded as a reduction of revenue. At the end of the period any unpaid discounts, trade expenses and promotional costs are recorded in accrued liabilities. In many situations, the Company uses brokers to sell the products and will pay a sales commission. Sales commissions are recorded as sales and marketing expenses and are not recorded net against revenue from the sale of products.

Equipment rental fees

The Company rents its dehydration equipment on a short-term basis to certain companies in the technology evaluation process. The rental income is recorded on a straight-line basis over the rental period.

Equipment sales contracts

The Company builds and installs small-scale dehydration equipment of standardized designs. The Company typically receives a deposit when the order for a machine is placed, a second deposit prior to the shipment of the machine, and the final payments become due upon installation of the machine. The Company will recognize a liability in advance of recognizing revenue for the deposits received prior to installation. Revenue from the sale of small-scale, standardized dehydration equipment is recognized at a point in time which is generally upon completion of installation of the machine at the customer's facility.

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Royalties and licensing fees

The Company licenses its technology and charges sales-based, usage-based or flat rate royalties to its licensees. Royalties and licensing fees are recognized at the time the subsequent sale or usage occurs, and when there is a binding right to receive such payments pursuant to the terms of the relevant agreement, which is the period the royalties are generated and earned.

Research and development

Research costs are expensed as incurred in the consolidated statement of loss. Development costs are expensed as incurred unless capitalization criteria under IFRS are met for deferral and amortization.

Stock-based compensation

The Company grants stock options and RSRs to certain employees and directors of the Company as equity settled, stock-based compensation. The Company applies the fair value method of accounting for stock-based compensation. The fair value at grant date of stock options is estimated using the Black-Scholes option-pricing model. The fair value of RSRs is measured based on the fair value of the underlying shares on the grant date. Compensation cost is recognized over the expected vesting period of the stock-based compensation. The Company estimates the number of units expected to vest at the grant date and revises the estimate as necessary if subsequent information indicates that the actual number of units vesting differs significantly from the original estimate.

Current and deferred income taxes

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related taxable benefit will be realized. Deferred tax is measured at the tax rates that are expected to apply to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date. To the extent that future taxable income and the application of existing tax laws differ significantly from the Company's estimate, the ability of the Company to realize the deferred tax assets could be impacted.

4 Cash and cash equivalents and restricted cash

a) Cash and cash equivalents

As at September 30, 2023, the Company had \$4,171(2022 - \$6,199) in cash funds held in current accounts.

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b) Restricted cash

As at September 30, 2023, the Company had a \$417 (2022 - \$614) restricted cash deposit held as collateral for the Company's foreign exchange derivative contracts, corporate card, and banking facilities. Restricted cash includes \$126 received from the Food Processing Growth Fund on behalf of the British Columbia Investment Agriculture Foundation, see Note 15(a).

5 Contract assets and contract liabilities

Due from customers on contract consists of unbilled amounts typically resulting from sales under equipment purchase contracts when the cost-to-cost method of revenue recognition is utilized and revenue recognized exceeds the amount billed to the customer. The Company receives payments from customers based on a billing schedule, as established in the contracts. Accounts receivables are recognized when the right to consideration becomes unconditional.

Customer deposits and deferred revenue consists of advance payments and billings in excess of revenue recognized and deferred revenue. Contract liabilities are recognized as revenue when the Company performs under the contract.

Net contract assets (contract liabilities) consisted of the following:

| | 2023 | 2022 |
|---|------------|--------------|
| | \$ | \$ |
| Due from customers on contract | 818 | 852 |
| Customer deposits and deferred revenues | (443) | (1,311) |
| | <u>375</u> | <u>(459)</u> |

During the year ended September 30, 2023, the Company recognized revenue from equipment sales and construction contracts of \$1,270 (2022 - \$1,129) that was included as deferred revenue at the beginning of the period.

6 Trade receivables

The following amounts are receivables from customers in the normal course of business:

| | 2023 | 2022 |
|-------------------|--------------|--------------|
| | \$ | \$ |
| Trade receivables | 1,183 | 1,980 |
| | <u>1,183</u> | <u>1,980</u> |

The company's provision for expected credit losses is de minimis.

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7 Prepaids and other receivables

| | 2023 \$ | 2022 \$ |
|-------------------------|------------|------------|
| Prepaid expenses | 374 | 586 |
| Indirect tax receivable | 104 | 66 |
| Other receivables | - | 19 |
| Lease receivables | - | 7 |
| | <u>478</u> | <u>678</u> |

8 Inventory

| | 2023 \$ | 2022 \$ |
|------------------------------------|--------------|--------------|
| Machine parts and work-in-progress | 3,353 | 3,550 |
| Food products | - | 2,470 |
| Packaging supplies | - | 602 |
| | <u>3,353</u> | <u>6,622</u> |

During the year ended September 30, 2023, the Company recorded \$190 (2022 - \$55) of inventory write-downs related to machine parts and work in progress. This was recognized as an expense and included in impairment of assets in the condensed consolidated interim statements of loss. An inventory impairment of \$639 (2022 - \$nil) was recognized related to food products and packaging supplies associated with discontinued operations, see Note 23.

9 Loans receivable

| | 2023 \$ | 2022 \$ |
|-------------|--------------|------------|
| Current | 984 | 515 |
| Non-current | 462 | 268 |
| | <u>1,446</u> | <u>783</u> |

The Company provides equipment finance loans to certain customers to finance equipment purchased from the Company. The loans receivable bear interest at a weighted average rate of 9%, have terms ranging from 3 to 32 months and are amortized with monthly blended payments of interest and principal. The loans receivables are measured at amortized cost using the effective interest method and are secured by the underlying equipment purchased by the customer. The company's provision for expected credit losses is de minimis.

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10 Intangible assets

| | Acquired patents and technology licenses \$ | Computer software \$ | Total \$ |
|--------------------------------------|--|----------------------------|-------------|
| Year ended September 30, 2022 | | | |
| Opening net book value | 131 | 76 | 207 |
| Additions | - | 6 | 6 |
| Disposals | - | (57) | (57) |
| Amortization | (114) | (22) | (136) |
| Currency translation adjustment | 1 | - | 1 |
| Closing net book value | <u>18</u> | <u>3</u> | <u>21</u> |

At September 30, 2022

| | | | |
|--------------------------|-----------|----------|-----------|
| Cost | 9,587 | 126 | 9,713 |
| Accumulated amortization | (9,569) | (123) | (9,692) |
| Net book value | <u>18</u> | <u>3</u> | <u>21</u> |

| | Acquired patents and technology licenses \$ | Computer software \$ | Total \$ |
|--------------------------------------|--|----------------------------|-------------|
| Year ended September 30, 2023 | | | |
| Opening net book value | 18 | 3 | 21 |
| Additions | - | - | - |
| Disposals | (23) | - | (23) |
| Disposals – accumulated amortization | 12 | - | 12 |
| Amortization | (8) | (3) | (11) |
| Currency translation adjustment | 1 | 2 | 3 |
| Closing net book value | <u>-</u> | <u>2</u> | <u>2</u> |

At September 30, 2023

| | | | |
|--------------------------|----------|----------|----------|
| Cost | 9,563 | 127 | 9,690 |
| Accumulated amortization | (9,563) | (125) | (9,688) |
| Net book value | <u>-</u> | <u>2</u> | <u>2</u> |

As at September 30, 2023, the remaining amortization period for intangible assets ranges from four months to twenty months (2022 – one month to five years).

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11 Plant and equipment

| | Office plant and equipment \$ | Manufacturing plant and equipment \$ | Commercial equipment \$ | Leasehold improvements \$ | Assets under development \$ | Total \$ |
|--------------------------------------|--|---|-------------------------------|---------------------------------|-----------------------------------|-------------|
| Year ended September 30, 2022 | | | | | | |
| Opening net book value | 185 | 2,203 | 41 | 336 | 1,773 | 4,538 |
| Additions | 10 | 1,202 | 318 | 168 | 959 | 2,657 |
| Disposals - cost | (26) | (472) | (17) | - | (9) | (524) |
| Disposals – accumulated depreciation | 25 | 399 | - | - | - | 424 |
| Depreciation | (111) | (1,160) | (167) | (283) | - | (1,721) |
| Reclassification | - | 142 | 1,244 | 1,337 | (2,723) | - |
| Currency translation adjustments | 4 | 153 | - | 8 | - | 165 |
| Closing net book value | 87 | 2,467 | 1,419 | 1,566 | - | 5,539 |
| At September 30, 2022 | | | | | | |
| Cost | 567 | 9,001 | 1,640 | 2,914 | - | 14,122 |
| Accumulated depreciation | (480) | (6,534) | (221) | (1,348) | - | (8,583) |
| Net book value | 87 | 2,467 | 1,419 | 1,566 | - | 5,539 |
| Year ended September 30, 2023 | | | | | | |
| Opening net book value | 87 | 2,467 | 1,419 | 1,566 | - | 5,539 |
| Additions | 22 | 161 | 10 | 2 | - | 195 |
| Disposals - cost | (246) | (8,558) | - | (715) | - | (9,519) |
| Disposals – accumulated depreciation | 208 | 6,775 | - | 624 | - | 7,607 |
| Depreciation | (34) | (525) | (282) | (310) | - | (1,151) |
| Reclassification | - | (342) | (118) | 1 | - | (459) |
| Reclassification – accumulated | - | 216 | (1) | 1 | - | 216 |
| Impairment | - | - | (126) | 1 | - | (125) |
| Currency translation adjustments | - | (33) | - | (1) | - | (34) |
| Closing net book value | 37 | 161 | 902 | 1,169 | - | 2,269 |
| At September 30, 2023 | | | | | | |
| Cost | 343 | 263 | 1,406 | 2,203 | - | 4,215 |
| Accumulated depreciation | (306) | (102) | (504) | (1,034) | - | (1,946) |
| Net book value | 37 | 161 | 902 | 1,169 | - | 2,269 |

During the year ended September 30, 2023, the Company recorded \$125 (2022 - \$Nil) of fixed asset write-downs related to machine parts. This was recognized as an expense and included in impairment of assets in the condensed consolidated interim statements of loss.

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12 Loan payable

| | 2023 \$ | 2022 \$ |
|------------------|------------|------------|
| Current (i) | - | 4 |
| Non-Current (ii) | - | 220 |
| Total | - | 224 |

- i) On June 15, 2020, NutraDried received proceeds from an Economic Injury Disaster Loan (“EIDL”) with the U.S. Small Business Administration of \$224 (US\$150). The loan was amortized over 30 years and accrued interest at the rate of 3.75% annually. The EIDL loan was secured by all tangible and intangible personal property, including, but not limited to inventory and equipment. The Company repaid the EIDL as part of the NutraDried wind-down, see Note 23.

13 Trade and other payables

| | 2023 \$ | 2022 \$ |
|----------------------------|--------------|--------------|
| Trade payables | 709 | 1,390 |
| Accrued liabilities | 1,059 | 1,304 |
| Personnel related accruals | 544 | 1,059 |
| Security deposits | 44 | 472 |
| Provision for warranty | 160 | 251 |
| | <u>2,516</u> | <u>4,476</u> |

14 Leases

- a) The following is the carrying amounts of right-of-use assets recognized and the movements during the year:

| Leased buildings: | \$ |
|------------------------------------|--------------|
| Balance, September 30, 2021 | 1,405 |
| Lease modifications | 1,273 |
| Depreciation expense | (754) |
| Currency translation adjustments | 44 |
| Balance, September 30, 2022 | <u>1,968</u> |
| Lease modifications | - |
| Disposal | (150) |
| Impairment of lease | (60) |
| Depreciation expense | (589) |
| Currency translation adjustments | (3) |
| Balance, September 30, 2023 | <u>1,166</u> |

The Company disposed of right-of-use assets associated with NutraDried as part of the sale of assets on March 14, 2023 to Creations Foods U.S. Incorporated, see note 23.

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- b) The following is the carrying amounts of lease liabilities and the movements during the year:

| | \$ |
|---------------------------------------|---------------------|
| Balance, September 30, 2021 | 1,592 |
| Lease modifications | 1,273 |
| Lease payments | (840) |
| Interest expense on lease liabilities | 147 |
| Changes due to foreign exchange rates | 31 |
| Balance, September 30, 2022 | <u>2,203</u> |
| Lease modifications | - |
| Lease disposal | (148) |
| Lease payments | (805) |
| Interest expense on lease liabilities | 139 |
| Changes due to foreign exchange rates | (5) |
| Balance, September 30, 2023 | <u><u>1,384</u></u> |
| Current | 411 |
| Non-current | <u>973</u> |
| | <u><u>1,384</u></u> |

The Company disposed of lease liabilities associated with NutraDried as part of the sale of assets on March 14th, 2023 to Creations Foods U.S. Incorporated, see note 23.

As at September 30, 2023, the lease liabilities are payable on an undiscounted basis as follows:

| | Undiscounted lease payments \$ |
|----------------------|---|
| Less than one year | 505 |
| One to five years | 1,110 |
| More than five years | - |
| | <u><u>1,615</u></u> |

- c) The following are the amounts recognized in the consolidated statements of loss:

| | 2023 \$ | 2022 \$ |
|--|--------------------|--------------------|
| Income from subleasing right-of-use assets | 64 | 52 |
| Depreciation expense of right-of-use assets | (589) | (754) |
| Interest expense on lease liabilities | (139) | (147) |
| Expenses relating to variable lease payments not included in lease liabilities | (264) | (243) |
| Total amount recognized in net loss | <u>(928)</u> | <u>(1,092)</u> |

The total cash outflow for leases in 2023 was \$1,026. The Company has no lease contracts that have not commenced as at September 30, 2023.

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15 Contingencies and commitments

a) Other liabilities

On August 15th, 2023 the Company received a grant from the Food Processing Growth Fund (“FPGF”) on behalf of the British Columbia Investment Agriculture Foundation (“IAF”) to purchase a seasoning machine and packaging system for the REVworx facility (the “Grant”). To date, the Company has received proceeds from the FPGF of \$126 (2022 - \$nil) which has been recognized as restricted cash, see Note 4. The Grant is contingent on the completion of the project by December 31, 2024 and if this condition is not met, the Company is required to repay the Grant in full to the FPGF.

b) Claims and litigation

On September 20, 2022, a civil counterclaim commenced against the Company in the Supreme Court of British Columbia by certain former directors and officers of the Company. The counterclaim was filed in response to a civil claim filed by the Company against the former directors and officers. The counterclaim alleges breach of contract and breach of privacy with respect to the cessation of employment of one of the former directors. The Company believes the action to be without merit and intends to defend the counterclaim. No provision has been recognized as at September 30, 2023.

16 Share capital

a) Authorized: unlimited number of voting common shares without par value. Issued and outstanding: 110,695,055

Authorized: unlimited number of voting preferred shares, issuable in series. Issued and outstanding: Nil.

b) Issued and fully paid:

| | Share capital | |
|---|--------------------|---------------|
| | Number | Value \$ |
| Balance – October 1, 2021 | 110,205,055 | 79,272 |
| Shares issued on vesting of restricted share rights | 235,000 | 287 |
| Balance – September 30, 2022 | 110,440,055 | 79,559 |
| Shares issued on vesting of restricted share rights | 255,000 | 253 |
| Balance – September 30, 2023 | 110,695,055 | 79,812 |

i) On November 21, 2022, the TSX Venture Exchange (“TSXV”) accepted the Company’s notice of intention to commence a Normal Course Issuer Bid (“NCIB”). Pursuant to the NCIB, the Company may repurchase up to 10,798,644 common shares, representing approximately 10% of the public float as of November 21, 2022, but no more than 2,208,801 in any 30-day period. The NCIB period commenced on November 24, 2022 and ended on November 23, 2023. During the year ended September 30, 2023, the Company did not purchase nor cancel any common shares.

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c) Warrants

The continuity of share purchase warrants during the years ended September 30, 2023 and 2022 is as follows:

| | Number of warrants | Weighted average exercise price \$ | Fair value at grant date \$ |
|---|-----------------------|--|---|
| Balance – September 30, 2021 | 5,012,202 | 1.50 | 0.27 |
| Balance – September 30, 2022 | 5,012,202 | 1.50 | 0.27 |
| Expired: | | | |
| Investor's Warrants | (5,012,202) | 1.50 | 0.27 |
| Balance – September 30, 2023 (i) | - | - | - |

- i) Each Investor Warrant issued was exercisable into one common share of the Company at an exercise price of \$1.50 per share that expired on November 15, 2023. The fair value of the warrants at the date of grant was estimated at \$0.27 per warrant using the Black-Scholes model based on the following assumptions: Stock price volatility 39%, risk-free interest rate 1.63%, dividend yield 0%, and expected life of 5.0 years.

d) Stock options

The Company's stock option plan (the "Option Plan") is available to eligible persons, whereby up to 10% of the issued common shares of the Company may be reserved for issuance under the Option Plan. The aggregate number of common shares reserved for issuance to any person within any one year may not exceed 5% of the number of outstanding common shares, on a non-diluted basis.

The exercise price of the options will be determined by the Board of Directors at the time of grant of the options, such price not to be less than the last daily closing price of the Company's common shares prior to the date of grant, less the discount permitted by the policies of the TSXV.

Options issued under the Option Plan will vest according to the terms approved by the Board of Directors for each specific grant, except for options granted to individuals engaged in investor relations activities, which must vest over a 12-month period according to the Option Plan.

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The changes in options for the years ended September 30, 2023 and 2022 were as follows:

| | 2023 | | 2022 | |
|-------------------------------------|-------------------|------------------------------------|-------------------|------------------------------------|
| | Number of options | Weighted average exercise price \$ | Number of options | Weighted average exercise price \$ |
| Outstanding, beginning of the year | 8,328,267 | 1.33 | 7,160,667 | 1.44 |
| Options granted | 3,019,648 | 0.53 | 1,905,000 | 0.90 |
| Options exercised | - | - | - | - |
| Options expired or forfeited | (5,684,934) | 1.20 | (737,400) | 1.21 |
| Outstanding, end of the year | 5,662,981 | 1.04 | 8,328,267 | 1.33 |
| Exercisable, end of the year | 2,840,000 | 1.54 | 6,523,265 | 1.44 |

The weighted average fair value of options granted during the year ended September 30, 2023 was \$0.11 per option (2022 - \$0.43). The weighted average remaining contractual life of the outstanding stock options as at September 30, 2023 is 3.24 years (2022 - 2.52 years).

The following weighted average assumptions were used in calculating the fair value of the stock options granted using the Black-Scholes model for the years ended September 30, 2023 and 2022:

| | 2023 | 2022 |
|-------------------------|------------|------------|
| Risk-free interest rate | 2.75% | 1.46% |
| Expected life | 2.60 years | 3.64 years |
| Estimated volatility | 50% | 64% |
| Forfeiture rate | 1.25% | 2.19% |
| Dividend rate | 0.00% | 0.00% |

The Company estimates volatility by using the average historical volatility of the common shares of the Company.

Stock options outstanding as at September 30, 2023 have the following expiry dates and exercise prices:

| Year of expiry | Exercise price per share \$ | Number of options |
|----------------|-----------------------------|-------------------|
| 2023 | 1.34 | 25,000 |
| 2024 | 1.37 - 2.19 | 1,470,000 |
| 2025 | 1.06 - 1.25 | 600,000 |
| 2026 | 0.90 | 535,000 |
| 2027 | 0.44 - 0.67 | 313,333 |
| 2028 | 0.27 - 0.75 | 2,719,648 |
| | | 5,662,981 |

During the year ended September 30, 2023, the Company recorded stock-based compensation expense of \$556 (2022 - \$1,132), which includes compensation expense for stock options and for RSRs. The fair value of each option and RSR is accounted for in the consolidated statement of loss over the vesting

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period, and the related credit is included in contributed surplus.

e) Restricted share rights

The Company has reserved up to a maximum of 1,895,000 common shares to be issued as RSRs under its restricted share rights plan ("RSR Plan"). The common shares reserved under the RSR Plan, together with stock options outstanding under the Option Plan, cannot exceed in aggregate, 10% of the issued and outstanding shares of the Company.

The changes in RSRs for the years ended September 30, 2023 and 2022 were as follows:

| | 2023 | | 2022 | |
|-------------------------------------|----------------|---|----------------|---|
| | Number of RSRs | Weighted average grant date fair value \$ | Number of RSRs | Weighted average grant date fair value \$ |
| Outstanding, beginning of the year | 755,000 | 1.02 | 715,000 | 1.13 |
| RSRs granted | - | - | 275,000 | 0.83 |
| RSRs vested | (255,000) | 0.99 | (235,000) | 1.22 |
| RSRs forfeited | - | - | - | - |
| Outstanding, end of the year | 500,000 | 1.04 | 755,000 | 1.02 |

During the year ended September 30, 2023, stock-based compensation expense of \$165 (2022 - \$219) was recorded for the RSRs vested during the period. RSRs vest three years from the award date, in accordance with the RSR Plan.

17 Related party transactions

a) Key management personnel compensation

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company and/or its subsidiaries, including any external director of the Company and/or its subsidiaries.

Remuneration of key management personnel of the Company during the years ended September 30, 2023 and 2022 comprises the following expenses:

| | 2023 | 2022 |
|---|--------------|--------------|
| | \$ | \$ |
| Salaries, bonuses, and short-term employee benefits | 1,338 | 1,785 |
| Stock-based compensation | 350 | 592 |
| | <u>1,688</u> | <u>2,377</u> |

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Salaries, bonuses, and short-term employee benefits include \$297 in salaries and restructuring costs associated with NutraDried.

b) Purchases from related parties

The Company had purchases from related parties for the years ended September 30, 2023 and 2022 in the normal course of business as shown in the table below:

| | 2023 \$ | 2022 \$ |
|--------------------------|------------|------------|
| Directors' fees | 80 | 180 |
| Stock-based compensation | 47 | 98 |
| | <u>127</u> | <u>278</u> |

18 Revenues

a) Revenue breakdown for the years ended September 30, 2023 and 2022 is as follows:

| | 2023 \$ | 2022 \$ |
|---|---------------|---------------|
| Equipment sales | 2,753 | 1,605 |
| Equipment construction contracts | 6,257 | 7,422 |
| Royalties and licensing fees | 1,465 | 1,352 |
| Equipment rental fees, testing fees and other | 888 | 669 |
| | <u>11,363</u> | <u>11,048</u> |

Included in due from customers on contract on the consolidated statement of financial position is \$818 (2022 - \$852) related to work performed on equipment construction contracts where revenue has been recognized; the amounts are still to be invoiced to the customer based on the contract terms.

Individual customers representing over 10% of the total revenue during the years ended September 30, 2023 and 2022 were as follows:

| Customer | 2023 | | 2022 | |
|----------|---------------|------------|---------------|------------|
| | \$ | % | \$ | % |
| A | 1,907 | 17 | 2,244 | 20 |
| B | 1,684 | 15 | 1,899 | 17 |
| C | 1,557 | 14 | 1,485 | 13 |
| D | 1,372 | 12 | - | - |
| Others | 4,843 | 42 | 5,420 | 50 |
| | <u>11,363</u> | <u>100</u> | <u>11,048</u> | <u>100</u> |

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- b) Trade receivables from customers representing more than 10% of the total amount were as follows:

| Customer | 2023 | | 2022 | |
|----------|--------------|------------|--------------|------------|
| | \$ | % | \$ | % |
| X | 274 | 23 | 348 | 18 |
| Y | - | - | 281 | 14 |
| Others | 909 | 77 | 1,351 | 68 |
| | <u>1,183</u> | <u>100</u> | <u>1,980</u> | <u>100</u> |

19 Expenses by nature

Details of consolidated expenses by nature for direct costs, general and administration, sales and marketing, and research and development expenses for the years ended September 30, 2023 and 2022 are shown below.

| Details of expenses by nature | 2023 | 2022 |
|---------------------------------------|---------------|---------------|
| | \$ | \$ |
| Cost of materials | 4,289 | 3,553 |
| Salaries, wages and employee expenses | 4,579 | 5,360 |
| Travel and promotional costs | 550 | 735 |
| Professional services | 909 | 1,335 |
| Depreciation of plant and equipment | 1,105 | 979 |
| Rent | 241 | 208 |
| Office and courier | 276 | 288 |
| Other expenses | 142 | 205 |
| Bad debt | - | 46 |
| Total expenses | <u>12,091</u> | <u>12,709</u> |

20 Government assistance

EnWave received COVID-19 financial relief in Canada under the Canada Emergency Wage Subsidy ("CEWS") and the Canada Emergency Rent Subsidy ("CERS") programs. The CEWS program is a wage subsidy program launched by the Canadian federal government to qualifying employers to subsidize payroll costs during the COVID-19 pandemic. The CERS program provides commercial rent and mortgage support to eligible business affected by COVID-19. The qualified subsidy amounts received under the program are non-repayable. The amount of subsidy received from the Canadian federal government under the program during the year-ended September 30, 2023 was \$nil (2022 - \$147) and has been recorded as other income on the consolidated statement of loss.

NutraDried received correspondence from the Internal Revenue Service ("IRS") advising a \$497 USD tax refund would be issued to NutraDried for the Employee Retention Tax Credit (the "ERTC") which is a refundable tax credit from the United States government for businesses that were affected during the COVID-19 pandemic. Subsequent to year end, NutraDried received the \$497 USD tax refund, see Note 23.

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21 Income taxes

a) *Reconciliation of the effective tax rate on continuing operations*

The provision for income taxes is based on the combined federal and provincial statutory income tax rates. A reconciliation of income taxes on continuing operations at the statutory rate to actual income taxes is as follows:

| | 2023 \$ | 2022 \$ |
|---|------------|------------|
| Loss from continuing operations before income taxes | (1,579) | (2,642) |
| Statutory tax rate | 27.00% | 27.00% |
| Income tax (recovery) at the statutory tax rate | (426) | (713) |
| Permanent differences and others | 415 | 237 |
| Effect of different statutory rates | 6 | 6 |
| Effect of unrecognized deferred tax assets | 5 | 470 |
| Income tax (recovery) | - | - |

The Company's income tax is allocated as follows:

| | 2023 \$ | 2022 \$ |
|-------------------------|------------|------------|
| Current tax (recovery) | - | - |
| Deferred tax (recovery) | - | - |
| Income tax (recovery) | - | - |

b) *Reconciliation of the effective tax rate on discontinued operations*

The provision for income taxes is based on the combined federal and provincial statutory income tax rates. A reconciliation of income taxes on discontinued operations at the statutory rate to actual income taxes is as follows:

| | 2023 \$ | 2022 \$ Restated |
|---|------------|------------------------|
| Loss from discontinued operations before income taxes | (4,903) | (4,285) |
| Statutory tax rate | 27.00% | 27.00% |
| Income tax (recovery) at the statutory tax rate | (1,324) | (1,157) |
| Permanent differences and others | 25 | 175 |
| Effect of different statutory rates | 220 | 282 |
| Effect of changes in estimates and true-ups | 92 | (67) |
| Effect of unrecognized deferred tax assets | 1,017 | 739 |
| Income tax (recovery) | 30 | (28) |

The Company's income tax is allocated as follows:

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| | 2023 | 2022 |
|-------------------------|-----------|-------------|
| | \$ | \$ |
| Current tax (recovery) | 30 | (28) |
| Deferred tax (recovery) | - | - |
| Income tax (recovery) | <u>30</u> | <u>(28)</u> |

c) *Unrecognized deductible temporary differences*

In Canada, deferred tax assets are recognized for deductible temporary differences to the extent that the realization of the related tax benefit through future taxable profits is probable. The Company did not recognize deferred income tax assets due to the uncertainty of future taxable profits in Canada. The Company's unrecognized temporary differences are as follows:

| | 2023 | 2022 |
|---|---------------|---------------|
| | \$ | \$ |
| Non-capital losses | 22,407 | 24,095 |
| Net capital losses | 4,338 | 3,426 |
| Scientific research and experimental development expenses | 7,668 | 7,704 |
| Investment tax credits | 1,919 | 1,848 |
| Plant and equipment and intangible assets | 12,244 | 11,176 |
| Lease liability | 217 | 173 |
| Other | 288 | 153 |
| Total unrecognized deferred tax assets | <u>49,081</u> | <u>48,575</u> |

The Company has non-capital losses for Canadian income tax purposes of approximately \$22,407 (2022 - \$24,095) that are available to reduce future year's taxable income. These losses will expire from 2029 to 2040.

The Company has investment tax credits of Canadian income tax purposes of approximately \$1,919 (2022 - \$1,848) that are available to reduce future tax year's payable. These investment tax credits will expire from 2028 to 2039

In the US, deferred tax assets are recognized for deductible temporary differences to the extent that the realization of the related tax benefit through future taxable profits is probable. The Company did not recognize deferred income tax assets due to the uncertainty of future taxable profits in the US. The Company's unrecognized temporary differences are as follows:

| | 2023 | 2022 |
|--|---------------|---------------|
| | \$ | \$ |
| Section 267 interest | 907 | 1,124 |
| Right of Use asset | - | 55 |
| Accrued liabilities | - | 34 |
| Net operating losses | 13,355 | 8,768 |
| Inventory reserve | - | 60 |
| Total unrecognized deferred tax assets | <u>14,262</u> | <u>10,041</u> |

The US net operating losses have no expiration date

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22 Financial instruments and risk management

The Company's cash and cash equivalents, restricted cash, trade receivables, loan receivables, loan payable, trade and other payables, and lease liabilities are measured at amortized cost subsequent to initial measurement. Fair value measurement requires classification of financial instruments within a hierarchy that prioritizes the inputs to fair value measurement. When measuring the fair value of an asset or liability, the Company uses market observable data as far as possible. Fair values are categorized into different levels in a fair value hierarchy, based on the inputs used in the valuation techniques, as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly;

Level 3 – Inputs that are not based on observable market data.

Fair values

The Company's financial assets and liabilities are classified into the following categories:

| | |
|--|----------------|
| Cash and cash equivalents | Amortized cost |
| Restricted cash | Amortized cost |
| Trade receivables | Amortized cost |
| Due from customers on contract | Amortized cost |
| Loans receivable | Amortized cost |
| Income tax receivable | Amortized cost |
| Loan payable | Amortized cost |
| Trade and other payables | Amortized cost |
| Customer deposits and deferred revenue | Amortized cost |
| Income tax payable | Amortized cost |
| Lease liabilities | Amortized cost |
| Other liability | Amortized cost |

The fair value of financial assets and liabilities classified as loans and receivables and other financial liabilities (excluding, lease receivable, lease liability and other liability) approximates their carrying value due to their short-term nature.

The Company uses derivative financial instruments to reduce its exposure to risks associated with fluctuations in foreign exchange rates. The fair value measurement of the foreign exchange derivatives is classified within Level 2 of the fair value hierarchy.

The carrying value of the loans receivables as at September 30, 2023 was \$1,446 (2022 - \$783) which approximates its fair value and is recorded at amortized cost. The carrying value of the loans receivable was determined based on the discounted future cash flows using incremental borrowing rates.

The carrying value of the lease liabilities as at September 30, 2023 was \$1,384 (2022 - \$2,203) which approximates its fair value and is recorded at amortized cost. The carrying value of the lease liabilities was determined based on the discounted future cash flows using incremental borrowing rates.

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The Company does not hold any equity instruments that are measured at fair value or amortized costs during the years ended September 30, 2023, and 2022.

Financial risk factors

The use of financial instruments exposes the Company to a number of risks. These risks include credit risk, liquidity risk, and market risk. The Company has established policies and procedures to manage these risks, with the objective of minimizing the adverse effects that changes in the variable factors underlying these risks could have on the Company's consolidated financial statements.

Credit risk

Credit risk is the risk that a counterparty will not meet its obligation under a financial instrument or customer contract, leading to a financial loss being incurred by the Company. Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash and cash equivalents, restricted cash, trade receivables, and due from customers on contract. The Company mitigates its exposure to credit loss by maintaining the majority of cash balances with major Canadian financial institutions.

The Company provides credit to its customers in the normal course of business and, as such, has exposure to credit risk in relation to the collection of trade receivables, due from customers on contract and loans receivable. Prior to issuing credit, management performs due diligence reviewing the customer, taking into account its financial position, historical experience, and other factors. The Company minimizes its credit risk associated with trade receivables and due from customers on contract by maintaining ongoing close contact with customers and by reviewing individual account balances, and proactively following up on overdue amounts. The Company minimizes credit risk associated with loan receivables by performing due diligence prior to issuing loans, ensures customers are reputable companies, filing a lien on the equipment in the country the machine resides and using the machine equipment as collateral. As at September 30, 2023, the Company has recorded a \$nil (2022 - \$nil) provision for expected credit losses.

The Company is exposed to credit risk in trade receivables by way of concentration of credit with a small number of customers. The Company determines its concentration of credit risk if the balance is more than 10% of total revenue or trade receivables. The Company expects these customers to remain as large customers in the future. Significant change in these customer relationships could materially impact the Company's future financial results. The Company seeks and ordinarily obtains progress advances in respect of its construction contracts. The maximum exposure to loss arising from trade receivables is equal to their total carrying amounts.

The Company transacts with a number of Canadian chartered banks and other brokerages. Due to the creditworthiness of its counterparties, the Company regards all changes in fair value of foreign exchange derivatives as arising only from changes in market factors, including foreign exchange rates. The Company monitors the exposure to any single counterparty along with its financial position. If it is determined that a counterparty has become materially weaker, the Company will work to reduce its credit exposure to that counterparty.

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The following table provides information regarding the aging of receivables as at September 30, 2023:

| | Neither past due nor impaired | Past due but not impaired | | |
|--------------------------------|--|---------------------------|----------|----------|
| | 0 – 30 | 31 – 90 | 91 – 365 | Over 365 |
| Trade receivables | 573 | 332 | 278 | - |
| Due from customers on contract | 818 | - | - | - |
| Loans receivable | 1,446 | - | - | - |
| Indirect tax receivable | 14 | 57 | 33 | - |
| Income tax receivable | - | - | 672 | - |
| | 2,851 | 389 | 983 | - |

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due.

The Company manages liquidity risk through ongoing management and forecasting of cash flows, budgeting, and equity financings. Cash flow forecasting is performed to monitor cash requirements and to manage capital management decisions. Such forecasting takes into account current and potential customers, contractual obligations and the Company's technology development and commercialization expectations.

The Company's investment policy is to invest its cash in highly liquid short-term interest-bearing investments with varying maturities selected with regards to the expected timing of expenditures from continuing operations. At September 30, 2023, the Company held no foreign exchange derivatives outstanding.

- a) The Company attempts to ensure that sufficient funds are available to meet its operating requirements, after taking into account existing cash. The Company manages liquidity risk through the management of its capital structure and financial leverage. At September 30, 2023, the Company had cash and cash equivalents of \$4,171 to settle current liabilities of \$3,496. Financial assets maturity table:

| | 0 – 30 | 31 – 90 | 91 – 365 | Over 365 |
|---|--------|---------|----------|----------|
| Cash and cash equivalents and restricted cash | 4,171 | 126 | 291 | - |
| Trade receivables | 1,183 | - | - | - |
| Due from customers on contract | - | 784 | 34 | - |
| Loans receivable | 177 | 145 | 662 | 462 |
| Indirect tax receivables | 71 | - | 33 | - |
| Income taxes receivable | - | - | 672 | - |
| | 5,602 | 1,055 | 1,692 | 462 |

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b) Financial liabilities, excluding other liability, maturity table:

| | 0 – 30 | 31 – 90 | 91 – 365 | Over 365 |
|---|--------------|------------|------------|------------|
| Loan payable | - | - | - | - |
| Trade and other payables | 1,972 | 544 | - | - |
| Customer deposits and deferred revenues | 443 | - | - | - |
| Lease liabilities | 35 | 72 | 304 | 973 |
| | <u>2,450</u> | <u>616</u> | <u>304</u> | <u>973</u> |

Market risk

Market risk is the risk that the fair value of future cash flows of the Company will fluctuate due to changes in interest rates and foreign currency exchange rates.

Interest rate risk

Interest rate risk refers to the risk that the value of a financial instrument or cash flows associated with the instrument will fluctuate due to changes in market interest rates. The Company is exposed to interest risk from the interest rate impact on cash and cash equivalents and restricted cash. The Company earns interest on deposits based on current market interest rates, which during the year ended September 30, 2023 ranged from 3.70% to 5.40% (2022 – 0.65% to 3.70%). A 1% change in interest rates would affect the results of operations by approximately \$30 (2022 - \$68).

Foreign exchange risk

The Company is exposed to the following foreign exchange risks related to the fluctuation of foreign exchange rates:

- (i) The Company operates in the United States and a portion of its expenses are incurred in US dollars; and
- (ii) The Company is exposed to currency risk through customers with sales contracts denominated in US dollars.

A significant change in the currency exchange rate of the Canadian dollar relative to the US dollar could have an effect on the Company's results of operations. As at September 30, 2023, all of the Company's liquid assets and liabilities were held in Canadian dollars and US dollars.

The Company enters into foreign exchange derivative contracts to minimize exposure to foreign currencies. At September 30, 2023 and 2022, the Company held no foreign exchange contracts. The fair values of the foreign exchange derivatives are recurring measurements and are determined whenever possible based on observable market data. If observable market data on the financial derivatives is not available, the Company uses observable spot and forward foreign exchange rates to estimate their fair values.

A change in the value of the Canadian dollar by 10% relative to foreign currencies the Company is exposed to would have affected the Company's loss for the years ended September 30, 2023 and 2022 as follows:

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| | 2023 | 2022 |
|-----------------|------|-------|
| | \$ | \$ |
| Currency | | |
| US dollar | 986 | 1,003 |

Capital management

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern and to maintain a flexible capital structure which optimizes the cost of capital at an acceptable risk.

In the management of capital, the Company includes the components of equity attributable to common shareholders. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may attempt to issue new shares, issue debt and acquire or dispose of assets. In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

There were no changes in the Company's approach to capital management in the period. Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

23 Discontinued Operations

During the year ended September 30, 2023, management commenced an orderly wind-down and value maximization process for NutraDried and on March 14, 2023, agreed to sell certain assets, including trademarks, auxiliary production equipment and select saleable inventory, to Creations Foods U.S. Incorporated ("Creations"), for consideration of \$1,608 USD. As of September 30, 2023, \$203 USD remains outstanding and is recognized in trade receivables.

Additionally, Creations purchased a 100kW REV™ Machine from EnWave Canada, installed at the NutraDried facility, for consideration of \$1,000 USD of which \$935 USD has been recognized in revenue for continuous operations for the year ended September 30, 2023. As of September 30, 2023, \$627 USD is outstanding, \$569 USD is recognized in loans receivable paid monthly over a 25 month term and the remaining revenue of \$58 USD will be recognized as interest income over the remainder of the term.

A write down of \$631, \$385 and \$60 was taken on NutraDried inventory, plant and equipment and right-of-use assets respectively and has been recognized in discontinued operations.

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The results of operations of NutraDried are presented as discontinued operations for the year ended September 30, 2023:

| | Year ended September 30 | |
|--|-------------------------|----------------|
| | 2023 \$ | 2022 \$ |
| Revenues | 5,167 | 12,655 |
| Cost of sales | (6,000) | (10,619) |
| Inventory write down | (631) | - |
| | <u>(1,464)</u> | <u>2,036</u> |
| Expenses | | |
| General and administration | (679) | (1,270) |
| Sales and marketing | (1,237) | (3,364) |
| Depreciation | (870) | (1,451) |
| Restructuring costs | (573) | - |
| Professional Fees | (303) | (232) |
| | <u>(5,126)</u> | <u>(4,281)</u> |
| Loss before other items | | |
| Other items: | | |
| Loss on the sale of assets | (387) | (32) |
| Income tax (expense) recovery | (30) | 28 |
| Employee Retention Tax Credit | 670 | - |
| Impairment of right of use asset | (60) | - |
| | <u>193</u> | <u>(4)</u> |
| Total other items | | |
| Loss from discontinued operations | <u>(4,933)</u> | <u>(4,285)</u> |

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Cash flows from discontinued operations are as follows:

| | Year ended September 30, | |
|--|--------------------------|----------------|
| | 2023 | 2022 |
| | \$ | \$ |
| Cash flows generated from (used in) operating activities from discontinued operations | | |
| Net loss for the period from discontinued operations | (4,933) | (4,285) |
| Items not affecting cash | | |
| Depreciation and amortization | 870 | 1,451 |
| Inventory write off | 631 | 56 |
| Loss on sale of assets | 447 | 32 |
| Income tax expense (recovery) | 30 | (28) |
| Other | (47) | 52 |
| | <u>(3,002)</u> | <u>(2,722)</u> |
| Changes in non-cash working capital | | |
| Trade receivables | 744 | 145 |
| Inventory | 1,949 | (135) |
| Trade and other payables | (619) | 25 |
| Income taxes receivable | (110) | 484 |
| Other | 144 | 182 |
| | <u>(894)</u> | <u>(2,021)</u> |
| Net cash used in the activities from discontinued operations | | |
| Cash flows used in investing activities | | |
| Proceeds from sale of plant and equipment | 1,355 | 99 |
| Acquisition of plant and equipment | (32) | (887) |
| Proceeds of sale of intangible assets | - | (3) |
| Net cash generated from (used in) investing activities from discontinued operations | <u>1,323</u> | <u>(791)</u> |
| Cash flows used in financing activities | | |
| Repayment of debt | (223) | - |
| Payment of lease principal liabilities | (284) | (374) |
| Payment of lease interest | (12) | (35) |
| Net cash used in financing activities from discontinued operations | <u>(519)</u> | <u>(409)</u> |
| Decrease in cash and cash equivalents from discontinued operations | <u>(90)</u> | <u>(3,221)</u> |

EnWave Corporation

Notes to the Consolidated Financial Statements

September 30, 2023 and 2022

(expressed in thousands of Canadian dollars)

24 Segmented information

The Company has assessed its operating segments to be EnWave and NutraDried, see Note 23, according to the manner in which information is used by the Chief Operating Decision Maker (the “CODM”). The Company has determined that the Chief Executive Officer of the parent company is its CODM. The results of operations and the assets for each segment are shown below:

| As at | September 30, 2023 | | | September 30, 2022 | | |
|--|--------------------|------------------|---------------|--------------------|------------------|---------------|
| | EnWave \$ | NutraDried \$ | Total \$ | EnWave \$ | NutraDried \$ | Total \$ |
| Assets | | | | | | |
| Trade receivables | 790 | 393 | 1,183 | 813 | 1,167 | 1,980 |
| Due from customers on contract | 818 | - | 818 | 852 | - | 852 |
| Loan Receivables | 1,446 | - | 1,446 | 783 | - | 783 |
| Inventory | 3,353 | - | 3,353 | 3,550 | 3,072 | 6,622 |
| Plant and equipment | 2,269 | - | 2,269 | 3,252 | 2,287 | 5,539 |
| Right-of-use assets | 1,166 | - | 1,166 | 1,584 | 384 | 1,968 |
| Intangible assets | 2 | - | 2 | 13 | 8 | 21 |
| | <u>9,844</u> | <u>393</u> | <u>10,237</u> | <u>10,847</u> | <u>6,918</u> | <u>17,765</u> |
| Liabilities | | | | | | |
| Trade and other payables | 1,700 | 816 | 2,516 | 2,621 | 1,855 | 4,476 |
| Customer deposits and deferred revenue | 443 | - | 443 | 1,311 | - | 1,311 |
| Loan payable | - | - | - | - | 224 | 224 |
| Lease liabilities | 1,384 | - | 1,384 | 1,764 | 439 | 2,203 |
| Other liability | 126 | - | 126 | 5 | - | 5 |
| | <u>3,653</u> | <u>816</u> | <u>4,469</u> | <u>5,701</u> | <u>2,518</u> | <u>8,219</u> |