ENWAVE
CORPORATION

Condensed Consolidated Interim Financial Statements

Three months ended December 31, 2020 and 2019

(Unaudited – prepared by management)
(expressed in thousands of Canadian dollars)

NOTICE OF NO AUDITOR REVIEW OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, the financial statements must be accompanied by a notice indicating that they have not been reviewed by an auditor.

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by CPA (Chartered Professional Accountants) Canada for a review of interim financial statements by an entity's auditor.

EnWave Corporation

Condensed Consolidated Interim Statements of Loss

For the three months ended December 31, 2020 and 2019

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

	Note	Three months ended December 31, 2020 $	2019 $
Revenues	14	**7,533**	8,609
Direct costs		**(5,835)**	(5,413)
		1,698	3,196
Expenses			
General and administration		**1,126**	1,758
Sales and marketing		**1,521**	1,943
Research and development		**569**	535
Stock-based compensation	12(d)	**254**	468
Amortization of intangible assets		**63**	62
Other income	16	**(325)**	-
Foreign exchange loss		**227**	45
Finance expense (income), net		**4**	(34)
		3,439	4,777
Loss before income taxes		**(1,741)**	(1,581)
Income tax (recovery) expense			
Current		**(390)**	11
Deferred		**20**	(166)
Net loss for the period		**(1,371)**	(1,426)
Basic and diluted loss per share		**(0.01)**	(0.01)
Weighted average number of shares outstanding			
Basic and diluted		**111,451,972**	110,955,112

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

EnWave Corporation

Condensed Consolidated Interim Statements of Comprehensive Loss

For the three months ended December 31, 2020 and 2019

(Unaudited, expressed in thousands of Canadian dollars)

	Three months ended December 31, 2020 $	2019 $
Net loss for the period	**(1,371)**	(1,426)
Other comprehensive income		
Items that may be subsequently reclassified to profit or loss		
Foreign exchange translation loss	**(316)**	(173)
Total comprehensive loss for the period	**(1,687)**	(1,599)

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

EnWave Corporation

Condensed Consolidated Interim Statements of Financial Position

As at December 31, 2020 and September 30, 2020

(Unaudited, expressed in thousands of Canadian dollars)

	Note	December 31, 2020 $	September 30, 2020 $
Assets			
Current assets			
Cash and cash equivalents		**17,401**	14,712
Restricted cash		**250**	250
Trade receivables		**1,801**	10,992
Due from customers on contract	4	**207**	356
Loans receivable, current	7	**215**	-
Inventory	6	**6,215**	7,117
Prepaids and other receivables	5	**697**	692
Income taxes receivable		**1,089**	742
		27,875	34,861
Non-current assets			
Loans receivable, non-current	7	**227**	-
Deposits and other receivables		**98**	161
Plant and equipment		**4,231**	3,993
Right-of-use assets		**1,918**	1,301
Intangible assets		**284**	347
		6,758	5,802
Total assets		**34,633**	40,663
Liabilities			
Current liabilities			
Borrowings	8	**2**	667
Trade and other payables	9	**3,498**	7,704
Customer deposits and deferred revenue	4	**1,331**	1,771
Current portion lease liabilities	10	**702**	427
Current portion of other liability	11(a)	**121**	124
		5,654	10,693
Non-current liabilities			
Borrowings	8	**189**	200
Deferred income tax liability		**275**	268
Long-term portion of lease liabilities	10	**1,408**	1,019
Long-term portion of other liability	11(a)	**96**	132
		1,968	1,619
Total liabilities		**7,622**	12,312
Equity			
Share capital	12(b)	**80,045**	79,840
Warrants	12(c)	**1,040**	1,641
Contributed surplus		**9,894**	9,151
Foreign currency translation reserve		**459**	775
Deficit		**(64,427)**	(63,056)
Total equity		**27,011**	28,351
Total liabilities and equity		**34,633**	40,663
Contingencies and commitments	11		
Subsequent event	19		

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

EnWave Corporation

Condensed Consolidated Interim Statements of Changes in Equity

For the three months ended December 31, 2020 and 2019

(Unaudited, expressed in thousands of Canadian dollars)

	Share capital						
	Number	Value $	Warrants $	Contributed surplus $	Foreign currency translation reserve $	Deficit $	Total equity $
Balance – September 30, 2019	110,836,515	79,063	1,715	8,035	694	(58,563)	30,944
Impact of adopting IFRS 16	-	-	-	-	-	(52)	(52)
Net loss for the period	-	-	-	-	-	(1,426)	(1,426)
Effects of foreign currency translation	-	-	-	-	(173)	-	(173)
Shares issued on exercise of underwriter's warrants	54,446	70	(13)	-	-	-	57
Shares issued on exercise of warrants	114,544	191	(53)	-	-	-	138
Expiry of underwriter's warrants	-	-	(2)	2	-	-	-
Shares issued on exercise of stock options	103,000	143	-	(35)	-	-	108
Restricted share rights	-	-	-	83	-	-	83
Stock-based compensation	-	-	-	385	-	-	385
Balance – December 31, 2019	111,108,505	79,467	1,647	8,470	521	(60,041)	30,064
Balance – September 30, 2020	111,409,755	79,840	1,641	9,151	775	(63,056)	28,351
Net loss for the period	-	-	-	-	-	(1,371)	(1,371)
Effects of foreign currency translation	-	-	-	-	(316)	-	(316)
Expiry of warrants	-	-	(601)	601	-	-	-
Shares issued on exercise of stock options	107,000	122	-	(29)	-	-	93
Shares issued with restricted share rights	60,000	83	-	(83)	-	-	-
Restricted share rights	-	-	-	97	-	-	97
Stock-based compensation	-	-	-	157	-	-	157
Balance – December 31, 2020	111,576,755	80,045	1,040	9,894	459	(64,427)	27,011

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

EnWave Corporation

Condensed Consolidated Interim Statements of Cash Flows

For the three months ended December 31, 2020 and 2019

(Unaudited, expressed in thousands of Canadian dollars)

	Note	Three months ended December 31, 2020 $	2019 $
Cash flows generated from (used in) operating activities			
Net loss for the period		**(1,371)**	(1,426)
Items not affecting cash			
Depreciation and amortization		**670**	359
Gain on disposal of assets		**(4)**	(3)
Stock-based compensation	12(d)	**254**	468
Finance expense (income), net		**4**	(34)
Income tax recovery		**(370)**	(155)
Inventory write-offs		**-**	76
Foreign exchange loss		**227**	45
		(590)	(670)
Changes in non-cash working capital			
Trade receivables		**8,913**	5,700
Prepaids and other receivables		**(100)**	(332)
Loans receivable		**(453)**	-
Inventory		**590**	(4,465)
Trade and other payables		**(3,917)**	(3,354)
Due from customers on contract and deferred revenue		**(215)**	440
Net cash generated from (used in) operating activities before income taxes		**4,228**	(2,681)
Income taxes paid		**-**	(115)
Net cash generated from (used) in operating activities		**4,228**	(2,796)
Cash flows used in investing activities			
Acquisition of plant and equipment		**(689)**	(218)
Proceeds from disposal of plant and equipment		**34**	7
Finance income received		**40**	78
Net cash used in investing activities		**(615)**	(133)
Cash flows (used in) generated from financing activities			
Proceeds from exercise of stock options	12(d)	**93**	108
Proceeds from exercise of warrants	12(c)	**-**	195
(Repayment) proceeds from line of credit		**(652)**	665
Payment of lease principal liabilities	10	**(124)**	(96)
Payment of lease interest	10	**(38)**	(32)
Payment received from finance leases		**8**	-
Payment of other liability	11(a)	**(32)**	(25)
Net cash (used in) generated from financing activities		**(745)**	815
Effect of foreign exchange translation on cash		**(179)**	(14)
Increase (decrease) in cash and cash equivalents		**2,689**	(2,128)
Cash and cash equivalents - Beginning of period		**14,712**	18,665
Cash and cash equivalents - End of period		**17,401**	16,537
Non-cash transactions			
Acquisition of plant and equipment through accounts payable		**102**	(99)
Purchase of inventory through accounts payable		**(70)**	(518)

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

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 machinery for the food, cannabis and biomaterial dehydration 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, NutraDried Food Company, LLC ("NutraDried"), is a Limited Liability Corporation registered in Washington State. NutraDried manufactures, markets and sells certain dehydrated food products manufactured using EnWave's proprietary technology under the Company's Moon Cheese® trademark.

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 condensed consolidated interim financial statements ("interim financial statements") have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") as applicable to the preparation of interim financial statements, as set out in International Accounting Standard ("IAS") 34, *Interim Financial Reporting*. They do not include all the information required for a complete set of IFRS financial statements and should be read in conjunction with the audited annual consolidated financial statements of the Company for the year ended September 30, 2020. There are selected explanatory notes included to explain events and transactions that are significant to an understanding of the changes in the Company's financial position and performance since the last annual consolidated financial statements as at and for the year ended September 30, 2020.

These interim financial statements were approved for issuance by the Board of Directors for issue on February 25, 2021.

Critical accounting estimates

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 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 $269 (2019 - $496).

Impairment of inventory

The Company measures inventory at the lower of cost and net realizable value, and in the event the net realizable value exceeds cost, 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 we will exercise that option. The Company applies judgement 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 we apply judgement in 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 judgement. 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 fixed period not exceeding one year. 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.

(Unaudited, 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.

3 Significant accounting policies

The accounting policies adopted are consistent with the September 30, 2020 annual consolidated financial statements and the unaudited condensed consolidated interim financial statements should be read in conjunction with the Company's 2020 annual audited consolidated financial statements.

Accounting standards and amendments issued and not yet adopted

IAS 1 - Classification of Liabilities as Current or Non-Current

The amendment clarifies the classification requirements to determine if a liability 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, 2022 and is to be applied retrospectively, with earlier application permitted. The Company is currently evaluating the potential impact of these amendments on the Company's consolidated financial statements.

4 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 receivable 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:

	December 31, 2020 $	September 30, 2020 $
Due from customers on contract	207	356
Customer deposits and deferred revenues	(1,331)	(1,771)
	(1,124)	(1,415)

(Unaudited, expressed in thousands of Canadian dollars)

During the three months ended December 31, 2020, the Company recognized revenue from equipment sales and construction contracts of $833 (2019 - $1,118) that was included as deferred revenue at the beginning of the period.

5 Prepaids and other receivables

	December 31, 2020 $	September 30, 2020 $
Prepaid expenses	605	652
Indirect tax receivable	65	13
Other receivables	27	27
	697	692

6 Inventory

	December 31, 2020 $	September 30, 2020 $
Machine parts and work-in-progress	2,663	2,939
Food products	3,078	3,736
Packaging supplies	474	442
	6,215	7,117

During the three months ended December 31, 2020, the Company recorded $nil (2019 - $76) of inventory write-offs related to machine parts. This was recognized as an expense and included in direct costs in the condensed consolidated interim statement of loss.

7 Loans receivable

	December 31, 2020 $	September 30, 2020 $
Current	215	-
Non-current	227	-
	442	-

During the three months ended December 31, 2020, the Company recorded equipment finance loans of $442 (September 30, 2020 - $nil) to be paid by customers related to equipment purchase contracts. The loans receivable bear interest at annual interest rates ranging between 8% and 12%, have fixed terms ranging from 18 to 46 months and are amortized with monthly blended payments of interest and principal. The loans receivable are measured at amortized cost using the effective interest method and are secured by the underlying equipment purchased by the customer.

(Unaudited, expressed in thousands of Canadian dollars)

8 Borrowings

	December 31, 2020 $	September 30, 2020 $
Line of credit (i)	-	667
Economic Injury Disaster Loan (ii)	191	200
Total borrowings	191	867
Current (i)	2	667
Non-Current (ii)	189	200
Total borrowings	191	867

i) The Company's subsidiary, NutraDried, has a credit line agreement for up to US$500 of short-term borrowings that is payable on demand. The credit facility bears interest rate at the Wall Street Journal Prime Rate plus 1.5%, with a floor of 4.25%. The amount outstanding at December 31, 2020 is $nil (September 30, 2020 - $667). NutraDried is subject to current ratio and leverage ratio covenants under the terms of the credit facility and is in compliance with those covenants.

ii) On June 15, 2020, NutraDried received proceeds from an Economic Injury Disaster Loan ("EIDL") with the U.S. Small Business Administration of $200 (US$150). The loan is amortized over 30 years and accrues interest at the rate of 3.75% annually. The Company will commence making monthly installment payments consisting of principal and interest 12 months from the date of loan issuance. The EIDL loan is secured by all tangible and intangible personal property, including, but not limited to inventory and equipment.

9 Trade and other payables

	December 31, 2020 $	September 30, 2020 $
Trade payables	1,907	1,725
Accrued liabilities	499	4,500
Personnel related accruals	804	1,238
Provision for warranty	258	241
Indirect tax payable	30	-
	3,498	7,704

(Unaudited, expressed in thousands of Canadian dollars)

10 Lease liabilities

The following is a continuity schedule of lease liabilities for the three months ended December 31, 2020 and 2019:

	Three months ended December 31, 2020 $	2019 $
Balance, October 1	1,446	1,622
Lease additions	835	-
Lease payments	(162)	(128)
Interest expense on lease liabilities	38	32
Changes due to foreign exchange rates	(47)	-
Balance, December 31	2,110	1,526
Current	702	408
Non-current	1,408	1,118
	2,110	1,526

Maturity of contractual undiscounted lease payments	December 31, 2020 $
Less than one year	825
One to five years	1,512
	2,337

11 Contingencies and commitments

a) Other liability

On December 6, 2010, the Company entered into an Asset Purchase Agreement (the "INAP APA") to acquire the patents and know-how for the MIVAP vacuum microwave dehydration technology. On March 28 2018, the Company renewed its INAP License for the exclusive worldwide rights to the know-how related to the MIVAP Vacuum microwave technology and agreed to pay minimum annual royalties. The agreements with INAP cover the US, Canadian and worldwide rights. Pursuant to the INAP APA and INAP License, the Company agreed to pay a portion of the license or royalty fees collected from the Company's customers who purchase EnWave equipment that makes use of the acquired patents and know-how. For usage in North America, the Company remits 25% for food applications and 12.5% for non-food applications, and the agreement expired on February 3, 2019. For usage outside of North America, the Company remits 25% for food applications and 12.5% for non-food applications, and the agreement expires on October 15, 2022. Additionally, the Company agreed to pay INAP a fee equal to 2.5% of the net purchase price of each machine sold that makes use of the acquired patents and know-how.

The acquired intangible asset was recorded at the fair value of the estimated minimum royalty amounts and subsequently at each reporting date at amortized cost. As at December 31, 2020, there was a minimum royalty obligation payable by the Company recorded in other liability of $217 (September 30, 2020 - $256).

(Unaudited, expressed in thousands of Canadian dollars)

	Undiscounted royalties payable US$	Undiscounted royalties payable CA$
2021	75	95
2022	100	128
2023	4	5
Total	179	228

b) Commitments payable to vendors by the Company

The Company has entered into various lease agreements for the rental of office space, plant facilities, and laboratory facilities. From October 1, 2019, the Company has recognized right-of-use assets for these leases, except for short-term and low-value leases. Short-term leases are leases with a lease term of 12 months or less and low-value assets comprise office and manufacturing equipment.

	December 31, 2020 $	September 30, 2020 $
Less than 1 year	59	62
Between 1 and 5 years	50	27
More than 5 years	-	-
Total	109	89

The Company is committed to incurring capital expenditures relating to the completion of the toll manufacturing facility of $843 (September 30, 2020 - $nil). These commitments are expected to be settled within the year.

c) Letter of credit to customers

As at December 31, 2020, the Company had a letter of credit for US $540 (CA $688) issued in favour of a customer related to the terms of an equipment purchase contract. The letter of credit is guaranteed by an Export Development Canada (“EDC”) guarantee and is not subject to any other collateral requirements by the Company. The letter of credit will be returned to the Company upon confirmation that the equipment has been shipped to the customer according to the equipment purchase contract terms.

12 Share capital

a) Authorized: unlimited number of voting common shares without par value. Issued and outstanding: 111,576,755.

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

(Unaudited, expressed in thousands of Canadian dollars)

b) Issued and fully paid:

	Number	Share capital Value $
Balance – October 1, 2019	110,836,515	79,063
Share issue costs	-	2
Shares issued on exercise of Underwriter's Warrants	54,446	70
Shares issued on exercise of Investor's Warrants	145,794	235
Shares issued on exercise of stock options	183,000	269
Shares issued on vesting of restricted share rights	190,000	201
Balance – September 30, 2020	111,409,755	79,840
Shares issued on exercise of stock options	107,000	122
Shares issued on vesting of restricted share rights	60,000	83
Balance – December 31, 2020	111,576,755	80,045

c) Warrants

The continuity of share purchase warrants during the three months ended December 31, 2020 and 2019 is as follows:

	Number of warrants	Weighted average exercise price $	Fair value at grant date $
Balance – September 30, 2019	7,953,731	1.39	0.26
Issued:			
Investor's Warrants (i)	27,220	1.50	0.27
Exercised:			
Underwriter's Warrants (ii)	(54,446)	1.05	0.36
Investor's Warrants (iii)	(145,794)	1.20	0.24
Expired:			
Underwriter's Warrants (ii)	(6,509)	1.05	0.36
Balance – September 30, 2020	7,774,202	1.40	0.26
Expired:			
Investor's Warrants (iii)	(2,762,000)	1.20	0.24
Balance – December 31, 2020	5,012,202	1.50	0.27

i) Each Investor Warrant issued is exercisable into one common share of the Company at an exercise price of $1.50 per share expiring on November 15, 2022. 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.

ii) Each Underwriter's Warrant entitles the holder to purchase one common share and one-half of a share purchase warrant at an exercise price of $1.05 and expired on November 15, 2019. The share purchase warrants issued on exercise are exercisable into one common share of the Company at an exercise price of $1.50 per share expiring on November 15, 2022. The fair value of the Underwriter's Warrants was calculated using the Black-Scholes model to be $0.36 per each Underwriter's Warrant. The following assumptions were used in estimating the fair value of the Underwriter's Warrants: Stock price volatility 42%, risk-free interest rate 1.44%, dividend yield 0%, and expected life of 2.0 years.

(Unaudited, expressed in thousands of Canadian dollars)

iii) Each Investor Warrant issued is exercisable into one common share of the Company at an exercise price of $1.20 per share expiring on October 22, 2020. The fair value of the warrants at the date of grant was estimated at $0.24 per warrant using the Black-Scholes model based on the following assumptions: Stock price volatility 54%, risk-free interest rate of 0.81%, dividend yield 0%, and expected life of 5.0 years.

The following table summarizes the warrants that remain outstanding as at December 31, 2020:

Exercise price $	**Number of warrants**	**Expiry date**
1.50	5,012,202	November 15, 2022
	5,012,202	

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 TSX Venture Exchange.

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.

The changes in options for the three months ended December 31, 2020 and 2019 were as follows:

	December 31, 2020		**December 31, 2019**	
	Number of options	**Weighted average exercise price $**	**Number of options**	**Weighted average exercise price $**
Outstanding, beginning of the period	6,975,667	1.46	5,952,000	1.45
Options granted	150,000	1.06	710,000	1.73
Options exercised	(107,000)	0.87	(103,000)	1.05
Options expired	(22,000)	1.05	(163,333)	1.35
Outstanding, end of the period	**6,996,667**	**1.46**	**6,395,667**	**1.49**
Exercisable, end of the period	**4,986,669**	**1.48**	**3,434,799**	**1.24**

The weighted average fair value of options granted during the three months ended December 31, 2020 was $0.45 per option (2019 - $0.57).

(Unaudited, expressed in thousands of Canadian dollars)

The following weighted average assumptions were used in calculating the fair value of the stock options granted using the Black-Scholes model for the three months ended December 31, 2020 and 2019:

	Three months ended December 31, 2020	2019
Risk-free interest rate	0.32%	1.54%
Expected life	3.22 years	3.73 years
Estimated volatility	58%	42%
Forfeiture rate	1.25%	1.25%
Dividend rate	0.00%	0.00%

Stock options outstanding as at December 31, 2020 have the following expiry date and exercise prices:

Year of expiry	Exercise price per share $	Number of options
2021	0.94 - 1.28	260,000
2022	1.00 - 1.09	482,400
2023	1.07 - 1.45	2,484,267
2024	1.37 - 2.19	2,195,000
2025	1.06 - 1.25	1,575,000
		6,996,667

During the three months ended December 31, 2020, the Company recorded stock-based compensation expense of $254 (2019 - $468), which includes compensation expense for stock options and for restricted share rights (“RSRs”). The fair value of each option and RSR is accounted for in the condensed consolidated interim statement of loss over the vesting period, and the related credit is included in contributed surplus.

e) Restricted share rights

On February 11, 2020, the shareholders of the Company approved the amendment to the RSR Plan pursuant to which the Company reserved up to a maximum of 1,895,000 common shares for RSRs. 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 three months ended December 31, 2020 and 2019 were as follows:

	December 31, 2020		December 31, 2019	
	Number of RSRs	Weighted average grant date fair value $	Number of RSRs	Weighted average grant date fair value $
Outstanding, beginning of period	790,000	1.15	775,000	1.29
RSRs granted	70,000	1.20	-	-
RSRS vested	(60,000)	1.38	-	-
RSRs forfeited	-	-	(30,000)	1.40
Outstanding, end of period	**800,000**	**1.14**	**745,000**	**1.29**

(Unaudited, expressed in thousands of Canadian dollars)

During the three months ended December 31, 2020, stock-based compensation expense of $97 (2019 - $83) was recorded for the RSRs vested during the period. RSRs vest three years from the award date, in accordance with the RSR Plan.

13 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 three months ended December 31, 2020 and 2019 comprises the following expenses:

	Three months ended December 31, 2020 $	2019 $
Salaries, bonuses and short-term employee benefits	605	755
Stock-based compensation	97	242
	702	997

b) Transactions with related parties

The Company had transactions with related parties for the three months ended December 31, 2020 and 2019 in the normal course of business as shown in the table below:

	Three months ended December 31, 2020 $	2019 $
Directors' fees	50	40
Stock-based compensation	77	74
	127	114

14 Revenues

a) Revenue breakdown for the three months ended December 31, 2020 and 2019 is as follows:

	Three months ended December 31, 2020 $	2019 $
Product sales, net	4,857	4,054
Equipment construction contracts	1,094	2,838
Equipment sales	984	780
Royalties and licensing fees	320	402
Equipment rental fees, testing fees and other	278	535
	7,533	8,609

(Unaudited, expressed in thousands of Canadian dollars)

Individual customers representing over 10% of the total revenue during the three months ended December 31, 2020 and 2019 were as follows:

	December 31, 2020		December 31, 2019	
Customer	**$**	**%**	**$**	**%**
A	2,499	33%	1,265	15
B	-	-	1,214	14
C	-	-	951	11
Others	5,034	67%	5,179	60
	7,533	100%	8,609	100

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

	December 31, 2020		September 30, 2020	
Customer	**$**	**%**	**$**	**%**
X	254	14%	7,392	67
Y	-	-	1,059	10
Others	1,547	86%	2,541	23
	1,801	100%	10,992	100

15 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 three months ended December 31, 2020 and 2019 are shown below:

	Three months ended December 31,	
	2020	**2019**
Details of expenses by nature	**$**	**$**
Cost of materials	4,593	3,302
Salaries, wages and employee expenses	2,442	3,521
Commissions, travel and promotion	801	1,347
Depreciation of plant and equipment	607	297
Professional services	411	718
Office and courier	66	180
Facilities expenses	66	100
Other expenses	65	184
Total expenses	9,051	9,649

16 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 businesses affected by COVID-19. The qualified subsidy amounts received under the programs are non-repayable. The amount of subsidy recognized from the Canadian federal government under the programs for the three months ended December 31, 2020 was $325 (2019 - $nil) and has been recorded as other income on the consolidated statement of loss.

17 Financial instruments risk

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 condensed consolidated interim 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, due from customers on contract and loans receivable. 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 reviews 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, by requiring commercial letters of credit, and by reviewing individual account balances, and proactively following up on overdue amounts. The Company maintains a provision for credit losses relating to specific losses estimated on individual exposures. As at December 31, 2020, the Company has recorded a $nil (2019 - $58) 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 and loan receivables are equal to their total carrying amounts.

The Company transacts with a number of Canadian and U.S. 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.

(Unaudited, expressed in thousands of Canadian dollars)

The following table provides information regarding the aging of receivables as at December 31, 2020:

	Neither past due nor impaired	**Past due but not impaired**		
	0 – 30 days	**31 – 90 days**	**91 – 365 days**	**Over 365 days**
Trade receivables	1,541	78	182	-
Due from customers on contract	207	-	-	-
Loans receivable	442	-	-	-
	2,190	78	182	-

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.

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. As at December 31, 2020, the Company had cash and cash equivalents of $17,401 to settle current liabilities of $5,654.

a) Financial assets maturity table:

	0 – 30 days	**31 – 90 days**	**91- 365 days**	**Over 365 days**
Cash and cash equivalents and restricted cash	17,401	-	250	-
Trade receivables	1,597	41	163	-
Due from customers on contract	-	207	-	-
Loans receivable	33	50	132	227
Income taxes receivable	-	-	1,089	-
	19,031	298	1,634	227

(Unaudited, expressed in thousands of Canadian dollars)

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

	0 – 30 days	31 – 90 days	91- 365 days	Over 365 days
Borrowings	2	-	-	189
Trade and other payables	3,418	80	-	-
Lease liabilities	56	114	532	1,408
	3,476	194	532	1,597

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, restricted cash, and borrowings. The Company earns interest on deposits based on current market interest rates, which during the three months ended December 31, 2020 ranged from 0.40% to 2.10% (2019 - 2.00% to 2.30%). A 1% change in interest rates would affect the results of operations by approximately $32 (2019 - $35).

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 December 31, 2020, 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 when appropriate to minimize exposure to foreign currencies when appropriate. As at December 31, 2020, and September 30, 2020, 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.

(Unaudited, expressed in thousands of Canadian dollars)

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 net loss for the three months ended December 31, 2020 and 2019 as follows:

Currency	2020 $	2019 $
US dollar	111	113

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.

18 Segmented information

The Company has assessed its operating segments to be EnWave and NutraDried 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	December 31, 2020			September 30, 2020		
	EnWave $	NutraDried $	Total $	EnWave $	NutraDried $	Total $
Assets						
Trade receivables	838	963	1,801	996	9,996	10,992
Inventory	2,663	3,552	6,215	2,939	4,178	7,117
Loans receivable	442	-	442	-	-	-
Plant and equipment	1,322	2,909	4,231	807	3,186	3,993
Right-of-use assets	937	981	1,918	1,018	283	1,301
Intangible assets	268	16	284	327	20	347
	6,470	8,421	14,891	6,087	17,663	23,750
Liabilities						
Trade and other payables	1,444	2,054	3,498	1,638	6,066	7,704
Customer deposits and deferred revenue	1,319	12	1,331	1,771	-	1,771
Borrowings	-	191	191	-	867	867
Lease liabilities	1,072	1,038	2,110	1,155	291	1,446
Other liability	217	-	217	256	-	256
	4,052	3,295	7,347	4,820	7,224	12,044

(Unaudited, expressed in thousands of Canadian dollars)

For the three months ended	**December 31, 2020**			
	EnWave $	**NutraDried $**	**Elimination adjustments $**	**Total $**
Revenues – external customers	2,676	4,857	-	7,533
Revenues – other segments	516	-	(516)	-
Total revenues	3,192	4,857	(516)	7,533
Expenses	(3,542)	(6,330)	643	(9,229)
Other income	325	-	-	325
Net loss	(25)	(1,473)	127	(1,371)

For the three months ended	**December 31, 2019**			
	EnWave $	**NutraDried $**	**Elimination adjustments $**	**Total $**
Revenues – external customers	4,555	4,054	-	8,609
Revenues – other segments	348	-	(348)	-
Total revenues	4,903	4,054	(348)	8,609
Expenses	(5,693)	(4,660)	318	(10,035)
Net loss	(790)	(606)	(30)	(1,426)

Revenues for EnWave comprise all equipment sales and construction contracts, royalties and licensing fees, and equipment rental fees, testing fees and other referred to in note 14 and account for approximately 36% of the consolidated revenues. Revenues for NutraDried relate to product sales referred to in note 14 and account for approximately 64% of the consolidated revenues.

19 Subsequent event

On February 18, 2021, the Company announced a restructuring of its operations at NutraDried that included employee layoffs. As part of the restructuring, the Company incurred approximately $600 in severance and restructuring charges.