

BQE Water

BQE WATER INC.

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(in Canadian dollars unless stated otherwise)

(Unaudited)

For the three and six months ended June 30, 2019 and 2018

NOTICE TO READER

The accompanying 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 condensed consolidated interim financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

BQE WATER INC.Condensed Consolidated Interim Statements of Financial Position
(Unaudited)

		June 30 2019 \$	December 31 2018 \$
	note		
Assets			
Current assets			
Cash		359,857	1,425,312
Trade and other receivables	5	1,900,532	1,304,821
Prepaid and other deposits		93,711	86,931
Total current assets		2,354,100	2,817,064
Non-current assets			
Plant and equipment	7	439,145	98,439
Investment in joint ventures	8	5,481,088	4,962,449
Deposits		29,576	34,699
Total non-current assets		5,949,809	5,095,587
Total assets		8,303,909	7,912,651
Liabilities			
Current liabilities			
Trade payable and accrued liabilities	6, 9	1,296,247	1,352,280
Deferred revenues		135,010	92,556
Current portion of lease obligations	11	156,780	-
Deferred benefits	12	143,505	86,171
Total current liabilities		1,731,542	1,531,007
Non-current liabilities			
Loans	10	146,680	-
Lease obligations	11	211,844	-
Total non-current liabilities		358,524	-
Total liabilities		2,090,066	1,531,007
Shareholders' Equity			
Share capital	13	56,332,413	56,332,413
Contributed surplus	12	10,294,297	10,265,959
Accumulated other comprehensive income		1,286,812	1,500,791
Accumulated deficit		(61,699,679)	(61,717,519)
Total shareholders' equity		6,213,843	6,381,644
Total liabilities and shareholders' equity		8,303,909	7,912,651
Going concern (note 2(b))			
Commitments (note 16)			

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

BQE WATER INC.

Condensed Consolidated Interim Statements of Income (Loss) and Other Comprehensive Income (Loss)

For the three and six months ended June 30, 2019 and 2018

(Unaudited)

		3 months ended June 30		6 months ended June 30	
		2019	2018	2019	2018
		\$	\$	\$	\$
	note				
Revenues	17	1,215,640	539,748	1,932,000	1,067,241
Operating expenses (excluding depreciation)		606,565	438,958	1,050,565	898,738
Operating margin before depreciation		609,075	100,790	881,435	168,503
General and administration		361,651	344,292	745,119	713,345
Sales and development		273,630	328,293	592,820	652,366
Share-based payment expenses	12	63,524	9,588	85,672	64,108
Depreciation of plant and equipment	7	49,930	4,227	99,759	7,764
Share of results of equity accounted joint ventures	8	(506,757)	(697,206)	(708,893)	(793,856)
Income (loss) from operations and joint ventures		367,097	111,596	66,958	(475,224)
Finance costs, net		(10,098)	(33,366)	(19,383)	(63,906)
Foreign exchange (loss) gain		(7,064)	(17,717)	(25,479)	275
Other losses		(985)	-	(985)	-
Income (loss) before income taxes		348,950	60,513	21,111	(538,855)
Income tax expense		(3,271)	-	(3,271)	-
Net income (loss) for the period		345,679	60,513	17,840	(538,855)
Other comprehensive (loss) income					
<i>Items that will be reclassified subsequently to income</i>					
Translation (loss) gain on foreign operations		(240,772)	(156,632)	(213,979)	163,087
Comprehensive income (loss) for the period		104,907	(96,119)	(196,139)	(375,768)
Net income (loss) per share					
Basic and diluted		0.29	0.06	0.01	(0.57)
Weighted average number of shares outstanding					
Basic and diluted		1,208,435	939,667	1,208,435	939,667

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

BQE WATER INC.

Condensed Consolidated Interim Statements of Changes in Equity

For the six months ended June 30, 2019 and 2018

(Unaudited)

		Number of Shares	6 months ended June 30, 2019 \$	Number of Shares	6 months ended June 30, 2018 \$
	note				
Share Capital					
Balance, beginning of the period	13	1,208,435	56,332,413	939,667	54,719,814
Balance, end of the period		1,208,435	56,332,413	939,667	54,719,814
Contributed surplus					
Balance, beginning of the period			10,265,959		10,058,149
Equity settled share-based payments	12		28,338		62,356
Balance, end of the period			10,294,297		10,120,050
Equity component of convertible loan					
Balance, beginning of the period			-		86,575
Balance, end of the period			-		86,575
Accumulated other comprehensive income					
Balance, beginning of the period			1,500,791		1,398,709
Other comprehensive (loss) income for the period			(213,979)		163,087
Balance, end of the period			1,286,812		1,561,796
Accumulated deficit					
Balance, beginning of the period			(61,717,519)		(61,867,916)
Net income (loss) for the period			17,840		(538,855)
Balance, end of the period			(61,699,679)		(62,406,771)
Total shareholders' equity					
Balance, beginning of the period			6,381,644		4,395,331
Equity settled share-based payments	12		28,338		62,356
Net income (loss) for the period			17,840		(538,855)
Other comprehensive (loss) income for the period			(213,979)		163,087
Balance, end of the period			6,213,843		4,081,919

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

BQE WATER INC.

Condensed Consolidated Interim Statements of Cash Flows
For the six months ended June 30, 2019 and 2018
(Unaudited)

		6 months ended June 30	
		2019	2018
		\$	\$
	note		
Operating activities			
Net income (loss) for the period		17,840	(538,855)
Adjustments for items not affecting cash:			
Income tax expense		3,271	-
Other losses		985	-
Share of results of equity accounted joint ventures	8	(708,893)	(793,856)
Interest expense, net		19,383	63,906
Depreciation of plant and equipment	7	99,759	7,764
Net foreign exchange loss (gain)		22,244	(17,047)
Shared-based payment expenses	12	85,672	64,108
		(459,739)	(1,213,980)
Change in non-cash operating working capital items	15	(616,268)	311,068
Cash used in operations		(1,076,007)	(902,912)
Income tax paid		-	-
Net cash used in operating activities		(1,076,007)	(902,912)
Investing activities			
Purchase of equipment	7	(1,353)	(16,443)
Contributions made to joint ventures	8	(34,701)	(46,114)
Interest received		4,281	1,164
Net cash used in investing activities		(31,773)	(61,393)
Financing activities			
Lease payments	11	(70,486)	-
Proceeds from loans	10	146,680	325,930
Interest paid		(23,664)	(62,944)
Net cash generated from financing activities		52,530	262,986
Effect of exchange rate changes on cash		(10,205)	17,026
Change in cash		(1,065,455)	(684,293)
Cash, beginning of the period		1,425,312	984,298
Cash, end of the period		359,857	300,005

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

BQE WATER INC.

Notes to Condensed Consolidated Interim Financial Statements
For the three and six months ended June 30, 2019
(Unaudited)

1. DESCRIPTION OF BUSINESS AND NATURE OF OPERATIONS

BQE Water Inc. ("BQE Water" or the "Company") is the ultimate parent company of its consolidated group. BQE Water is an integrated water services provider with unique expertise and intellectual property related to the management and treatment of water at mines and metallurgical facilities with a focus on reducing Life Cycle Costs and eliminating long-term liabilities.

The Company is a publicly listed company incorporated and domiciled in Canada with limited liability under the legislation of the Province of British Columbia. The Company's shares are listed on the TSX Venture Exchange trading under the symbol BQE. The address of its registered office is Suite 250 – 900 Howe Street, Vancouver, British Columbia, V6Z 2M4, Canada.

2. BASIS OF PREPARATION AND GOING CONCERN

a. Statement of compliance

These unaudited condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB"), and interpretations of the IFRS Interpretations Committee ("IFRIC"), effective as of June 30, 2019.

The Board of Directors of the Company have approved these unaudited condensed consolidated interim financial statements on August 13, 2019.

b. Going concern assumption

The condensed consolidated interim financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities in the normal course of business.

For the six months ended June 30, 2019, the Company reported net income of \$17,840 (net loss of \$538,855 in 2018) and used net cash in operating activities of \$1,076,007 (\$902,912 in 2018). At June 30, 2019, the Company had a net working capital of \$622,558 (\$1,286,057 at December 31, 2018) and a cumulative deficit of \$61,699,679 (\$61,717,519 at December 31, 2018).

The Company expects to have sufficient working capital resources to finance its current operations beyond the next 12 months. Nevertheless, there are significant risks related to the Company's ability to continue as a going concern. Such risks includes the suspension or major delays in the annual repatriation of funds from the Company's investments in joint ventures in China, the devaluation of the annual dividend due to unfavorable change in exchange rates between the Chinese renminbi and the Canadian dollar, and the Company's inability to maintain profitable operations. Although Management of the Company have partial influence on the Company's ability to maintain profitable operations, the majority of the remaining risks are outside Management's control. In addition, the Company's working capital reserves are expected to continue to be subject to significant fluctuations caused by the seasonality of the Company's plant operations and the uncertainty of timing of non-recurring revenue from new projects. As a result, it is uncertain whether the Company will be able to sustain profitability and positive cash flow from operations.

While the Company has been successful in securing financing in the past, there is uncertainty whether financing will be available in the future on terms acceptable to the Company. Accordingly, there is uncertainty that may cast doubt upon the Company's ability to continue as a going concern. These interim consolidated financial statements do not include adjustment to the recoverability and classification on recorded assets and liabilities. Such related expenses might be necessary should the Company be unable to continue as a going concern. If the going concern assumption is not appropriate, material adjustments to the financial statements could be required.

c. Basis of measurement

These condensed consolidated interim financial statements have been prepared under the historical cost basis except for deferred share units and restricted share units, which are measured at fair value through profit or loss.

BQE WATER INC.

Notes to Condensed Consolidated Interim Financial Statements
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d. Basis of consolidation

These condensed consolidated interim financial statements incorporate the financial statements of the Company, and the entities controlled by the Company, and the share of net assets and net earnings or losses in entities which the Company is a joint venture partner. The principal subsidiaries of the Company, which are accounted for under the consolidation method, are as follows:

Entity	Country of incorporation and operation	Ownership interest as at Jun. 30, 2019	Ownership interest as at Dec. 31, 2018
Biomet Mining Corporation	Canada	100%	100%
BioteQ Water (Chile) SpA	Chile	100%	100%
BioteQ Water Mexico S.A. de C.V.	Mexico	100%	100%
BioteQ (Shanghai) Water Treatment Technologies Co. Ltd.	China	100%	100%

The joint ventures of the Company, which are accounted for under the equity method, are as follows:

Entity	Country of incorporation and operation	Ownership interest as at Jun. 30, 2019	Ownership interest as at Dec. 31, 2018
JCC-BioteQ Environmental Technologies Co. Ltd.	China	50%	50%
Shandong MWT BioteQ Environmental Technologies Co. Ltd.	China	20%	20%

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies as set out below have been consistently applied to all periods presented in these condensed consolidated interim financial statements and are prepared using the same accounting policies and methods of computation as the annual audited consolidated financial statements of the Company for the year ended December 31, 2018, with the exception of the adoption of IFRS 16 as described below. Certain prior year comparative figures have been reclassified to comply with the current year's presentation.

IFRS 16 – Leases

On January 6, 2016, the IASB issued IFRS 16, *Leases* ("IFRS 16"). This standard specifies the methodology to recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases. IFRS 16 replaces IAS 17 Leases ("IAS 17") and the effective date for reporting periods beginning on or after January 1, 2019.

The Company adopted IFRS 16 on January 1, 2019 using the modified retrospective approach. Under this approach, the cumulative effect of initially applying IFRS 16 is recognized as an adjustment to equity at the date of initial application. The comparatives for the 2018 reporting period have not been restated and are accounted for under IAS 17, as permitted under the specific transitional provisions in the standard. Additionally, the Company has adopted the exemption by election of not recognizing right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less, and leases of low-value assets. For these leases, the Company recognizes the lease payments as an expense in net income on a straight-line basis over the term of the lease.

On adoption of IFRS 16, the Company recognized lease liabilities for leases previously classified as an operating lease under IAS 17. These liabilities were measured at the present value of the remaining lease payments, discounted using the Company's applicable incremental borrowing rate as of January 1, 2019. The incremental borrowing rate applied to the lease liabilities on January 1, 2019 is 12%. The Company exercised judgment regarding whether it was reasonably certain that the Company would exercise an option to extend a lease. Given that the Company's recognition of right-of-use assets were measured at the amount equal to the lease liability at the date of initial application, no adjustment to equity has been recognized upon IFRS 16

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Notes to Condensed Consolidated Interim Financial Statements
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(Unaudited)

adoption on January 1, 2019.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the Company's condensed consolidated interim financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions about future events that affect the amounts reported in the condensed consolidated interim financial statements and related notes to the financial statements. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Estimates and assumptions are continually evaluated and are based on management's experience and other facts and circumstances. Revisions to estimates and the resulting effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively. The judgments, estimates and assumptions applied in these condensed consolidated interim financial statements, including key sources of estimation uncertainty were the same as those applied in the Company's last annual audited consolidated financial statements for the year ended December 31, 2018, other than those additional areas which have arisen as a result of the implementation effective January 1, 2019 of IFRS 16 as discussed earlier.

5. TRADE AND OTHER RECEIVABLES

	Jun. 30, 2019	Dec. 31, 2018
	\$	\$
Trade receivables	1,346,133	786,445
Contract assets	421,392	199,719
Other	133,007	318,657
	<u>1,900,532</u>	<u>1,304,821</u>

6. RELATED PARTY TRANSACTIONS AND BALANCES

For the three and six months ended June 30, 2019 and 2018, the compensation awarded to the Company's key management, which includes the Board of Directors and executive management, are as follows:

	3 months ended Jun. 30		6 months ended Jun. 30	
	2019	2018	2019	2018
	\$	\$	\$	\$
Salaries, fees and short-term benefits	166,514	133,411	322,124	259,622
Share-based payments	6,275	13,436	38,004	26,724
	<u>172,789</u>	<u>146,847</u>	<u>360,128</u>	<u>286,346</u>

Included in the trade payables and accrued liabilities as of June 30, 2019 is \$106,605 (\$131,723 at December 31, 2018) of salaries, management consulting service fees with companies owned by the Company's management, director fees and termination benefits. For the three and six months ended June 30, 2019, the consulting services received from companies owned by the Company's management amounted to \$30,000 and \$60,000 respectively (\$38,000 and \$77,000 in 2018).

BQE WATER INC.

Notes to Condensed Consolidated Interim Financial Statements

For the three and six months ended June 30, 2019

(Unaudited)

7. PLANT AND EQUIPMENT

	Right-of-use assets ¹	Pilot plants	Other ²	Total
	\$	\$	\$	\$
As at Dec. 31, 2018				
Opening net book value	-	-	42,463	42,463
Additions	-	-	74,692	74,692
Depreciation	-	-	(18,716)	(18,716)
Closing net book value	-	-	98,439	98,439
As at Dec. 31, 2018				
Cost	-	580,593	642,757	1,223,350
Accumulated depreciation	-	(580,593)	(544,318)	(1,124,911)
Closing net book value	-	-	98,439	98,439
As at Jun. 30, 2019				
Opening net book value	-	-	98,439	98,439
Additions	439,111	-	1,354	440,465
Depreciation	(82,014)	-	(17,745)	(99,759)
Closing net book value	357,097	-	82,048	439,145
As at Jun. 30, 2019				
Cost	439,111	580,593	644,112	1,663,816
Accumulated depreciation	(82,014)	(580,593)	(562,064)	(1,224,671)
Closing net book value	357,097	-	82,048	439,145

¹Right-of-use assets comprises of lease assets such as office building and office equipment.²Other comprises of leasehold improvements, furniture, lab equipment and computer equipment.

BQE WATER INC.

Notes to Condensed Consolidated Interim Financial Statements
For the three and six months ended June 30, 2019
(Unaudited)

8. INVESTMENT IN JOINT VENTURES

The Company's share of investment in joint ventures on June 30, 2019 is \$5,481,088 (\$4,962,449 on December 31, 2018), and they are comprised of:

	JCC-BQE \$	MWT-BQE \$
Balance, January 1, 2018	5,020,343	74,913
Share of net income (loss)	968,749	(70,616)
Share of translation gain on foreign operation	72,173	10,354
Contributions made	131,953	-
Distributions received	(1,245,420)	-
Balance, December 31, 2018	4,947,798	14,651
Share of net income (loss)	738,226	(29,333)
Share of translation loss on foreign operation	(211,929)	(13,026)
Contributions made	34,701	-
Balance, June 30, 2019	5,508,796	(27,708)

a. JCC-BioteQ Environmental Technologies Co. Ltd.

During 2006, BQE Water signed a definitive joint venture agreement with Jiangxi Copper Corporation ("JCC") for the operation of a water treatment facility located at JCC's Dexing Mine in Jiangxi Province, China. The joint venture, which forms a 50/50 share joint venture company between BQE Water and JCC, is called JCC-BioteQ Environmental Technologies Co. Ltd ("JCC-BQE"). The joint venture builds and operates water treatment plants using BQE Water's technologies. The agreement includes a license contract whereby BQE Water will provide its patented technology on a royalty-free basis to the joint venture company for use at Dexing Mine and up to five potential additional sites owned and operated by JCC.

The joint venture sells all metal concentrate recovered in its operations to the joint venture partner, JCC. All related party sales are recorded on the date of sale at the fair market price of the metal with adjustments in accordance with the agreed upon terms. Currently, the joint venture operates three water treatment plants.

Any cash distributions from the joint venture to BQE Water must be unanimously approved by both partners and comply with Chinese tax and regulatory requirements. Distributions are also subject to Chinese withholding taxes and minimum capital requirements as applicable. Currently, BQE Water and JCC have a standing agreement to distribute excess cash reserves annually. The partners will take into consideration factors such as operating performance of the plants, future capital requirements and working capital flexibility in determining the cash amount to be distributed in a given year.

The joint venture derives its revenue from recovered copper sales, which is subject to risks that are beyond the control of the joint venture. The copper recovery rate is dependent on the rainfall in the region and the grade of copper in the water treated, while the revenue is exposed to the world commodity price risk.

BQE WATER INC.

Notes to Condensed Consolidated Interim Financial Statements
For the three and six months ended June 30, 2019
(Unaudited)

The financial statements of BQE Water's 50% interest in the JCC-BQE joint venture are presented as follows:

Statement of financial position

	Jun. 30, 2019	Dec. 31, 2018
	\$	\$
Assets		
Current assets		
Cash and short-term investments	2,477,536	1,806,938
Trade and other receivables	363,841	252,350
Income taxes recoverable	-	134,412
Inventory	32,048	37,654
Prepaid expenses	1,189	13,549
	<u>2,874,614</u>	<u>2,244,903</u>
Non-current assets		
Plant and equipment	3,761,311	4,100,733
Deferred tax assets	64,543	67,115
	<u>3,825,854</u>	<u>4,167,848</u>
Total assets	<u>6,700,468</u>	<u>6,412,751</u>
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	1,191,672	1,464,953
Total liabilities	<u>1,191,672</u>	<u>1,464,953</u>
Partner's Equity		
Joint venture partner equity	3,899,057	3,864,356
Accumulated other comprehensive income	1,304,210	1,516,139
Accumulated earnings (deficits)	305,529	(432,697)
Total partner's equity	<u>5,508,796</u>	<u>4,947,798</u>
Total liabilities and partner's equity	<u>6,700,468</u>	<u>6,412,751</u>

BQE WATER INC.

Notes to Condensed Consolidated Interim Financial Statements
For the three and six months ended June 30, 2019
(Unaudited)

Statements of operations and comprehensive income

	3 months ended Jun. 30		6 months ended Jun. 30	
	2019	2018	2019	2018
	\$	\$	\$	\$
Revenues	1,871,925	2,291,731	3,105,364	3,046,489
Operating costs (excluding depreciation)	1,012,571	1,131,115	1,844,786	1,612,049
	859,354	1,160,616	1,260,578	1,434,440
General and administration	73,612	152,530	139,200	208,917
Depreciation of plant and equipment	119,243	121,878	238,806	254,628
Income from operations	666,499	886,208	882,572	970,895
Finance income	339	523	8,339	1,573
Other expenses	-	-	-	(1,250)
Income before income taxes	666,838	886,731	890,911	971,218
Current income tax expense	(137,475)	(179,512)	(152,685)	(158,850)
Net income for the period	529,363	707,219	738,226	812,368
Other comprehensive income				
Translation (loss) gain on foreign operation	(234,324)	(175,454)	(211,929)	146,216
Comprehensive income for the period	295,039	531,765	526,297	958,584

b. Shandong MWT BioteQ Environmental Technologies Co. Ltd.

During 2016, BQE Water signed a joint venture agreement with Beijing MWT Water Treatment Project Limited Company ("MWT") for the construction and operation of a water treatment plant located in Shandong Province of China. The joint venture between BQE Water and MWT is called Shandong MWT BioteQ Environmental Technologies Co., Ltd. ("MWT-BQE"). The joint venture will build a water treatment plant located on a vacant lot owned by Shandong Zhaojin Group Zhaoyuan Gold Smelting Co., Ltd ("Zhaoye"). The joint venture will operate the plant using BQE Water's patented technology to recover and sell copper and zinc metals from Zhaoye's industrial wastewater stream to generate profits. BQE Water is entitled to 20% of the after-tax profits of the joint venture. Upon the establishment of MWT-BQE, the Company paid a cash contribution of \$96,400 (RMB \$500,000) as registered capital, which is 4.35% of the total registered capital of the joint venture. Starting September 2018, the joint venture began recovering metals through the operation.

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Notes to Condensed Consolidated Interim Financial Statements
For the three and six months ended June 30, 2019
(Unaudited)

The sections of the statement of financial position of BQE Water's portion of interest in the MWT-BQE joint venture is presented as follows:

	Jun. 30, 2019	Dec. 31, 2018
	\$	\$
Current assets	49,487	54,641
Plant and equipment	69,769	81,926
Current liabilities	49,801	57,899
Partner's equity	(27,708)	14,651

The statement of loss of BQE Water's 20% interest in the MWT-BQE joint venture is presented as follows:

	3 months ended Jun. 30		6 months ended Jun. 30	
	2019	2018	2019	2018
	\$	\$	\$	\$
Revenue	49,677	-	157,295	-
Operating costs (excluding depreciation)	35,328	-	89,613	-
	14,349	-	67,682	-
General and administration	16,103	10,029	55,264	18,517
Depreciation of plant and equipment	20,856	32	41,707	64
Loss from operations	(22,610)	(10,061)	(29,289)	(18,581)
Net finance income, net	4	48	(44)	69
Net loss for the period	(22,606)	(10,013)	(29,333)	(18,512)
Other comprehensive income				
Translation (loss) gain on foreign operation	(14,412)	(12,917)	(13,026)	13,526
Comprehensive loss for the period	(37,018)	(22,930)	(42,359)	(4,986)

9. TRADE PAYABLE AND ACCRUED LIABILITIES

	Jun. 30, 2019	Dec. 31, 2018
	\$	\$
Trade payable and accruals	763,500	824,720
Payroll liabilities	509,200	464,650
VAT and taxes payable	23,547	62,910
	1,296,247	1,352,280

BQE WATER INC.

Notes to Condensed Consolidated Interim Financial Statements
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(Unaudited)

10. LOANS

On August 20, 2018, the Company entered into a loan agreement with the Minister of Western Economic Diversification Canada under the Western Innovation Initiative ("WINN"). The WINN loan offers the Company an interest-free loan contribution up to a maximum of \$412,500. The purpose of the WINN loan is to assist the Company in its commercialization and scale up of its selenium removal technology in the resource sector. Under the loan agreement, the Company shall repay the total contribution in 60 equal monthly installments commencing on April 1, 2021 until March 1, 2026. As of June 30, 2019, the Company have received a total of \$146,680 under this loan agreement.

11. LEASES

The Company adopted IFRS 16 on January 1, 2019 using the modified retrospective approach. Under this approach, the cumulative effect of initially applying IFRS 16 is recognized as an adjustment to equity at the date of initial application. Comparative figures are not restated to reflect the adoption of IFRS 16. Additionally, the Company adopted the exemption for leases with a lease term of 12 months or less and for leases that are low value. As the Company's recognition of lease liabilities is an equal amount to the initial recognition of the right-of-use assets, no adjustment to equity was recognized upon IFRS 16 adoption on January 1, 2019.

The Company's lease assets such as buildings and office equipment. These assets are included in the plant and equipment assets on the statement of financial position and are classified as right-of-use assets as per note 7.

For the three and six months ended June 30, 2019, the Company expensed \$9,214 and \$19,261 related to leases that are classified as short term and as low value assets.

The Company's carrying value of lease obligations are as follows:

	\$
Balance, December 31, 2018	-
Addition due to adoption of IFRS 16	439,111
Interest accretion	23,663
Interest paid	(23,663)
Lease payments	(70,487)
Balance, June 30, 2019	368,624
Less: current portion of lease obligations	156,780
Non-current portion of lease obligations	211,844

12. SHARE-BASED PAYMENT EXPENSES

The Company's share-based payment expenses for the three and six months ended are comprised as follows:

	3 months ended Jun. 30		6 months ended Jun. 30	
	2019	2018	2019	2018
	\$	\$	\$	\$
Stock options (a)	14,247	31,350	28,338	62,356
Deferred share units (b)	5,503	(21,207)	13,560	1,615
Restricted share units (c)	43,774	(555)	43,774	137
	63,524	9,588	85,672	64,108

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a. Stock options

Under the Company's Stock Option Plan (the "Plan"), the maximum number of shares reserved for exercise of all options granted by the Company may not exceed 10% of the Company's shares issued and outstanding at the time the options are granted. The exercise price of each option granted under the Plan is determined at the discretion of the Board at no less than the five-day volume weighted average share price preceding the grant date. Options granted under the Plan expire no later than the fifth anniversary of the date the options were granted and vesting provisions for issued options are determined at the discretion of the Board although the Company has a practice of having options vest over 36 months in equal installments.

Each vesting tranche in an award is considered a separate award with its own vesting period and grant date fair value. Fair value of each tranche is measured at the grant date using the Black-Scholes option pricing model. Compensation expense is recognized over the tranche's vesting period by increasing contributed surplus based on the number of awards expected to vest. The number of awards expected to vest is reviewed at least annually, with any impact being recognized immediately. Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

	2019		2018	
	Weighted average exercise price	Number of options	Weighted average exercise price	Number of options
	\$		\$	
Outstanding at January 1	6	62,000	7	71,333
Forfeited	6	500	7	(4,000)
Expired	7	20,000	15	(5,333)
Outstanding at June 30	6	41,500	6	62,000
Exercisable at June 30	6	13,833	7	20,000

The Company uses the Black-Scholes option pricing model in determining the fair value of the stock options. During the three and six months ended June 30, 2019, the Company recognized \$14,247 and \$28,338 (\$31,350 and \$62,356 in 2018) of non-cash compensation expense related to stock options. The expiry date by exercise price at June 30, 2019 are as follows:

Exercise price \$	Expiry Date	number of outstanding share options
6.00	December 7, 2022	41,500

b. Deferred share unit

The Company implemented a deferred share units ("DSU") plan, effective July 1, 2010, pursuant to which DSUs may be granted to management and non-employee members of the Board of Directors on an annual basis. Effective from October 1, 2013, the DSU Plan was amended to include certain senior managers of the Company. The number of DSUs granted to a participant is calculated by dividing (i) a specified dollar amount of the participant's compensation amount paid in DSU in lieu of cash, and by (ii) the five-day volume weighted average trading price of the shares of the Company traded through the facilities of the Toronto Venture Exchange on the trading days immediately preceding the date of grant. Dividends paid on the shares of the Company are credited as additional DSUs. Each DSU entitles the holder to receive a cash payment equal to the five-day volume weighted average trading price of the shares preceding the date of redemption. The DSUs vest immediately upon issuance and may only be redeemed on the date a holder ceases to be a participant under the plan with payment made no later than the end of day on December 31 of the following calendar year.

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As the Company is required to settle this award in cash, it records these awards as a liability and a corresponding charge including changes to the fair value to share-based payment expenses. The DSU is a financial instrument that is fair valued at each reporting date based on the five-day volume weighted average price of the Company's common shares.

The following table presents the changes to the DSU plan:

	Number of units	Value \$
Balance, January 1, 2018	25,043	156,529
Redeemed	(9,658)	(61,288)
Fair value adjustment	-	(9,070)
Balance, December 31, 2018	15,385	86,171
Redeemed	(610)	(3,660)
Fair value adjustment	-	17,220
Balance, June 30, 2019	14,775	99,731

c. Restricted share units

The Company implemented a restricted share units ("RSU") plan, effective August 5, 2010, pursuant to which RSUs may be granted to the officers of the Company. Under this plan, notional RSUs are granted and vested annually over a three-year term in general or otherwise determined by the Board. Upon vesting, the Company will settle the RSU in cash, having payment equal to the five-day volume weighted average trading price of the number of RSUs held preceding the date of redemption. RSU granted are accounted for and fair valued using the same methodology as DSUs.

The following table presents the changes to the RSU plan:

	Number of units	Value \$
Balance, January 1, 2018	529	3,306
Redeemed	(529)	(1,746)
Fair value adjustment	-	(1,560)
Balance, December 31, 2018	-	-
Granted	6,485	42,477
Fair value adjustment	-	1,297
Balance, June 30, 2019	6,485	43,774

13. SHARE CAPITAL

Authorized: unlimited common shares without par value.

As at June 30, 2019, the Company had 1,208,435 common shares outstanding (unchanged from December 31, 2018).

On March 5, 2019, the Company completed a consolidation (the "Share Consolidation") of its share capital on the basis of 100 existing common shares for one new common share of the Company. Following the Share Consolidation, the Company had 1,208,435 common shares outstanding. The Share Consolidation was previously approved by shareholders at a meeting held on November 20, 2018. All information in these consolidated financial statements is presented on a post-Share Consolidation basis. The Company's outstanding stock options were adjusted on the same basis with proportionate adjustments being made to the stock option exercise prices. All comparative period information has been adjusted to reflect this Share Consolidation.

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14. INCOME TAXES

The income tax charge is a result of profits and withholding tax in two jurisdictions which are taxable and cannot be offset by accumulated tax benefits in other jurisdictions. Income tax expense is recognized based on management's best estimate of the weighted average annual income tax rate expected for the full financial year. The estimated average annual tax rate used for the three and six month period ended June 30, 2019 was 27% (27% at December 31, 2018).

15. SUPPLEMENTAL CASH FLOW INFORMATION

Supplemental cash flow information (included within operating activities) is as follows:

	6 months ended Jun. 30	
	2019	2018
	\$	\$
Change in non-cash operating working capital items		
Increase in trade receivables	(604,814)	(55,897)
Increase in other assets	(1,925)	(39,965)
(Decrease) increase in accounts payable and accrued liabilities	(53,563)	240,730
Increase in deferred revenue	44,034	166,200
Change in non-cash working capital items	(616,268)	311,068

16. COMMITMENTS

The Company has commitments of \$691,806 under operating leases for office and laboratory premises, for laboratory assay services, and for office equipment, as follows:

	\$
2019	155,824
2020	294,825
2021	165,882
2022	60,560
2023	14,715
	691,806

17. REVENUES

The Company monetizes the value of its intellectual property and expertise primarily through the services of long-term operations and maintenance of water treatment plants to generate recurring revenue that is directly linked to plant performance. As the period between the identification of new projects and treatment plants entering their operating phase can be lengthy, the Company also generates revenues from technical services relating to water management that are project specific and generally non-recurring in nature.

a) Disaggregation of Revenue

The Company functions as operators of water treatment plants and as providers of technical services relating to mine water management. The Company disaggregates revenues from contracts with customer into operations contracts and technical services contracts.

Operations contracts are when the Company is appointed to operate water treatment plants and to provide operations support for a customer. Operations contracts generate recurring revenues for the Company, which is either based on an agreed

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upon tolling fee for water treated and discharged into the environment or based on a fixed technical support fee.

Technical services contracts are when the Company is appointed to provide water management consulting services and technical innovation services to customers. Such services include feasibility & assessment studies, toxicity investigation, process engineering design, plant commissioning, plant optimization, laboratory treatability assessments and field pilot demonstrations. Depending on the need of the customer or the project requirements, technical services contracts may be in the form of a fixed priced contract or a time-based contract.

The disaggregated revenue of the Company are as follows:

	3 months ended Jun. 30		6 months ended Jun. 30	
	2019	2018	2019	2018
	\$	\$	\$	\$
Operations contracts	274,204	74,330	320,585	74,330
Technical services contracts	941,436	465,418	1,611,415	992,911
	<u>1,215,640</u>	<u>539,748</u>	<u>1,932,000</u>	<u>1,067,241</u>

b) Remaining Performance Obligations

As at June 30, 2019, the aggregate amount of the transaction price of ongoing contracts allocated to remaining performance obligations is \$1,141,857, compared to \$1,129,533 as at December 31, 2018. The remaining performance obligations of the Company are expected to be fully completed in the next 12 months of the reporting date. The value of remaining performance obligations does not include amounts for non-contracted future services or for estimated future work orders where the value of work is not specified. Therefore, the Company's anticipated future work to be performed at a given time is greater than what is reported as remaining performance obligations.

18. SEGMENTED INFORMATION

The Company has one operating segment, being principally to build and operate water treatment plants. The Company functions as operators of water treatment plants and as providers of technical services relating to water management.

a) Geographic information

The Company mainly generates revenue from Canada (country of domicile) and occasionally from other foreign countries. The Company's revenue by geographic locations, presented based on the location in which the sale originated from, are as follows:

	3 months ended Jun. 30		6 months ended Jun. 30	
	2019	2018	2019	2018
	\$	\$	\$	\$
Canada	563,047	385,726	751,406	741,569
Latin America	345,056	96,087	707,584	230,849
China	272,693	-	395,578	-
Other	34,844	57,935	77,432	94,823
	<u>1,215,640</u>	<u>539,748</u>	<u>1,932,000</u>	<u>1,067,241</u>

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The Company's non-current assets, excluding non-current deposits, by location of assets are as follows:

	Jun. 30, 2019	Dec. 31, 2018
	\$	\$
Canada	439,145	98,439
China	5,481,088	4,962,449
	5,920,233	5,060,888

b) Information about major customers

The following table presents revenue from individual customers exceeding 10% of total revenue for the three and six months ended June 30, 2019 and 2018.

	3 months ended Jun. 30		6 months ended Jun. 30	
	2019	2018	2019	2018
	\$	\$	\$	\$
Customer A	252,743	74,330	266,999	74,330
Customer B	157,567	-	434,162	-
Customer C	187,489	-	203,704	-
Customer D	148,940	-	225,445	-
Customer G	81,499	183,347	175,467	220,625
	828,238	257,677	1,305,777	294,955
Represents percentage of total revenue for the period	68%	48%	68%	28%