

Condensed Consolidated Financial Statements

(in 000's Canadian dollars) June 30, 2023

Management's Responsibility for Financial Reporting and Notice of No Auditor Review of the Interim Condensed Consolidated Financial Statements for the Three and Six Months Ended June 30, 2023

To the Shareholders:

CEMATRIX CORPORATION

Management has responsibility for preparing the accompanying condensed consolidated financial statements. The condensed consolidated financial statements have been prepared by management in accordance with International Financial Reporting Standards. When alternative methods exist, management has chosen those it deems most appropriate in the circumstances. Financial statements are not precise since they include certain amounts based on estimates and judgement. Management has determined such amounts on a reasonable basis in order to ensure that the condensed consolidated financial statements are presented fairly, in all material respects. Management has developed and maintains appropriate accounting and systems of internal control designed to provide reasonable assurance that reliable and relevant financial information is produced. In addition, programs of proper business conduct and risk management have been implemented to protect the Company's assets and operations. Policies and procedures are designed to give reasonable assurance that transactions are appropriately authorized, assets are safeguarded from loss or misuse and financial records are properly maintained to provide reliable financial information for the preparation of the condensed consolidated financial statements.

The Board of Directors (the "Board") is responsible for ensuring that management fulfills its responsibilities for financial reporting and is ultimately responsible for reviewing and approving the condensed consolidated financial statements. The Board carries out these responsibilities principally through the Audit Committee (the "Committee"), which includes two independent directors.

The Committee has the responsibility of meeting with management to discuss the internal controls over the financial reporting process, auditing matters and financial reporting issues. The Committee reviews the interim condensed consolidated financial statements and reports its findings to the Board for approval.

The Company's external auditor, MNP LLP, an independent firm of Chartered Professional Accountants, has not performed a review of these interim condensed consolidated financial statements.

August 9, 2023

Signed "Randy Boomhour"

Randy Boomhour, CPA, CMA

Chief Financial Officer

Condensed Consolidated Statements of Financial Position

As at June 30, 2023 (unaudited) and December 31, 2022 (audited) (in 000's Canadian Dollars)

	(In	000's Car	nadian Dollars)
ASSETS	2023		2022
Current Assets			
Cash	\$ 3,519	\$	10,682
Trade and other receivables (note 5)	4,947		7,337
Inventory (note 6)	935		1,010
Prepaid expenses and deposits	302		532
	9,703		19,561
Non-Current Assets			
Long-term investments	2,363		2,382
Property and equipment	11,545		11,577
Right of use assets	1,287		1,128
Goodwill and intangibles	6,010		6,148
Convertible debt – derivative asset (note 11)	-		21
	21,205		21,256
Total Assets	\$ 30,908	\$	40,817
LIABILITIES and EQUITY			
Current Liabilities			
Trade and other payables (note 8)	\$ 1,783	\$	5,139
Current portion of long-term debt (note 9)	916		937
Current portion of lease obligations (note 10)	605		590
Current portion of convertible debt – host debt (note 11)	-		3,499
	3,304		10,165
Non-Current Liabilities			
Long-term debt (note 9)	1,931		1,975
Lease obligations (note 10)	661		574
Deferred tax liability	109		361
	2,701		2,910
Total Liabilities	6,005		13,075
SHAREHOLDERS' EQUITY	40.455		10.15:
Share capital (note 12)	42,476		42,404
Contributed surplus	8,353		7,611
Convertible debt – equity component (note 11)	_		532
Accumulated other comprehensive income (loss)	74		563
Deficit	(26,000)		(23,368)
Total Shareholders' Equity	24,903		27,742
Total Liabilities and Shareholders' Equity	\$ 30,908	\$	40,817

Approved on behalf of the Board

Signed "Jeffrey Kendrick" Director

<u>Signed "Steve Bjornson"</u> **Director**

Condensed Consolidated Statements of Loss and Comprehensive Loss For the three and six months ended June 30, 2023 (unaudited) (in 000's Canadian Dollars, except per share and share data))

	Three months ended June 30		Six mor	ths	s ended June 30	
		2023	2022	2023		2022
Revenue (note 21)	\$	6,185 \$	4,022	\$ 13,367	\$	9,145
Cost of sales (note 13)		(5,044)	(4,074)	(11,480)		(9,266)
Gross margin		1,141	(52)	1,887		(121)
Operating expenses						
Selling, general and administrative		(2,094)	(1,937)	(4,016)		(3,686)
Operating income (loss)		(953)	(1,989)	(2,129)		(3,807)
Stock-based compensation (note 17)		(150)	(165)	(282)		(294)
Finance costs (note 14)		(119)	(161)	(288)		(322)
Accretion costs (note 14)		(28)	(94)	(138)		(184)
Other income (expenses) (note 15)		71	325	(2)		285
Fair value adjustment of derivatives (note 11)		-	(7)	(21)		(7)
Loss before income taxes		(1,179)	(2,091)	(2,860)		(4,329)
Provision for deferred taxes		231	472	243		498
Provision for current taxes		(15)	-	(15)		-
Loss attributable to the common shareholders		(963)	(1,619)	(2,632)		(3,831)
Unrealized foreign exchange gain (loss) on translation of foreign subsidiaries		(471)	50	(489)		87
Comprehensive loss for the period	\$	(1,434) \$	(1,569)	\$ (3,121)	\$	(3,744)
Loss per common share (note 16)						
Basic and diluted	\$	(0.007) \$	(0.012)	\$ (0.020)	\$	(0.029)
Weighted average number of common shares (note 16)						
Basic and diluted		134,297,445	133,939,938	134,146,671		133,939,938

Condensed Consolidated Statements of Changes in Shareholders' Equity For the three and six months ended June 30, 2023 (unaudited) (in 000's Canadian Dollars)

	Share Capital	Contributed Surplus	Accumulated Other Comprehensive Loss	Convertible Debt	Deficit	Total Shareholders Equity
Balance at December 31, 2021	\$ 42,403	\$ 7,002	\$ (549)	\$ 532	\$ (17,807)	\$ 31,581
Stock-based compensation (note 17)	-	294	-	-	-	294
Net income attributable to common shareholders	-	-	-	-	(3,830)	(3,830)
Unrealized foreign exchange loss on translation of foreign subsidiaries	-	-	87	-	-	87
Balance at June 30, 2022	42,403	7,296	(462)	532	(21,637)	28,132
Reclassification of contributed surplus (note 12)	1	(1)	-	-	-	-
Stock-based compensation (note 17)	-	316	-	-	-	316
Net income attributable to common shareholders	-	-	-	-	(1,731)	(1,731)
Unrealized foreign exchange loss on translation of foreign subsidiaries	_		1,025			1,025
Balance at December 31, 2022	\$ 42,404	\$ 7,611	\$ 563	\$ 532	\$ (23,368)	\$ 27,742
Reclassification of contributed surplus (note 12)	72	(72)	-	-	-	-
Stock-based compensation (note 17)	-	282	-	-	-	282
Warrant expiration (note 12)		532		(532)		-
Net loss attributable to common shareholders	-	-	-	-	(2,632)	(2,632)
Unrealized foreign exchange loss on translation of foreign subsidiaries	-	-	(489)	-	-	(489)
Balance at June 30, 2023	\$ 42,476	\$ 8,353	\$ 74	\$ -	\$ (26,000)	\$ 24,903

Condensed Consolidated Statements of Cash Flows
For the three and six months ended June 30, 2023 (unaudited)
(in 000's Canadian Dollars)

			(III 000 S Cal	ladian Dollars)
	Three months e	nded June 30	Six months end	ed June 30
	2023	2022	2023	2022
Cash generated from (used in):				
Operating activities				
Net loss attributable to common shareholders	\$ (963)	(1,619) \$	(2,631) \$	(3,830)
Add (deduct) non-cash items				
Provision for deferred taxes	(231)	(471)	(243)	(497)
Depreciation and amortization	519	452	1,075	893
Gain on sale of equipment	(25)	-	(29)	(43)
Finance and accretion costs (note 14)	147	255	426	506
Stock-based compensation (note 17)	150	165	282	294
Unrealized foreign exchange loss (gain) (note 15)	(36)	(105)	(30)	(123)
Non-cash interest income	(18)	-	(35)	-
Fair value adjustment of derivatives (note 11)	-	7	21	7
	(457)	(1,316)	(1,164)	(2,793)
Not change in non-cook working conital items (note 19)		(689)	(707)	
Net change in non-cash working capital items (note 18) Cash generated from (used in) operating	(1,173)	(669)	(101)	88
activities	(1,630)	(2,005)	(1,871)	(2,705)
Investing activities				
Purchase of long-term investments	-	(1,444)	-	(2,156)
Purchase of property and equipment	(473)	(453)	(1,053)	(983)
Proceeds on sale of property and equipment	54	-	73	49
Cash used in investing activities	(419)	(1,897)	(980)	(3,090)
Financing activities				
Repayment of finance lease obligations (note 19)	(200)	(156)	(374)	(303)
Interest paid	(238)	(331)	(336)	(322)
Repayment of convertible debentures	(3,589)	-	(3,589)	-
Cash (used in) generated from financing	, ,			
activities	(4,027)	(487)	(4,299)	(625)
Foreign exchange effect on cash	(3)	(74)	(13)	14
Decrease in cash	(6,079)	(4,463)	(7,163)	(6,406)
Cash beginning of period	9,598	18,289	10,682	20,232
Cash end of period	\$ 3,519	13,826 \$	3,519 \$	13,826

Notes to the Condensed Consolidated Financial Statements

For the three and six months ended June 30, 2023 (unaudited) (in 000's Canadian Dollars)

1. Corporate information

CEMATRIX Corporation ("CEMATRIX" or the "Company") is a limited company incorporated in the province of Alberta, Canada whose common shares are publicly traded in Canada on the TSX Venture Exchange under the symbol "CVX.V" and in the United States on the OTCQB under the symbol "CTXXF". The Company is domiciled in Canada with its registered office at 9727 – 40th Street S.E., Calgary, Alberta, Canada.

CEMATRIX is a leading manufacturer and supplier of cellular concrete products with applications in a variety of markets across North America. The Company operates through its subsidiaries CEMATRIX (Canada) Inc., CEMATRIX (USA) Inc. ("CUI"), MixOnSite USA, Inc. ("MOS"), Pacific International Grout Company ("PIGCO"), and Canadian Cellular Concrete Services Inc. ("CCCS").

The condensed consolidated financial statements of the Company for the three and six months ended June 30, 2023, were authorized for issue in accordance with a resolution of the Board of Directors on August 9, 2023.

2. Basis of preparation

Statement of compliance

These condensed consolidated financial statements for the three and six months ended June 30, 2023, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Reporting Interpretation Committee ("IFRIC").

Basis of measurement and going concern

These consolidated financial statements were prepared on a going concern basis under the historical cost convention except for share-based payment transactions and certain financial instruments which are measured at fair value. Unless otherwise stated, all amounts presented in these financial statements are stated in thousands of Canadian dollars. The Company has also reclassified certain comparative figures to conform to the financial statement presentation adopted for the current year.

Use of estimates and judgements

The preparation of consolidated financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 3.

Functional and presentation currency

These consolidated financial statements are presented in Canadian dollars, which is the Company's functional currency. The functional currency of CUI, MOS, and PIGCO is U.S. dollars ("USD").

Notes to the Consolidated Financial Statements

For the three and six months ended June 30, 2023 (unaudited) (in 000's Canadian Dollars)

3. Significant accounting judgements, estimates and assumptions

The preparation of condensed consolidated financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the reported amounts of assets, liabilities, and contingent liabilities at the date of the condensed consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Judgements, estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

The key sources of these uncertainties that have a significant risk of causing material adjustment to the amounts recognized in the condensed consolidated financial statements are described in Note 3 of the audited consolidated financial statements for the year ended December 31, 2022. There have been no changes since that date.

4. Significant accounting policies

The significant accounting policies of the Company are outlined in Note 4 of the audited consolidated financial statements for the year ended December 31, 2022. There have been no changes since that date.

5. Trade and other receivables

Trade and other receivables consist of the following components as at June 30, 2023, and December 31, 2022:

	2023	2022
Trade receivables	\$ 3,981 \$	5,951
Holdbacks	1,024	1,457
Other receivables	22	11
Expected Credit Loss	(80)	(82)
	\$ 4,947 \$	7,337

Trade receivables and holdbacks are unsecured and non-interest bearing and are generally on varying terms from net 30 to net 90 or paid when paid and are usually subject to standard ten percent construction holdback on most sales over \$100. Holdbacks are generally collectible forty-five days after completion of the work performed by the Company; however, holdbacks can be outstanding much longer if the holdback release is tied to the completion of the entire project by the general contractor or a warranty period. The Company is normally a subcontractor to the general contractor and only completes a portion of the total work to be completed by the general contractor and accordingly certain holdbacks can be outstanding for up to a year or more.

The aging of the trade receivables were as follows as at June 30, 2023, and December 31, 2022:

	2023	2022
1-30 days	\$ 2,627	\$ 2,928
31-60 days	877	1,961
61-90 days	222	862
Greater than 90 days	255	200
	\$ 3,981	\$ 5,951

Notes to the Consolidated Financial Statements

For the three and six months ended June 30, 2023 (unaudited) (in 000's Canadian Dollars)

5. Trade and other receivables (Continued)

In determining the recoverable amount of a trade, holdbacks and other receivables, the Company performs a risk analysis considering the type and age of the outstanding receivable and the credit worthiness of the counterparties. The Company considers trade accounts receivable past due if they are past the agreed upon credit terms, except for holdbacks that have been invoiced and are part of trade receivables but are not collectible until the completion of the entire project as discussed above.

6. Inventory

Inventory consists of raw materials (foaming agent) was \$935 (December 31, 2022 - \$1,010). Inventory expensed as part of cost of sales was \$163 and \$355 for the three and six months ended June 30, 2023, respectively (\$120 and \$369 for the same periods in 2022).

7. Bank operating loan

CIBC Credit Facility

In February 2022 and amended May 2023, CEMATRIX entered into a financing arrangement with the Canadian Imperial Bank of Commerce (the "Bank" or "CIBC") which provides a \$3,000 (originally \$5,000) asset-based credit facility (the "Credit Facility"). The Credit Facility bears interest at an amount equal to 1.5% above the Bank's prime lending rate, which is at 6.95% as of June 30, 2023, and is secured by a general security agreement providing a first secured interest on the receivables and inventory of the Company. The Credit Facility is further guaranteed by the Company with a general security agreement providing a first secured interest on all present and after acquired property of the Company.

Under the terms of the amended Credit Facility, the Bank will advance up to \$3,000 (originally \$5,000) based on 75% of trade receivables less than ninety days outstanding at the end of each month and 50% of inventories. The calculated availability of the Credit Facility on June 30, 2023, was \$3,000 of which \$nil was outstanding (\$nil – December 31, 2022). The actual availability of the credit facility is reduced by the value of letters of credit that are currently issued and outstanding on the facility. As of June 30, 2023, there were \$865 in letters of credit outstanding (\$1,387 – December 31, 2022).

The Credit Facility contains three financial covenants. The three financial covenants are the current ratio, debt to EBITDA ratio, and debt service coverage ratio. The current ratio and debt to EBITDA ratios are tested quarterly and the debt service coverage ratio is tested annually. As at June 30, 2023, CEMATRIX was in compliance with the current ratio financial covenant, but not in compliance with the debt to EBITDA ratio. In May 2023, CIBC and the Company amended the credit facility to waive the quarterly Debt to EBTIDA covenant for Q1 2023 to Q3 2023.

8. Trade and other payables

Trade and other payables consist of the following components as at June 30, 2023, and December 31, 2022:

	2023	2022
Trade payables	\$ 1,157	\$ 4,413
Accrued interest	25	24
Other accruals	356	215
Payroll remittance and goods and services tax	245	487
	\$ 1,783	\$ 5,139

Notes to the Consolidated Financial Statements

For the three and six months ended June 30, 2023 (unaudited) (in 000's Canadian Dollars)

9. Long-term debt

Long-term debt consists of the following components as at June 30, 2023, and December 31, 2022:

	Maturity	Interest rate	2023	2022
BDC financing				
Loan 4	August 1, 2026	Floating	\$ 993	\$ 1,016
Loan 5	December 1, 2025	Floating	1,854	1,896
			2,847	2,912
Less current portion			(916)	(937)
			\$ 1,931	\$ 1,975

Reconciliation of Long-term debt

The following table reconciles the changes in cash flows from financing activities for the Company's long-term debt:

	2023	2022
Long-term debt, beginning of period,	\$ 2,912 \$	3,603
Repayment of long-term debt	-	(926)
	2,912	2,677
Effect of unrealized foreign exchange loss (gain) on income	(23)	85
Effect of unrealized foreign exchange loss (gain) on translation	(42)	150
Long-term debt, end of period,	\$ 2,847 \$	2,912

Business Development Bank of Canada Financing ("BDC Financing"):

Loan 4 – In May 2018 the Company entered into an agreement with the BDC for a loan of \$1,800 USD to fund a portion of the purchase price of the MOS acquisition. The interest, which is currently 11.6% and is payable monthly, is set at 1.60% above the BDC floating USD base rate of 10.0%. The loan is repayable over eight years, with seasonal payments of principal required. Payments of principal of \$38 USD were required from September to December 2018. Payments of principal of \$38 USD are required from July to December for the years 2019 to 2025 and from July to August 2026. On May 31, 2018, the Canadian dollar equivalent of this loan was \$2,333. On June 30, 2023, the Canadian dollar equivalent of this was \$993. The difference being \$1,340 which is due to principal repayments of \$1,241 and unrealized foreign exchange gain of \$99 being recognized in the statement of loss and comprehensive loss.

Loan 5 – In October 2019, the Company's wholly-owned subsidiary, CEMATRIX (USA) Inc. entered into an agreement with the BDC for a loan of \$2,800 USD to fund the purchase price of the PIGCO acquisition. The interest, payable monthly, was initially set at 3.70% above the BDC floating USD base rate. Subsequently, in the first quarter of 2021, the interest rate was renegotiated to 1.60% above the BDC floating USD base rate and therefore, currently at 11.6%. The loan is repayable over six years, with seasonal payments of principal required. A principal repayment of \$78 USD is required from July to December from years 2020 to 2025. On October 1, 2019, the Canadian dollar equivalent of this loan was \$3,708. On June 30, 2023, the Canadian dollar equivalent of this was \$1,854. The difference being \$1,855, which is the combination of principal repayments of \$1,545 and unrealized foreign exchange gain of \$310 being recognized on the translation of foreign subsidiaries.

Notes to the Consolidated Financial Statements

For the three and six months ended June 30, 2023 (unaudited) (in 000's Canadian Dollars)

9. Long-term debt (continued)

Loans 4 and 5 may be prepaid, on each anniversary date, up to 15% of the then outstanding principal amount but if not used the prepayment privilege for that anniversary date ceases. In addition to the annual privilege the Company may prepay all or part of the principal outstanding plus any interest owing up to the time of prepayment plus an indemnity equal to three months interest on the prepaid principal at the floating rate then applicable. The prepayment option is considered to be an embedded derivative with a fair value, which is nominal in nature as at June 30, 2023.

The BDC Financing loans are secured with a general security agreement providing a first security interest in the Company's current owned equipment and new equipment acquired pursuant to the BDC Financings and a security interest in all present and after acquired personal property of the Company subject only to lender charges on receivables and inventory in support of the Company's demand operating loan and future charges on specific equipment to a creditor for financing the purchase or lease thereof.

The BDC Financing Loan 4 and Loan 5 have a consolidated fixed charge coverage ratio financial covenant which is tested annually. At December 31, 2022, the Company was not in compliance with this covenant. On the same date, the BDC provided a tolerance for this covenant breach for the period up to and including December 31, 2022.

10. Lease obligations

Lease obligations consist of the following components as at June 30, 2023, and December 31, 2022:

	2023	2022
Lease obligations, beginning of period	\$ 1,164 \$	1,684
Additions	498	50
Lease payments (including interest)	(422)	(746)
Interest expense (note 14)	40	115
Foreign exchange	(14)	61
Lease obligations, end of period	1,266	1,164
Less current portion	(605)	(590)
Lease obligations - non-Current	\$ 661 \$	574

The Company's lease obligations mainly relate to real property leases that are utilized within their operations. The Company has also entered into leases pertaining to various pieces of operating equipment including cars, trucks, trailers and computer equipment. Leases are entered into and terminated when they meet specific business requirements.

11. Convertible debt

2020 Convertible debenture

On April 22, 2020, the Company issued unsecured convertible debenture with a total principal amount of \$5,720 at a price of \$1,000 per debenture. The convertible debenture bears interest at a rate of 8% per year, payable semi-annually, till its maturity date of April 22, 2023. At the option of the holder, each debenture was convertible into 2,500 units of the Company at a conversion price of \$0.40 per unit, prior to the maturity date. Each unit consists of one common share of the Company and one-half of a share purchase warrant. Each share purchase warrant entitled the holder to purchase one common share of the Company at an exercise price of \$0.45 for a period of 36 months, following the date of its issuance. The Company may force the conversion of outstanding debentures, upon 30 days written notice, after a period of 12 months, in the event the Company's common share price exceeded \$0.80 per share for the preceding twenty consecutive trading days.

Notes to the Consolidated Financial Statements

For the three and six months ended June 30, 2023 (unaudited) (in 000's Canadian Dollars)

11. Convertible debt (continued)

The 2020 convertible debentures were compound financial instruments, trifurcated into a forced conversion feature, host debt contract and equity feature. The forced conversion feature is an embedded derivative as its value is not closely related with the value of the host debt contract.

The forced conversion feature was measured at fair value, with changes being recognized in profit or loss. The fair value of the forced conversion feature was determined using a modified Black-Scholes valuation model. The host debt contract was initially measured at its fair value and subsequently measured at amortized cost over the term to maturity, using an effective interest rate of 20.61%.

The equity feature was comprised of a base conversion feature and brokers warrants. The base conversion feature was valued on a residual basis after accounting for the host debt and forced conversion features and represents the 14,300,000 units that were issuable on the conversion of \$5,720 convertible debentures. The broker warrants were valued on a fair value basis and represents the 1,100,000 units that were issued on close and included in the transaction costs allocated to the various components. The fair value of the brokers' warrants was also determined using a modified Black-Scholes valuation model with the following assumptions: expected dividend yield of 0%, expected volatility of 65.0%, which is based on historical volatility, risk free interest rate of 0.39% and an expected maturity of 3 years.

Transaction costs of \$639 in cash, \$220 in additional debentures and 1,100,000 brokers' warrants valued at \$300 were incurred on the issuance and have been allocated pro rata to the various components, based on actual allocation of proceeds upon initial recognition. The transaction costs allocated to forced conversion feature were expensed in profit or loss, while the transaction costs allocated to host debt and equity feature were recorded against their respective components. The \$220 transaction cost in additional debentures were included with the principal offering for a total consideration of \$5,720. The additional debentures had a price of \$1,000 per debenture and convertible into units in the same manner as mentioned above for principal offering. The brokers' warrants entitled the holder to acquire one unit of the Company at a conversion price of \$0.40 per unit at any time before three years, following the date of this transaction. Each unit consisted of one common share and one-half of a share purchase warrant with the same exercise price and expiry term for warrants as mentioned above for principal offering.

In April 2023, the Company repaid on the maturity date the April 2020 Convertible Debentures still outstanding in the amount of \$3,589.

At June 30, 2023, and December 31, 2022, the following assumptions were used for forced conversion feature:

	2023	2022
Estimated fair value per common share	\$-	\$0.058
Common share price	\$-	\$0.23
Risk-free interest rate	-%	4.07%
Expected life	-	4 months
Expected volatility in stock price	-%	83.5%

Notes to the Consolidated Financial Statements

For the three and six months ended June 30, 2023 (unaudited) (in 000's Canadian Dollars)

11. Convertible debt (continued)

The 2020 convertible debenture consists of the following components as at June 30, 2023, and December 31, 2022:

	Host Debt Contract	Forced Conversion	Equity Feature	Total
At December 31, 2021	\$ 3,108	\$ (28)	\$ 532 \$	3,612
Interest expense (note 14)	287	-	-	287
Accretion expense (note 14)	391	-	-	391
Interest payment	(287)	-	-	(287)
Fair value adjustment loss	<u>-</u>	7	-	7
At December 31, 2022	3,499	(21)	532	4,010
Interest expense (note 14)	88	-	-	88
Accretion expense (note 14)	138	-	-	138
Interest payment	(136)	-	-	(136)
Fair value adjustment loss	-	21	-	21
Repayment at maturity and				
warrant expiry	 (3,589)	-	(532)	(4,121)
At June 30, 2023	\$ -	\$ -	\$ - \$	-

Net proceeds of \$4,836 were received on the issuance of convertible debenture, which was equal to the gross amount of \$5,720 less: 1) cash transaction costs of \$639, which were allocated to all the components of the convertible debenture; 2) additional convertible debentures of \$220, which were included in the gross amount of the offering, for which no cash was received and considered as part of the transaction costs and; 3) cash transaction costs of \$25 which were expensed immediately to profit or loss.

The following table summarizes the changes in convertible debenture and broker warrants units of the Company for six months ended June 30, 2023, and year ended December 31, 2022:

	Number Of Convertible Debenture Units	Amount	Number Of Broker Warrants Units	Amount
At December 31, 2021 Conversion of warrants	8,972,500 \$	3,589 -	908,300	\$ 247
At December 31, 2022 Repayment on maturity	8,972,500 (8,972,500)	3,589 (3,589)	908,300 (908,300)	247 (247)
At June 30, 2023	- \$	-	-	\$ -

Each unit was convertible into one common share of the Company and one-half of a share purchase warrant.

Notes to the Consolidated Financial Statements

For the three and six months ended June 30, 2023 (unaudited) (in 000's Canadian Dollars)

12. Share capital

A) Common shares authorized

Unlimited number of no par value voting common shares

Preferred shares – to be issued in series as authorized by the Board of Directors

B) Common shares issued

The following table summarizes the changes in the issued common shares of the Company for the six months ended June 30, 2023, and year ended December 31, 2022:

_	2023		2022	
	Number of Shares	Amount (\$000's)	Number of Shares	Amount (\$000's)
Common shares, January 1,	133,948,710	\$ 42,404	133,939,938	\$ 42,403
Exercise of RSUs (note 17)	432,742	72	8,772	1
Common shares, end of period,	134,381,452	\$ 42,476	133,948,710	\$ 42,404

C) Share Purchase Warrants

The following table reflects the issuance or expiry of warrants for the six months ended June 30, 2023, and year ended December 31, 2022, which is recorded in contributed surplus:

	202	23	202	2022			
	Number of Warrants	Weighted average price	Number of Warrants	Weighted average price			
Warrants, January 1	20,067,717	\$0.779	20,067,717	\$0.779			
Warrants expired	(20,067,717)	\$0.779	-	-			
Warrants, end of period	-	\$-	20,067,717	\$0.779			

The fair value per share purchase warrant was determined using the following weighted average assumptions at the time of the issuance using the Black-Scholes option pricing model:

	August 14, 2019	August 23, 2019	March 18, 2021
Estimated fair value per share purchase warrant	\$0.10	\$0.10	\$0.27
Common share price	\$0.20	\$0.20	\$0.63
Exercise price	\$0.30	\$0.30	\$0.65
Risk-free interest rate	1.38%	1.38%	0.27%
Expected life	2 years	2 years	2 years
Expected volatility in stock price	111.0%	112.0%	81%
Expected annual dividend yield	nil	nil	Nil

Notes to the Consolidated Financial Statements

For the three and six months ended June 30, 2023 (unaudited) (in 000's Canadian Dollars)

12. Share capital (continued)

The fair value of these warrants was determined at the time of the issuance of convertible debenture using a modified Black-Scholes valuation model with the following assumptions:

	Warrants issued upon conversion of convertible debt	Warrants issued upon conversion of broker warrants
Estimated fair value per share purchase warrant	\$0.21	\$0.20
Common share price	\$0.40	\$0.40
Exercise price	\$0.45	\$0.45
Risk-free interest rate	0.39%	0.39%
Expected life	3 years	3 years
Expected volatility in stock price	65%	65%
Expected annual dividend yield	nil	nil

D) Broker Warrants

The following table reflects the issuance or expiry of broker warrants units for the six months ended June 30, 2023, and year ended December 31, 2022:

	2023	}	2022		
	Number of Units	Weighted average price	Number of Units	Weighted average price	
Broker warrants, January 1	3,739,068	\$0.589	3,739,068	\$0.589	
Broker warrants expired	(3,739,068)	\$0.589			
Broker warrants, end of period	-	\$-	3,739,068	\$0.589	

13. Cost of sales

Cost of sales consists of the following components for the three and six months ended June 30, 2023, and 2022:

	Three mor	Three months ended June 30			Six months ended June 30		
	2023		2022		2023		2022
Manufacture of cellular concrete:							
Materials \$	2,230	\$	1,925	\$	6,111	\$	4,504
Direct labour	1,249		1,089		2,477		2,368
Variable and fixed overhead	1,120		699		1,976		1,681
Depreciation	445		361		916		713
\$	5,044	\$	4,074	\$	11,480	\$	9,266

Notes to the Consolidated Financial Statements

For the three and six months ended June 30, 2023 (unaudited) (in 000's Canadian Dollars)

14. Finance costs

The finance costs incurred for the three and six months ended June 30, 2023, and 2022, are as follows:

	Three months ended June 30		Six months ended June 30				
	2023		2022		2023		2022
Interest							
BDC financings (note 9)	\$ 82	\$	62	\$	157	\$	117
Convertible debt (note 11)	17		73		88		142
Lease obligations (note 10)	20		26		40		63
Other	-		-		3		
	\$ 119	\$	161	\$	288	\$	322

The accretion costs incurred for the three and six months ended June 30, 2023, and 2022, are as follows:

	Three months ended June 30			Six months ended June 30		
	2023		2022	2023		2022
Accretion						
Convertible debt (note 11)	\$ 28	\$	94	138	\$	184
	\$ 28	\$	94	\$ 138	\$	184

15. Other income (expenses)

Other income (expenses) for the three and six months ended June 30, 2023, and 2022, consists of the following:

	Three months ended June 30			Six month	Six months ended June 30		
	2023		2022		2023		2022
Interest income	\$ 91	\$	100	\$	212	\$	100
Foreign exchange gain (loss)	(47)		232		(245)		123
Gain on sale of equipment	25		-		29		43
Other	2		(7)		2		19
	\$ 71	\$	325	\$	(2)	\$	285

Notes to the Consolidated Financial Statements

For the three and six months ended June 30, 2023 (unaudited) (in 000's Canadian Dollars)

16. Loss per common share

Loss per common share for the three and six months ended June 30, 2023, and 2022, are as follows:

	-	Three months ended June 30			Six months ended June 30		
		2023		2022	 2023		2022
Loss per common share							
Basic and diluted	\$	(0.007)	\$	(0.012)	\$ (0.020)	\$	(0.029)

The number of common shares included in the computation of basic and diluted loss per common share for the three and six months ended June 30, 2023, and 2022, is as follows:

	Three months	ended June 30	Six months	Six months ended June 30		
	2023	2022	2023	2022		
Weighted average common shares outstanding - basic	134,297,445	133,939,938	134,146,671	133,939,938		
Effect of dilutive instruments	-	-	-	-		
Basic and diluted	134,297,445	133,939,938	134,146,671	133,939,938		

The dilutive securities for the three and six months ended June 30, 2023, and 2022, have no dilutive effect as the Company incurred losses in these periods.

17. Stock-based compensation

Stock option grants

The Company has an Omnibus Equity Incentive Plan ("OEI Plan") for the issue of up to 10% of the issued and outstanding common shares of the Company. Stock options are part of the OEI Plan. All options that are outstanding will expire upon maturity, or earlier, if the optionee ceases to be a director, officer, employee or consultant or there is a merger, amalgamation or change in control of the Company. The purpose of the option grants is to reward and retain directors, management, and consultants important to the continued operation and growth of the Company.

The following table summarizes the changes in options for the six months ended June 30, 2023, and year ended December 31, 2022:

	2023	20	22		
	Number of Options	Weighted average price	Number of Options	Weighted average price	
Outstanding, beginning of year	4,465,000	\$0.336	4,075,000	\$0.355	
Granted	750,000	\$0.185	1,145,000	\$0.238	
Expired	-	\$-	(655,000)	\$0.243	
Forfeited	-	\$-	(100,000)	\$0.570	
Outstanding, end of period	5,215,000	\$0.314	4,465,000	\$0.336	
Exercisable, end of period	2,403,327	\$0.317	1,959,999	\$0.331	

Notes to the Consolidated Financial Statements

For the three and six months ended June 30, 2023 (unaudited) (in 000's Canadian Dollars)

17 Stock-based compensation (continued)

The following table summarizes the stock options to acquire common shares outstanding as at June 30, 2023:

				Weighted	Weighted average	Weighted
				average	exercise price –	average exercise
	Range of	Options	Options	remaining life	options	price – options
_	exercise prices	Outstanding	Exercisable	(years)	outstanding	exercisable
	\$0.19 - \$0.22	1,705,000	755,000	2.08	0.11	0.20
	\$0.23 - \$0.39	2,025,000	974,995	1.05	0.30	0.28
_	\$0.40 - \$0.59	1,485,000	673,332	2.10	0.48	0.51
	\$0.19 - \$0.59	5,215,000	2,403,327	1.93	0.31	0.32

At the date of grant, the per share fair value of the options granted and other assumptions, using the Black-Scholes option pricing model are as follows:

	2023	2022
Estimated fair value per option	\$0.122	\$0.30 - \$0.41
Weighted average common share price	\$0.185	\$0.24
Risk-free interest rate	3.63%	2.27% - 3.09%
Expected life	5 years	5 years
Expected volatility in stock price	79%	90%
Expected annual dividend yield	nil	nil
Estimated forfeiture rate	nil	nil

Restricted share unit grants

The Company has an Omnibus Equity Incentive Plan ("OEI Plan") for the issue of up to 10% of the issued and outstanding common shares of the Company. Restricted Share Units ("RSU's") are part of the OEI Plan. In the second quarter of 2021, the Company issued RSU's under the OEI plan. Subject to the specific provisions of the RSU plan, eligibility, vesting period, terms of the RSU's and the number of RSU's granted are to be determined by the Board of Directors at the time of the grant. The purpose of the RSU grants is to reward and retain directors, management, and consultants important to the continued operation and growth of the Company.

The following table summarizes the changes in Company's outstanding RSU's for the six months ended June 30, 2023, and year ended December 31, 2022:

(Number of RSU's)	2023	2022
Outstanding, beginning of period	980,695	184,212
Granted	513,512	805,255
Exercised (note 12)	(432,742)	(8,772)
Outstanding, end of period	1,061,465	980,695

The fair value of each RSU granted was determined by using the company's share price on the grant date. The estimated fair value of the RSU's granted is being recognized as an expense over the three years vesting period of the RSU's.

Notes to the Consolidated Financial Statements

For the three and six months ended June 30, 2023 (unaudited) (in 000's Canadian Dollars)

Stock-based compensation

Stock-based compensation for the three and six months ended June 30, 2023, of \$150 and \$282, respectively (June 30, 2022 - \$165 and \$294, respectively) was recognized in the consolidated statement of loss and comprehensive loss with an offsetting amount charged to contributed surplus. Stock-based compensation has no current period impact on the Company's cash position.

18 Change in non-cash working capital

The changes in non-cash working capital items - asset (increases) decreases and liability increases (decreases) - are outlined below for the three and six months ended June 30, 2023, and 2022:

	٦	Three months ended June 30			Six months ended June 30			
		2023		2022	2023		2022	
Trade and other receivables	\$	705	\$	475	\$ 2,259	\$	1,046	
Inventory		45		(193)	71		(160)	
Prepaid expenses and deposits		120		148	228		259	
Trade and other payables		(2,043)		(1,119)	(3,265)		(1,057)	
	\$	(1,173)	\$	(689)	\$ (707)	\$	88	

19 Financial instruments and risk management

Set out below is a comparison, by category, of the carrying amounts and fair values of all of the Company's financial instruments that are carried in the consolidated financial statements and how the fair value of financial instruments are measured.

Fair value of non-derivative financial instruments

The fair values of cash and cash equivalents, restricted cash, trade and other receivables, bank operating loan, US operating loan, and trade and other payables approximate their carrying values due to the relatively short periods to maturity of these instruments.

The fair value of the BDC Financing loans approximate their carrying value as the debt rate floats with prime and is representative of market rates offered to the Company.

The fair value of the long-term investment in convertible notes approximates its carrying value as the purchase price is a market rate for other investors participating in the private placement.

At the date of issue, the fair value of the debt components of the convertible debt was estimated using the prevailing market interest rates for similar non-convertible instruments. This amount was recorded as a liability on an amortized cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date. The fair value of the equity feature of the convertible debt was determined at issue date by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This conversion option is recognized net of income tax effects as equity and is not subsequently re-measured.

Fair value represents the price at which a financial instrument could be exchanged in an orderly market, in an arm's length transaction between knowledgeable and willing parties who are under no compulsion to act. The Company classifies the fair value of the financial instruments according to the following hierarchy based on the number of observable inputs used to value the instrument.

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

Notes to the Consolidated Financial Statements

For the three and six months ended June 30, 2023 (unaudited) (in 000's Canadian Dollars)

19. Financial instruments and risk management (continued)

Level 2 – Pricing inputs are other than quoted prices in active markets included in level 1. Prices in level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs, including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the marketplace. The long-term investment in convertible notes, embedded derivatives related to the forced conversion, prepayment and conversion features on the convertible debt are measured based on level 2 (note 11).

Level 3 – Valuations in this level are those with inputs for the assets or liabilities that are not based on observable market date. The earn-out liability is measured at level 3.

There were no transfers between level 1, 2 and 3 inputs during the year.

Risk management

The Company's activities are exposed to a variety of financial risks: interest rate risk, credit risk, liquidity risk and foreign exchange risk. The Company's overall risk management program focuses on the unpredictability of financial and economic markets and seeks to minimize potential adverse effects on the Company's financial performance. Risk management is carried out by financial management in conjunction with overall Company governance.

(a) Interest Rate Risk

The BDC Financings, which totaled \$2,847 on June 30, 2023, are subject to floating market rates. Based on the floating rate debt outstanding, a 1% increase/decrease in interest rates would result in an increase/decrease in net loss attributable to common shareholders of approximately \$28 excluding the effect of income taxes.

(b) Credit Risk

The Company is responsible for reviewing the credit risk for each customer before standard payment and delivery terms and conditions are offered. The Company review consists of external ratings, when available, and in some cases bank and trade references. Management has established a credit policy under which new customers are analyzed for creditworthiness before the Company extends credit. The Company monitors its trade and other receivables aging on an ongoing basis as part of its process in managing its credit risk.

The Company also manages credit risk related to trade and other receivables on a consolidated basis whereby the aggregate exposure to individual customers is reviewed and their credit quality is assessed.

Financial instruments that subject the Company to credit risk consist primarily of cash and cash equivalents, restricted cash and trade receivables. The Company's cash and cash equivalents are held with large established financial institutions. The Company manages credit risk using credit approval and monitoring practices. Management is not materially concerned about the credit quality and collectability of accounts receivables, as our customers are predominantly large in scale and of high creditworthiness, and the concentration of credit risk is limited as our largest customers change year to year depending on which projects are being completed. At June 30, 2023, the Company had \$3,519 of cash (December 31, 2022 - \$10,682).

(c) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations. Liquidity risk management involves maintaining sufficient cash and cash equivalents and the availability of working capital financing to meet its financial obligations.

Notes to the Consolidated Financial Statements

For the three and six months ended June 30, 2023 (unaudited) (in 000's Canadian Dollars)

19. Financial instruments and risk management (continued)

The table below summarizes the maturity profile of the Company's financial liabilities at June 30, 2023, and December 31, 2022, based on contractual undiscounted payments:

	Les	Less than 1 year 1 to 2 years		2 to 6 years			Total	
As at June 30, 2023								
Trade and other payables	\$	1,783	\$	-	\$	-	\$	1,783
Long-term debt		916		865		1,066		2,847
Lease obligations		605		495		166		1,266
	\$	3,304	\$	1,360	\$	1,232	\$	5,896
As at December 31, 2022								
Trade and other payables	\$	5,139	\$	-	\$	-	\$	5,139
Long-term debt		937		864		1,111		2,912
Lease obligations		590		545		29		1,164
Convertible debt		3,499		-		-		3,499
	\$	10,165	\$	1,409	\$	1,140	\$	12,714

(d) Foreign Exchange Risk

Foreign exchange risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure relates to balances denominated in USD and the operations of its U.S. subsidiary which are predominantly in USD. The Company does not hedge these items as the timing of related transactions is not certain. However, the management manages and mitigates foreign exchange risk by monitoring exchange rate trends and forecasted economic conditions.

As at June 30, 2023, and December 31, 2022, the following balances are denominated in USD:

(in 000's US Dollars)	202	23	2022
Cash and cash equivalents	\$ 59	8 \$	361
Trade and other receivables	2,57	0	3,879
Prepaid expenses and deposits	4	7	122
Long-term investments	1,78	5	1,759
Trade and other payables	64	4	2,849
Long term debt	1,40	0	1,400
Lease obligations	\$ 4	5 \$	574

The Company's primary foreign exchange sensitivity is in relation to movements of the USD against the Canadian dollar. Based on USD balances as at June 30, 2023, a 1% increase/decrease of the USD against the Canadian dollar would result in an increase/decrease in net loss of approximately CAD \$34 excluding the effect of income taxes.

Notes to the Consolidated Financial Statements

For the three and six months ended June 30, 2023 (unaudited) (in 000's Canadian Dollars)

20. Capital management

Management defines capital as the Company's total shareholders' equity, its debt and finance lease obligations. The Company manages its capital structure and adjusts it in response to changes in economic conditions and the risk characteristics of its underlying assets. The Board of Directors does not establish a quantitative return on capital for management, but rather promotes year over year sustainable profitable growth. In addition, the Board of Directors has established policies to monitor the Company's performance against its operating and capital budgets and forecasts.

The Company's current objective when managing capital is to increase the Company's capital through growth in earnings and to re-invest the earnings generated to facilitate the continued growth in the Company, in order to provide an appropriate rate of return to shareholders.

Management reviews its capital management approach on an ongoing basis. There were no material changes to this approach during the period ended June 30, 2023. The Company is subject to externally imposed financial covenants with its CIBC Credit Facility and long-term debt BDC loans.

The total capitalization as at June 30, 2023, and December 31, 2022, is outlined below:

	2023	2022
Long term debt (note 9)	\$ 2,847 \$	2,912
Lease obligations (note 10)	1,266	1,164
Convertible debt – host debt and derivative liability (note 11)	-	3,499
Total debt	4,113	7,575
Shareholders' equity	24,903	27,742
	\$ 29,016 \$	35,317

21. Geographical segmented information

The Company has one operating segment, and its primary business is the supply and placement of cellular concrete. It currently markets its services in Canada and the U.S. The tables below, present the sales to external customers for the three and six months ended June 30, 2023, and 2022; and the total non-current assets attributable to the Company's geographical segments as at June 30, 2023, and December 31, 2022:

	Three months ended June 30			Six months ended June			
	2023		2022		2023		2022
Sales to external customers							
Canada	\$ 1,944	\$	1,357	\$	3,424	\$	2,617
U.S.	4,241		2,665		9,943		6,528
	\$ 6,185	\$	4,022	\$	13,367	\$	9,145
					2023		2022
Total non-current assets							
Canada				\$	3,053	\$	2,630
U.S.					18,152		18,626
				\$	21,205	\$	21,256