



**ENABLENCE TECHNOLOGIES INC.**  
**Unaudited Interim Consolidated Financial Statements**

For the six months ended December 31, 2023 and 2022  
(in thousands of United States dollars and shares)

## NOTICE TO READER

The accompanying unaudited consolidated financial statements of Enablece Technologies Inc. (“Enablece” or the “Company”) for the six months ended December 31, 2023 have been prepared by management and approved by the Audit Committee and the Board of Directors of the Company (the “Board”). These statements have not been reviewed by the Company’s external auditors.

Date: February 29, 2024

<u>“Todd Haugen”</u> Todd Haugen CEO	<u>“Stan Besko”</u> Stan Besko CFO
--	--

# Enablence Technologies Inc.

## Consolidated statements of financial position

(in thousands of United States dollars)

		As at December 31, 2023	As at June 30, 2023
		\$	\$
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents	4	1,018	4,223
Accounts and other receivables	5	344	485
Inventories	6	641	351
Prepaid expenses and deposits		230	330
		<b>2,233</b>	<b>5,389</b>
Property, plant and equipment	7	631	581
		<b>2,864</b>	<b>5,970</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Accounts payable and accrued liabilities	8	6,046	6,040
Notes payable	12	541	469
Contract liabilities	9	200	265
		<b>6,787</b>	<b>6,774</b>
Notes payable	12, 21	9,199	7,943
Convertible Debentures	12, 21	4,789	4,166
		<b>20,775</b>	<b>18,883</b>
<b>Shareholders' deficiency</b>			
Share capital	14	121,759	121,759
Contributed surplus	14	22,000	20,562
Warrants	14, 21	1,286	1,286
Accumulated other comprehensive income	14	(75)	90
Deficit		<b>(162,881)</b>	<b>(156,610)</b>
		<b>(17,911)</b>	<b>(12,913)</b>
		<b>2,864</b>	<b>5,970</b>

Basis of presentation - going concern (Note 2)

Approved by the Board:

*"Louis De Jong"*

Director

*"Derek H. Burney"*

Director

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

# Enablence Technologies Inc.

## Consolidated statements of comprehensive income (loss)

### For the three and six months ended December 31

(in thousands of United States dollars and shares, except per share data)

	Note	Three Months Ended		Six Months Ended	
		December 31		December 31	
		2023	2022	2023	2022
		\$	\$	\$	\$
Revenues	9,20	340	422	565	976
Cost of revenues	16	874	723	1,769	1,657
Loss on inventory impairment	6	-	37	-	37
<b>Gross margin</b>		<b>(534)</b>	<b>(338)</b>	<b>(1,204)</b>	<b>(718)</b>
Operating expenses					
Research and development	16	602	428	1,256	784
Sales and marketing	16	179	148	348	245
General and administration	16	780	628	1,721	1,412
Stock-based compensation	15	129	218	176	476
		<b>1,690</b>	<b>1,422</b>	<b>3,501</b>	<b>2,917</b>
Loss before other income (expenses)		<b>(2,224)</b>	<b>(1,760)</b>	<b>(4,705)</b>	<b>(3,635)</b>
Other income (expense)					
Gain on recapitalization	10	-	-	-	-
Gain on modification of debt	11	-	-	-	-
Gain on disposal of property, plant, and equipment	7	-	-	-	-
Gain on forgiveness of debt	8	-	-	-	-
Finance/other income	11	12	-	18	-
Finance expense	11	(30)	-	(30)	-
Interest expense	11, 12	(1,570)	(386)	(1,582)	(705)
Foreign exchange gain (loss)		8	57	28	(36)
Income (loss) before taxes		<b>(3,804)</b>	<b>(2,089)</b>	<b>(6,271)</b>	<b>(4,376)</b>
Income tax recovery (expense)	16	-	179	-	337
Net income (loss)		<b>(3,804)</b>	<b>(1,910)</b>	<b>(6,271)</b>	<b>(4,039)</b>
Other comprehensive income (loss), net of tax					
Foreign currency translation gain (loss)		<b>(427)</b>	<b>(176)</b>	<b>(165)</b>	<b>448</b>
<b>Comprehensive income (loss)</b>		<b>(4,231)</b>	<b>(2,086)</b>	<b>(6,436)</b>	<b>(3,591)</b>
Net income (loss) per share - basic	16	<b>(\$0.20)</b>	(\$0.10)	<b>(\$0.34)</b>	(\$0.22)
Net income (loss) per share - diluted	16	<b>(\$0.20)</b>	(\$0.10)	<b>(\$0.34)</b>	(\$0.22)
Weighted average number of outstanding shares - basic	10,14	<b>18,590</b>	18,590	<b>18,590</b>	18,590
Weighted average number of outstanding shares - diluted	10,14	<b>18,590</b>	18,590	<b>18,590</b>	18,590

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

## Enablence Technologies Inc.

### Consolidated statements of changes in shareholders' deficiency For the three and six months ended December 31

(in thousands of United States dollars and shares)

		Number of shares	Share capital (Note 15)	Contributed surplus	Shares to be issued	Share Purchase Warrants	Accumulated other comprehensive income (loss)	Deficit	Deficiency
	Note		\$	\$	\$	\$	\$	\$	\$
<b>Balance at July 1, 2022</b>		18,590	121,759	15,590	0	908	(44)	(148,005)	(9,792)
Stock-based compensation	14	-	-	476	-	-	-	-	476
Net income (loss)		-	-	-	-	-	-	(4,039)	(4,039)
Equity element of advances of Notes payable	11	-	-	1,259	-	-	-	-	1,259
Deferred tax liability relating to equity element	14	-	-	(337)	-	-	-	-	(337)
Foreign currency translation gain		-	-	-	-	-	448	-	448
<b>Balance at December 31, 2022</b>		<b>18,590</b>	<b>121,759</b>	<b>16,988</b>	<b>0</b>	<b>908</b>	<b>404</b>	<b>(152,044)</b>	<b>(11,985)</b>
<b>Balance at July 1, 2023</b>		18,590	121,759	20,562	-	1,286	90	(156,610)	(12,913)
Stock-based compensation	11,12	-	-	176	-	-	-	-	176
Net income (loss)		-	-	-	-	-	-	(6,271)	(6,271)
Equity element of advances of Notes payable	11	-	-	1,261	-	-	-	-	1,261
Foreign currency translation gain (loss)		-	-	-	-	-	(165)	-	(165)
<b>Balance at December 31, 2023</b>		<b>18,590</b>	<b>121,759</b>	<b>21,999</b>	<b>-</b>	<b>1,286</b>	<b>(75)</b>	<b>(162,880)</b>	<b>(17,911)</b>

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

**Enablence Technologies Inc.**  
**Consolidated statements of cash flows**  
**For the three and six months ended December 31**

(in thousands of United States dollars)

	Note	Three Months Ended December 31		Six Months Ended December 31	
		2023	2022	2023	2022
		\$	\$	\$	\$
<b>Cash provided by (used in):</b>					
<b>Operating activities</b>					
Net income (loss)		(3,805)	(1,916)	(6,271)	(4,039)
Adjusted for the following non-cash items:		-	-		
Depreciation	7	54	49	107	93
Provision for impairment of inventory	6	-	37		37
Stock-based compensation	14	129	218	176	476
Accrued interest on short- and long-term notes payable	11	960	210	972	392
Accretion (net of financing costs) and interest accrual on convertible debenture	11,12	610	176	610	313
Unrealized foreign exchange loss (gain)	3	(28)	36	(28)	36
Income tax recovery	13	-	(179)	-	(337)
		(2,080)	(1,369)	(4,434)	(3,029)
Changes in non-cash working capital	17	72	293	(36)	681
<b>Cash used in operating activities</b>		<b>(2,008)</b>	<b>(1,076)</b>	<b>(4,470)</b>	<b>(2,348)</b>
<b>Investing activities</b>					
Purchase of property, plant and equipment	7	(14)	(230)	(155)	(454)
<b>Cash provided by (used in) investing activities</b>		<b>(14)</b>	<b>(230)</b>	<b>(155)</b>	<b>(454)</b>
<b>Financing activities</b>					
Advances from short-term notes payable	11, 21	50	-	50	-
Advances from long-term notes payable	11, 21	1,510	1,411	1,510	2,724
<b>Cash provided by financing activities</b>		<b>1,560</b>	<b>1,411</b>	<b>1,560</b>	<b>2,724</b>
Effect of foreign currency translation on cash and cash equivalents		(137)	(152)	(140)	38
Increase (decrease) in cash and cash equivalents		(599)	(47)	(3,205)	(40)
Cash and cash equivalents, beginning of period		1,617	198	4,223	191
Cash and cash equivalents, end of period		1,018	151	1,018	151

**Supplemental cash flow information**

Interest paid - included in operating activities

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

# Enablence Technologies Inc.

Notes to the consolidated financial statements

December 31, 2023 and 2022

(in thousands of U.S. dollars and shares)

## 1. Description of Business

Enablence Technologies Inc. (the “Company” or “Enablence”) is incorporated under the Canada Business Corporations Act. The head office of Enablence is located at 390 March Road, Suite 119, Ottawa, Ontario, K2K 0G7, Canada. Enablence is a publicly traded company listed on the TSX Venture Exchange (“TSXV” – ENA). The Company designs, manufactures and sells optical components, primarily in the form of planar lightwave circuits (“PLC”) on silicon-based chips. Enablence products serve a global customer base, primarily focused on data centres and advanced vision end markets in which Enablence works with customers that have emerging market uses for its technology, including medical devices, automotive LiDAR and virtual and augmented reality headsets. In select strategic circumstances, the Company also uses its proprietary, non-captive fabrication plant in Fremont, California to manufacture chips designed by third party customers.

## 2. Basis of presentation

### (i) *Going concern*

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) and on a going concern basis. This assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business.

At December 31, 2023, the Company had cash and cash equivalents of \$1,018 (June 30, 2023: \$4,223), negative working capital of \$4,554 (June 30, 2023: \$1,385) and had used cash of \$4,470 (six months ended December 31, 2022: \$2,348) in its operating activities for the six months ended December 31, 2023. The Company achieved a comprehensive loss of \$6,436 for the six months ended December 31, 2023 (six months ended December 31, 2022: comprehensive loss of \$3,591) and as of that date had an accumulated deficit of \$162,880 (June 30, 2023: \$156,610).

These conditions indicate the existence of material uncertainties that may cast significant doubt about the Company’s ability to continue as a going concern. The Company’s ability to continue as a going concern is dependent upon the ability to generate positive cash flows and the ability to execute its business plan, including funding operating losses, continuing financial support from related parties, and securing future sources of financing. If the going concern assumption was not appropriate for these consolidated financial statements, significant adjustments to the carrying values of assets and liabilities, reported expenses and statement of financial position classifications would result. These adjustments could be material.

### (ii) *Statement of compliance*

The unaudited consolidated interim financial statements have been prepared in accordance with IAS 34 Interim Financial Reporting of the International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and follow the same accounting policies and methods of application as the Company’s June 30, 2023, annual audited financial statements. These consolidated interim financial statements do not contain all the information required

## Enablence Technologies Inc.

Notes to the consolidated financial statements

December 31, 2023 and 2022

(in thousands of U.S. dollars and shares)

for full annual financial statements. Accordingly, they should be read in conjunction with the Company's most recent annual statements.

(iii) *Basis of measurement*

These consolidated financial statements have been prepared on a historical cost basis.

(iv) *Classification of expenses*

The expenses within the consolidated statements of comprehensive loss are presented by function. Refer to Note 16 for details of expenses by nature.

(v) *Approval of unaudited consolidated financial statements*

The unaudited interim consolidated financial statements were authorized for issuance by the Board of Directors on February 29, 2024.

(vi) *Presentation currency*

The presentation currency of the Company's consolidated financial statements is the United States dollar ("US\$").

While each of the Company's subsidiaries has its own functional currency, the functional currency of the parent company, Enablence Technologies Inc., is the Canadian dollar ("C\$"). However, most of the revenues, cost of revenues and operating expenses from significant subsidiaries are denominated in US\$. Presenting these consolidated financial statements in US\$ allows investors to compare the Company's results more easily with most of its direct competitors. Refer to Note 3 for further details on foreign currency treatment.

(vii) *Use of estimates and judgements*

The Company's consolidated financial statements are prepared in accordance with IFRS recognition and measurement principles that often require management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts presented and disclosed in the consolidated financial statements. Management reviews these estimates and assumptions on an ongoing basis based on historical experience, changes in business conditions and other relevant factors as it believes to be reasonable under the circumstances. Changes in facts and circumstances may result in revised estimates, and actual results could differ from those estimates. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

### Estimates

#### *Expected Credit Loss ("ECL")*

The Company calculates ECLs for trade receivables based on the historical default rates over the expected life of the trade receivable and adjusts for forward-looking estimates, which is determined through the exercise of judgement. The Company's ECL model relies on forward looking information and economic inputs, such as default rates, industry growth rate, customers etc. The inputs and models used for calculating expected credit losses may not always capture all characteristics of the market at the date of the consolidated financial statements. To reflect this, qualitative



## **Enablence Technologies Inc.**

Notes to the consolidated financial statements

December 31, 2023 and 2022

*(in thousands of U.S. dollars and shares)*

adjustments or overlays may be made as temporary adjustments using expert credit judgement. The allowance the Company records, if any, is the sum of these probability weighted outcomes. In select circumstances, if the Company believes a specific customer has a potential outcome that is outside of the probability weighted outcomes, it may take a specific provision for that customer and exclude it from the overall provision matrix.

### *Useful lives of depreciable assets*

The useful lives of depreciable assets have been determined based on management's estimated utility of the assets. Uncertainties in these estimates relate to technological obsolescence and wear and damage of assets.

### *Inventories*

Inventories are initially recognized at cost, and subsequently at the lower of cost and net realizable value. Management estimates the net realizable value of inventories, considering the most reliable evidence available at each reporting date. The future realization of these inventories may be affected by future technology or other market driven changes that may reduce future selling prices. Management assesses inventory periodically and uses a provision to provide for estimated obsolescence and cost-price erosion.

### *Stock-based compensation*

The estimation of stock-based compensation requires the selection of an appropriate valuation model and consideration as to the inputs necessary for the valuation model chosen. The Company has made estimates as to the volatility of its own share price, the forfeiture rate, the probable life of share options, restricted and performance share units ("RSUs") and deferred share units ("DSUs") granted, and the time of exercise of those share options and settlement of RSUs and DSUs. The model used by the Company is the Black-Scholes valuation model.

### *Warrants*

The estimation of share purchase warrants requires the selection of an appropriate valuation model and consideration as to the inputs necessary for the valuation model chosen. The Company has made estimates as to the volatility of its own share price, the probable life of share purchase warrants, and the time of exercise of those warrants. The model used by the Company is the Black-Scholes valuation model.

### *Fair value measurement*

Management uses valuation techniques to determine the fair value of financial instruments. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible, but this is not always available. In that case management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

### Judgements

#### *Recognition of deferred income tax assets*

## **Enablence Technologies Inc.**

Notes to the consolidated financial statements

December 31, 2023 and 2022

*(in thousands of U.S. dollars and shares)*

Management continually evaluates the likelihood that its deferred tax assets could be realized. This requires management to assess whether it is probable that sufficient taxable income will exist in the future to utilize these losses within the carry-forward period. By its nature, this assessment requires significant judgement.

### *Accounting for Loan from related parties*

Management assesses the likelihood that the terms received on loans from related parties could be replicated in open market, arms-length transactions. If it believes the terms, including the interest rate, offered by the related party are below market, it adjusts the stated fair market value of the loan by discounting the expected cash flows of the loan at what it believes represents a fair market rate. Any difference between the face value of the amount owed and the fair market value are booked to equity as contributed surplus.

### *Going concern risk assessment*

The assessment of the Company's ability to continue as a going concern and raising additional debt or equity financing or attaining sufficient revenues to achieve and sustain profitability for the ensuing year, and to fund planned research and development activities, involves significant judgement based on historical experience and other factors including expectation of future events that are believed to be reasonable under the circumstances.

### *Impairment*

The Company uses judgement to assess the existence of impairment indicators such as events or changes in circumstances that may indicate the carrying amount of assets, including non-current assets, that may not be recoverable.

### *(viii) Impact of COVID-19*

The Company continues to actively monitor the impact of the COVID-19 pandemic, including the impact on economic activity and financial reporting. Throughout the pandemic, the Company had taken measures to safeguard the health of employees while continuing to operate safely and responsibly. The adverse conditions associated with the pandemic are in the past and the current situation faces a negligible threat to the Company.

## Enablence Technologies Inc.

Notes to the consolidated financial statements  
December 31, 2023 and 2022  
(in thousands of U.S. dollars and shares)

### 3. Significant Accounting Policies

#### Basis of consolidation

The consolidated financial statements include the accounts of Enablence Technologies Inc. and its subsidiaries. The chart below summarizes the entities included in the consolidated financial statements as at December 31, 2023 and 2022:

Name of Entity	Place of Incorporation	Percentage Ownership	Functional Currency
Enablence Technologies Inc.	Canada		CAD
Enablence FTTx USA Inc.	Delaware, USA	100	USD
Enablence USA Components Inc.	Delaware, USA	100	USD
Enablence Canada Inc.	Canada	100	CAD
Enablence (HK) Ltd.	Hong Kong	100	HKD
Suzhou Enablence Photonic Technologies Co., Ltd.*	China	100	CNY

\* Enablence (HK) Limited is the parent company to Suzhou Enablence Photonic Technologies Co., Ltd.

#### (i) Wholly owned subsidiaries

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company has power over the investee, is exposed or has rights to variable returns from its involvement with the investee; and can use its power to affect its returns. The Company reassesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Wholly owned subsidiaries are entities controlled by the Company and where the parent owns 100% of the shares. The financial statements of wholly owned subsidiaries are included in the Company's consolidated financial statements from the date that control commences until the date that control ceases.

#### (ii) Transactions eliminated upon consolidation

All intercompany balances and transactions, and any unrealized income and expenses arising from intra-company transactions, are eliminated in preparing the consolidated financial statements.

#### Revenue Recognition

The Company generates revenue from three sources, Products, Non-Recurring Engineering ("NRE") and Fab Services.

Products revenue represents revenue generated from the production and sale of Enablence-designed chips and the production of third-party chips using the Company's in-house fabrication plant. NRE revenue is comprised of non-recurring engineering orders where the Company delivers new chip designs and sample products to customers that are in the research and development stage of their product life cycle. Fab services revenue are generated from services provided by the entity, e.g. wafer deposition, dicing, chip polishing and testing.

## **Enablence Technologies Inc.**

Notes to the consolidated financial statements

December 31, 2023 and 2022

*(in thousands of U.S. dollars and shares)*

Revenue for all sources is recognized in a manner that depicts the transfer of promised goods and services to a customer at an amount that reflects the consideration expected to be received in exchange for transferring those goods and services, applying the following five steps:

- Identify the contract with a customer
- Identify the performance obligations in the contract
- Determine the transaction price
- Allocate the transaction price to the performance obligations in the contract; and
- Recognize revenue when (or as) the entity satisfies the performance obligation

The Company's Product, NRE and Fab Services revenue has only one performance obligation which is the transfer of the goods or services to the customer. In the case of Products, the goods are finished wafers and/or chips and in the case of NRE revenue the goods include design drawings, photo masks and/or sample chips. A Fab Services contract is fulfilled by providing services indicated in the agreement with the customer. The revenue is not recorded for that performance obligation until that obligation within the contract has been met. Revenue is recognized at the point in time that the goods are shipped to the customer as per the Company's standard contract terms, except for sales to a select group of China-based customers where revenue is recognized when the customer has tested the goods and notified the Company that it has accepted the transfer of goods to their inventory. If funds have been received by the Company in advance of completing the performance obligation, the Company recognizes these funds as contract liabilities.

Revenue is measured based on the terms of the contract with the customer, which identify specific prices for the goods. The Company does not make any provisions for variable consideration in its revenue as the Company offers only basic assurance warranties on its products and its contracts do not allow for general returns or refunds on goods purchased. Warranty expenses and refund or returns, if any, are recorded by the Company in the period in which they are incurred.

### *Inventories*

Inventories are recorded at the lower of cost or net realizable value. Cost is calculated based on the weighted average method. Net realizable value is the estimated selling price that the Company believes it can achieve for the inventory in the ordinary course of business, less any applicable selling expenses. Write-downs are taken for excess and obsolete inventory and for a reduction in the carrying value of inventory to reflect realizable value based on current cost, production, and sales estimates. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

### *Income taxes*

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in net earnings except for items recognized directly in equity or in other comprehensive income. Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

## Enablence Technologies Inc.

Notes to the consolidated financial statements

December 31, 2023 and 2022

(in thousands of U.S. dollars and shares)

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts determined for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable earnings; and differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis, or their tax assets and liabilities will be realized simultaneously. A deferred tax asset is recognized for unused tax losses, tax credits, and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilized.

Management assesses the recoverability of deferred tax assets based upon an estimation of the Company's projected taxable income using existing tax laws, and its ability to utilize future tax deductions before they expire. To date, no deferred tax assets have been recognized. Actual results could differ from expectations.

### Investment tax credits

The Company is entitled to certain Canadian investment tax credits for qualifying research and development activities performed in Canada. These credits can be applied against future income taxes payable and are subject to a 20 year carry forward period. An estimate of the refundable investment tax credit on scientific research and development expenditures is recorded in the year the expenditures are incurred provided there is reasonable assurance that the credits will be received. The expenditures are reduced by the amount of the estimated investment tax credit.

### Property, plant and equipment

Property, plant, and equipment are measured at cost less accumulated depreciation. Cost includes expenditures that are directly attributable to the acquisition of the related asset. All assets are depreciated using the straight-line method. Depreciation is calculated based on the cost of an asset less its residual value and is recognized over the anticipated useful life of the asset as shown below:

<u>Asset Class</u>	<u>Depreciation Term</u>
Machinery and equipment	3 – 10 years
Lab equipment and tooling	3 – 5 years
Photomasks	3 years
Office furniture and equipment	3 – 5 years
Leasehold improvements	Lease term

Assets under development are not depreciated until available for use.

## **Enablence Technologies Inc.**

Notes to the consolidated financial statements

December 31, 2023 and 2022

*(in thousands of U.S. dollars and shares)*

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted, if appropriate. Expenditures for repairs and maintenance are expensed as incurred.

### Impairment of long-lived assets

The carrying values of all property, plant and equipment are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash generating unit is the greater of its value in use and its fair value less costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the cash-generating unit ("CGU")).

The impairment analysis requires management to estimate the future cash flows expected to arise from operations and to make assumptions regarding economic factors, discount rates, tax rates, and annual growth rates. Actual operating results and the related cash flows could differ from the estimates used for the impairment analysis.

An impairment loss is recorded when the recoverable amount of an asset or its CGU is less than its carrying amount. Impairment losses are evaluated for potential reversals when events or changes in circumstances warrant such consideration.

Where an impairment loss subsequently reverses, the carrying amount of the CGU is increased to the revised estimate of its recoverable amount, so long as the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the CGU in prior years.

The reversal of impairment requires management to re-assess several indicators that led to the impairment. It requires the valuation of the recoverable amount by estimating the future cash flows expected to arise from the CGU and the determination of a suitable discount rate to calculate its present value. Significant judgement is made in establishing these assumptions.

### Financial instruments

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provision of the respective instrument.

#### *Classification*

On initial recognition, the Company determines the classification of financial instruments based on the following categories:

1. Measured at amortized cost
2. Measured at fair value through profit or loss ("FVTPL")
3. Measured at fair value through other comprehensive income ("FVOCI")

## Enablence Technologies Inc.

Notes to the consolidated financial statements

December 31, 2023 and 2022

(in thousands of U.S. dollars and shares)

The Company's classification of financial assets is based on the business model under which a financial asset is managed and on its contractual cash flow characteristics. Assets held for the collection of contractual cash flows and for which those cash flows correspond solely to principal repayments and interest payments are measured at amortized cost. Contracts with embedded derivatives where the host is a financial instrument in the scope of the standard will be assessed as a whole for classification.

A financial asset is measured at amortized cost if both of the following criteria are met:

1. Held within a business model whose objective is to hold assets to collect contractual cash flows; and
2. Contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial liabilities are measured at amortized cost unless they must be measured at FVTPL (such as derivatives), or if the Company has chosen to evaluate them at FVTPL.

The Company has assessed the classification and measurement of its financial instruments as follows:

<u>Financial Instrument</u>	<u>Classification</u>
Cash and cash equivalents	Amortized cost
Accounts receivable	Amortized cost
Other receivables (excl. due from government agencies)	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Notes payable (short-term)	Amortized cost
Convertible Debentures	Amortized cost

### *Measurement*

**Initial recognition** - A financial asset or financial liability is initially recorded at its fair value, which is typically the transaction price, plus or minus transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability. In the event that fair value is determined to be different from the transaction price, and that fair value is evidenced by a quoted price in an active market for an identical asset or liability or is based on a valuation technique that uses only data from observable markets, then the difference between fair value and transaction price is recognized as a gain or loss at the time of initial recognition.

**Amortized cost** - The amount at which a financial asset or financial liability is measured at initial recognition minus the principal repayments, plus or minus the cumulative amortization using the effective interest method of any difference between that initial amount and the maturity amount and, for financial assets, adjusted for any expected credit losses. The effective interest method is a method of calculating the amortized cost of a financial asset or liability and of allocating interest and any transaction costs over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability to the net carrying amount on initial recognition.

**Fair value through profit or loss** - Changes in fair value after initial recognition, whether realized or not, are recognized through net loss. Income arising in the form of interest,

## **Enablence Technologies Inc.**

Notes to the consolidated financial statements

December 31, 2023 and 2022

*(in thousands of U.S. dollars and shares)*

dividends, or similar, is recognized through net loss when the right to receive payment is established, the economic benefits will flow to the Company, and the amount can be measured reliably.

Fair value through other comprehensive income - Changes in fair value after initial recognition, whether realized or not, are recognized through other comprehensive income. Income arising in the form of interest, dividends, or similar, is recognized through the comprehensive income when the right to receive payment is established, the economic benefits will flow to the Company, and the amount can be measured reliably.

### Impairment

In relation to the impairment of financial assets, IFRS 9 requires an expected credit loss model. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition.

The Company has applied the simplified approach to recognize lifetime expected credit losses for its accounts receivable. In general, the Company anticipates that the application of the expected credit loss model of IFRS 9 results in earlier recognition of credit losses for the respective items.

### Convertible debentures

The convertible debentures are separated into their debt and equity components. The value of the debt component of the debentures is determined, at the time of issuance, by discounting the future interest obligations and the principal payment due at maturity, using a discount rate which represents the estimated borrowing rate available to the Company for similar debentures having no conversion rights. The remaining portion of the gross proceeds of the debentures issued is presented as an option to convert debentures in equity net of the tax implications, and the attributed amount remains over the term of the related convertible debentures. Convertible debenture issue costs are applied against the two components on a pro rata basis of the allocated proceeds of issue.

### Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

### Stock-based compensation

The Company's equity compensation plan allows for the issuance of stock options, RSUs and DSUs. The Company accounts for stock-based compensation arrangements using the fair value method of accounting. When employees are rewarded using stock-based payments, the fair value of employees' services is determined indirectly by reference to the fair value of the equity instruments granted. This fair value is measured at the grant date. The stock-based compensation cost is recorded as an expense in net loss and credited to contributed surplus. If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of awards expected to vest. Estimates are subsequently revised if there is any



## **Enablence Technologies Inc.**

Notes to the consolidated financial statements

December 31, 2023 and 2022

*(in thousands of U.S. dollars and shares)*

indication that the number expected to vest differs from previous estimates. Any cumulative adjustment prior to vesting is recognized in the current period. No adjustment is made to any expense recognized in prior periods if awards ultimately exercised are different to that estimated on vesting. An award with different vesting dates is considered a separate grant for the calculation of fair value and the resulting fair value is amortized over the vesting period of the respective grants. When share options are exercised, any consideration paid by employees is credited to share capital in addition to the amount previously recorded in contributed surplus. When RSUs or DSUs are settled through issuance of common shares, the amount previously recorded in contributed surplus is credited to share capital. The Company's equity compensation plan does not feature cash settlement for stock options exercised, although the Company, at its discretion, may settle RSUs and DSUs in either cash or common shares of the Company.

### Warrants

The Company accounts for share purchase warrants using the fair value method of accounting. When share purchase warrants are issued, the fair value of those warrants is determined indirectly by reference to the fair value of the equity instruments to which those warrants relate. This fair value is measured at the issue date. The value attributed to share purchase warrants is separately credited to equity. When share purchase warrants are exercised, any consideration paid by warrant holders is credited to share capital in addition to the amount previously recorded in equity as share purchase warrants.

### Research and development costs

All research and development expenditures are expensed as incurred unless a development project meets the criteria for capitalization. Development expenditures are capitalized only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development and to use or sell the asset. No internally generated intangible assets have been recognized to date.

### Foreign currency transactions

Items included in the consolidated financial statements of the Company and each of the Company's subsidiaries are measured using the currency of the primary economic environment in which the entity operates (the functional currency). Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities not denominated in the functional currency of an entity are recognized in net income/(loss) for the year.

### Foreign currency translation

Assets and liabilities of entities with functional currencies other than United States dollars are translated at the period end rates of exchange, and the results of their operations are translated at the average exchange rates for the period. The resulting translation adjustments are included in accumulated other comprehensive income/(loss) in deficiency.

# Enablence Technologies Inc.

Notes to the consolidated financial statements

December 31, 2023 and 2022

(in thousands of U.S. dollars and shares)

## Earnings per share

The Company presents basic and diluted earnings per share (“EPS”) data for its common shares. Basic EPS is calculated by dividing the earnings attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted earnings per share is computed similarly to basic earnings per share, except that the weighted average number of shares outstanding is increased to include additional shares for the effects of all dilutive potential common shares, which comprise convertible notes, warrants and shares options granted to employees and directors in accordance with the treasury stock method. The effects of anti-dilutive potential common shares are ignored in calculating diluted EPS.

On November 17, 2021, the Company consolidated its issued and outstanding common shares on a 120:1 basis (Note 14).

## Segmented reporting

Operating segments are reported in a manner consistent with the internal reporting used for the consolidated financial statements. The Company has determined that it has only one operating segment, which is the fabrication of planar lightwave circuit optical chips.

## **Recent Accounting Pronouncements and Future Changes in Accounting Policies**

During the six-month period ended December 31, 2023, the Company adopted the following new standards or policies:

### Future Accounting Policies

#### ***Classification of Liabilities as Current or Non-current (Amendments to IAS 1)***

In January 2020, the IASB issued amendments to *IAS 1 – Presentation of Financial Statements*. The amendments clarify the classification of liabilities as current or non-current based on the contractual arrangements in place at the reporting date. The amendments clarify that the classification of liabilities as current or noncurrent is based solely on a company’s right to defer settlement at the reporting date provided that it is unconditional and has substance. The amendments also clarify that the transfer of a company’s own equity instruments is regarded as settlement of a liability, unless it results from the exercise of a conversion option meeting the definition of an equity instrument. The amendments are effective for annual periods beginning on or after January 1, 2023, with early adoption permitted. The Company determined that there will be no material effect on the Company’s consolidated financial statements as a result of adopting this amendment.

#### ***Amendments to IAS 16 – Property, Plant and Equipment – Proceeds before intended use***

In May 2020, the IASB issued amendments to *IAS 16 – Property, Plant and Equipment*. The amendments prohibit the deduction, from the cost of an item of property, plant or equipment, of any proceeds received from selling items produced while bringing the asset to the location and condition necessary for it to operate. Instead, such proceeds, and the costs associated with producing the items, will be recognized in the consolidated

## **Enablence Technologies Inc.**

Notes to the consolidated financial statements

December 31, 2023 and 2022

*(in thousands of U.S. dollars and shares)*

statements of comprehensive profit and loss. The amendments are effective for annual periods beginning on or after January 1, 2023, with early adoption permitted. The Company determined that there will be no material effect on the Company's consolidated financial statements as a result of adopting this amendment.

### ***IAS 1 Presentation of Financial Statements (October 2022 Amendments)***

In October 2022, the International Accounting Standards Board (IASB) issued amendments to IAS 1 which were incorporated into Part I of the CPA Canada Handbook – Accounting in December 2022. The amendments require an entity to disclose, in specified circumstances, information in the notes that enables financial statement users to understand the risk that non-current liabilities with covenants could become repayable within 12 months after the reporting period. As part of the amendments, a provision was added to clarify that only covenants that an entity must comply with on or before the reporting date would affect a liability's classification as current or non-current, even if compliance with the covenant is only assessed after the entity's reporting date. Covenants which an entity must comply with after the reporting date would not affect classification of a liability as current or non-current at the reporting date. The amendments are effective for annual reporting periods beginning on or after January 1, 2024, with early adoption permitted. The Company has not yet determined the impact the amendments will have on its consolidated financial statements.

### ***IFRS 16 Leases (September 2022 Amendments)***

In September 2022, the International Accounting Standards Board (IASB) issued amendments to IFRS 16 Leases to add subsequent measurement requirements for sale and leaseback transactions that satisfy the requirements in IFRS 15 Revenue from Contracts with Customers to be accounted for as a sale. The amendments were incorporated into Part I of the CPA Canada Handbook in December 2022.

The amendments require a seller-lessee to subsequently measure lease liabilities arising from a leaseback in a way that it does not recognize any amount of the gain or loss that relates to the right of use it retains. The IASB has not prescribed a particular method for measuring the lease liability. A seller-lessee must apply the amendments retrospectively in accordance with IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors. The amendments are effective for annual reporting periods beginning on or after January 1, 2024, with earlier adoption permitted. The Company does not own its facilities and therefore won't be affected by this change in policy.

### ***IFRS 7 Financial Instruments: Disclosures and IAS 7 Statement of Cash Flows (Amendments)***

In May 2023, the International Accounting Standards Board (IASB) issued disclosure-only amendments to IFRS 7 Financial Instruments: Disclosures and IAS 7 Statement of Cash Flows. The amendments require entities to disclose sufficient information necessary for users of financial statements to understand the effects of supplier finance arrangements on an entity's liabilities and cash flows, as well as on its liquidity risk and risk management. The amendments are effective for annual periods beginning on or after January 1, 2024,

## Enablence Technologies Inc.

Notes to the consolidated financial statements

December 31, 2023 and 2022

(in thousands of U.S. dollars and shares)

with earlier adoption permitted. The Company has not yet determined the impact of the amendments will have on its consolidated financial statements.

### ***IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information (New) and IFRS S2 Climate-related Disclosures (New)***

In June 2023, the ISSB issued a new IFRS Sustainability Disclosure Standard setting out the general requirements for an entity to disclose material information about significant sustainability-related risks and opportunities to which it is exposed. The ISSB also issued a new IFRS Sustainability Disclosure Standard that sets out requirements for identifying, measuring, and disclosing climate-related risks and opportunities as part of an entity's general purpose financial reporting.

For Canadian entities, there is currently no mandatory requirement to comply with the ISSB Standards. Canadian authorities including the CSSB and the Canadian Securities Administrators ("CSA") will decide on application in Canada. The Company has not yet determined the impact of the amendments on its consolidated financial statements.

#### **4. Cash and Cash Equivalents**

The cash and cash equivalents balance includes restricted cash. Restricted cash represents cash that has been provided as security against guarantees or is otherwise not currently available for use.

	<b>December 31, 2023</b>	June 30, 2023
	\$	\$
Cash	<b>1,014</b>	<b>4,219</b>
Restricted Cash	<b>4</b>	<b>4</b>
	<b>1,018</b>	4,223

#### **5. Accounts and Other Receivables**

Trade and other receivables consist of the following:

	<b>December 31, 2023</b>	June 30, 2023
	\$	\$
Trade	<b>176</b>	334
Allowance for expected credit loss	<b>(28)</b>	(45)
	<b>148</b>	289
Other	<b>196</b>	196
	<b>344</b>	485

Included in other receivables is an amount of \$132 (June 30, 2023 - \$79) related to investment tax credits receivable and \$52 (June 30, 2023 - \$116) of amounts due from government agencies.

## Enablence Technologies Inc.

Notes to the consolidated financial statements

December 31, 2023 and 2022

(in thousands of U.S. dollars and shares)

The age of trade accounts receivable is summarized as follows:

	<b>December 31, 2023</b>	June 30, 2023
	\$	\$
Current or under 60 days	145	261
Past due 61 to 90 days	5	45
Past due more than 90 days	26	28
	<b>176</b>	<b>334</b>

Note 19 includes disclosures relating to the credit risk exposures and analysis relating to the allowance for expected credit losses. Both the current and prior year impairment provisions apply the IFRS 9 expected loss model.

### 6. Inventories

	<b>December 31, 2023</b>	June 30, 2023
	\$	\$
Raw materials	236	31
Work-in-progress	218	134
Finished goods	187	186
Allowance for obsolescence	-	-
	<b>641</b>	<b>351</b>

During the six months ended December 31, 2023, management performed a review of inventory for obsolescence. As a result of management's review of inventory for obsolescence, \$Nil (June 30, 2023 - \$38) of obsolete and impaired inventory was provided for through cost of sales. A continuity of the provision is presented below:

	<b>December 31, 2023</b>	June 30, 2023
	\$	\$
Opening balance	-	8
Write-off of unrealizable inventory	-	(45)
Additional impairment provision recorded	-	37
Closing balance	-	-

The amount of inventory recognized as cost of revenues for the six months ended December 31, 2023 was \$387 (six months ended December 31, 2022 - \$524).

### 7. Property, Plant and Equipment

Depreciation expense for the six months ended December 31, 2023 of \$106 (six months ended December 31, 2022 - \$93) was allocated in the consolidated statements of comprehensive income (loss) as follows: \$100 (six months ended December 31, 2022 - \$92) in cost of revenues; \$3 (six months ended December 31, 2022 - \$Nil) in general

## Enablence Technologies Inc.

Notes to the consolidated financial statements

December 31, 2023 and 2022

(in thousands of U.S. dollars and shares)

and administration; and \$3 (six months ended December 31, 2022 - \$1) in research and development.

### 8. Accounts Payable and Accrued Liabilities

Included in accounts payable and accrued liabilities is a royalty amount payable of \$290 (June 30, 2023 - \$290) relating to royalty-bearing government funding received for approved research and development projects, of which \$Nil (2022 - \$Nil) was paid during the year. The repayment of this amount is calculated at 2.5% of the Company's actual qualifying revenues, up to a maximum value equivalent to the total related government funding received by the Company.

During the year ended June 30, 2022 the Company obtained forgiveness on certain accounts payable and accrued liabilities due to third parties totaling \$321. This amount was recorded as gain on forgiveness of debt in the consolidated statements of comprehensive income (loss) for the year ended June 30, 2022. For the year ended June 30, 2023 there was \$27 in forgivable amounts. There was no corresponding amount for the six months ended December 31, 2023.

On December 6, 2021, the Company completed its Recapitalization plan under which certain creditors of the Company received common shares and share purchase warrants of the Company in full satisfaction of amounts owing to them by the Company (Note 10). Under the Recapitalization plan, the Company issued, in aggregate, 449 shares and 10 share purchase warrants for total consideration of \$533. The \$555 difference between the carrying value of the accounts payable and accrued liabilities at the closing date of \$1,088 included as part of the Recapitalization plan and the value of shares and warrants being issued at that time was recognized as a gain to the Company and was included in gain on recapitalization.

### 9. Contract Liabilities

The following table provides information about contract liabilities from contracts with customers. Contract liabilities primarily relate to the advance consideration received from customers for non-recurring engineering services, for which revenue is recognized upon delivery of set items within the service contracts.

	<b>December 31, 2023</b>	June 30, 2023
	<b>\$</b>	<b>\$</b>
Balance, beginning of year	<b>265</b>	257
New contract additions in year	<b>28</b>	473
Revenue recognized in year - from opening balance	<b>(93)</b>	(80)
Revenue recognized in year - from current year additions	<b>-</b>	(384)
Balance, end of year	<b>200</b>	265

### 10. Recapitalization

On December 6, 2021, the Company completed its previously disclosed Recapitalization under which certain of the Company's debts were fully satisfied in exchange for common

## Enablence Technologies Inc.

Notes to the consolidated financial statements

December 31, 2023 and 2022

(in thousands of U.S. dollars and shares)

shares and share purchase warrants of the Company. All common share figures and share prices below are disclosed on a post-consolidation basis of 120:1.

### (a) Notes payable, convertible debentures, and trade liabilities

Holders of the Company's notes payable, convertible debentures, and certain trade liabilities agreed to settle their debts in exchange for common shares of the Company on the basis of either (i) an exchange of 100% of the debt owed for common shares of the Company at a deemed price of C\$3.00 per share, being the closing price of the common shares on the TSXV as of August 20, 2021, or (ii) an exchange of 100% of the debt owed, at a discount of 20% to such amount owed, in exchange for units of the Company at a deemed price of C\$3.00 per unit, with each unit containing one common share and 1/5 of a share purchase warrant (the "Debt Settlement Offer"). Each full share purchase warrant will allow the holder of such warrant to purchase one common share of the Company for up to three years following closing of the Recapitalization at a price of C\$3.60 per share.

### (b) Shares to be issued

Under the Recapitalization plan, the Company issued common shares in exchange for satisfaction of the amount owing by the Company related to finance and advisory fees, under terms as described in (a), above. See Note 15 for additional information regarding shares to be issued.

### (c) Common share consolidation

As part of the Recapitalization, the Company consolidated its issued and outstanding common shares on the basis of one post-consolidation common share for every 120 pre-consolidation common shares. See note 15 for additional information on the share consolidation.

### (d) Transaction costs

The Company incurred transaction costs totaling \$1,282 in connection with the Recapitalization plan. Of that amount, \$500 (net of \$31 in foreign exchange loss) was payable in cash to third parties and \$782 related to advisory fees paid to a related party and settled by issuing common shares of the Company (Note 23). These transaction costs have been netted against the gain on recapitalization.

Under the terms of the Recapitalization plan, the total number of shares and share purchase warrants issued to debt holders were as follows:

	Face value of liability settled for shares	Number of common shares issued	Number of warrants issued
	\$	\$	\$
Notes Payable (Note 11)	21,948	7,918	997
Convertible debt (Note 12)	9,003	3,009	571
Accounts payable and accrued liabilities (Note 8)	1,088	449	10
	<hr/>	<hr/>	<hr/>
	32,039	11,376	1,578
Shares to be issued (Note 14)	2,655	1,170	-
	<hr/>	<hr/>	<hr/>
	34,694	12,546	1,578

## Enablence Technologies Inc.

Notes to the consolidated financial statements

December 31, 2023 and 2022

(in thousands of U.S. dollars and shares)

The price of the Company's common shares on August 20, 2021, the date that the Recapitalization agreement was legally agreed to by all parties, was C\$3.00 per share. The Recapitalization was completed on December 6, 2021 when the price of the Company's common shares was C\$1.50 per share. The decrease in the price of the Company's common shares was accounted for as a gain on settlement of debt.

The composition of the gain on settlement of debt as reported in the statements of comprehensive income (loss) (as Gain on Recapitalization) and changes in shareholders' deficiency for the year ending June 30, 2022 is as follows:

	Value of shares issued	Value of share purchase warrants issued	Gain on exchange - included in comprehensive income	Gain on exchange - included in contributed surplus
	\$	\$	\$	\$
Notes Payable (Note 11)	9,287	573	12,088	
Convertible debt (Note 12)	3,528	329	5,146	
Accounts payable and accrued liabilities (Note 8)	527	6	555	
Transaction and associated costs (Note 11)			(1,282)	
	13,342	908	16,506	
Shares to be issued (Note 14)	1,320	-	-	1,335
	14,662	908	16,506	1,335

### 11. Notes payable

	December 31, 2023	June 30, 2023
	\$	\$
Short-term RBC loans (a)	91	91
Loan from Vortex (b)	8,916	7,943
Loan from Irixix (c)	400	378
Loan from Others (d)	333	-
	9,740	8,412
Less current portion	824	469
Long-term portion	8,916	7,943

- a) In April 2020, the Company received \$29 from the Royal Bank of Canada ("RBC") as an interest-free loan to cover operating costs. In August 2020, the Company received another RBC loan in the amount of \$31, and in January 2021 the Company received an aggregate of \$32 in additional RBC loans. As at June 30, 2023, the RBC loan balance is \$91 (June 30, 2022 - \$93). The loans bear no interest prior to December 31, 2023 and no principal payments are due prior to December 31, 2023. Principal repayments can be voluntarily made at any time without fee or penalties. Balances not paid by December 31, 2023 will be converted to a 3-year term loan at 5% annual interest rate, with interest paid monthly beginning January 1, 2024. The balance of the loan, must be paid in full no later than December 31, 2026.



## **Enablence Technologies Inc.**

Notes to the consolidated financial statements

December 31, 2023 and 2022

*(in thousands of U.S. dollars and shares)*

- b) During the year ended June 30, 2022, the Company obtained 10% interest bearing unsecured short-term loans in the amounts of \$1,905 for which \$1,905 was from related parties (Note 23). These short-term loans were repayable on demand. Of these unsecured short-term loans, \$465 were included as part of the amended and restated secured loan agreement with Vortex ENA LP (“Vortex LP”) which was completed on December 31, 2022 (See below). The remaining short-term loans were exchanged for common shares of the Company as part of the Recapitalization (Note 10).

During the year ended June 30, 2022, the Company accrued net commissions included in finance expense of \$6 on these loans.

As at June 30, 2022, a total amount of \$Nil remains owing on these loans which includes \$Nil of accrued interest and \$Nil of accrued fees. During the year ended June 30, 2022, \$668 of interest was accrued.

On August 20, 2021 the Company announced the Recapitalization to improve the financial liquidity of the Company and raise cash needed to support future business operations. The Recapitalization was completed on December 6, 2022 (Note 10). As part of the Recapitalization, all the holders of short-term loans, except for the \$465 advanced by Vortex LP as noted above, agreed as at August 20, 2021 to settle their debts under the terms of the Recapitalization plan. The holders of the short-term loan, in aggregate, received 7,918 common shares and warrants to purchase 997 common shares of the Company for aggregate consideration of \$9,860 based on the Company’s closing share price on December 6, 2021. The difference between the carrying value of the loans as at the closing date of \$21,948 and the value of shares being issued at that time of \$12,088 was recognized as a gain to the Company and was included in gain on recapitalization for the current period.

On August 20, 2021, the Company received notification that a debt previously held by EDC was sold to Vortex ENA LP (a related party). The Company entered into a fifth amendment to the loan agreement with Vortex LP on September 3, 2021, which resulted in the following changes: interest rate was lowered to a fixed rate of 7.5% per annum on a go-forward basis; interest can be accrued for the first 24 monthly payment periods after the amendment date, with interest payable in cash thereafter; no required payments of principal during the life of the loan and; an extended maturity date of September 3, 2025, with the Company having one option to extend the maturity date for an additional six months (collectively, the “Secured Loan Amendments”). In addition, all prior events of default were temporarily waived by Vortex LP, provided that the Company was able to complete the Recapitalization by December 31, 2021. If the Company failed to complete the Recapitalization by that date, then all amounts would have been immediately due.

As these Secured Loan Amendments meet the criteria for a significant modification of the loan under the terms of IFRS 9 – Financial Instruments, the Company recognized a gain in the year ended June 30, 2022 relating to the extinguishment of the fair market value of the loan in its consolidated financial statements. The Company utilized an estimated fair market interest rate of 20% per annum in computing the fair value of the loan as of the September 3, 2021 amendment date, as management believes that this

## Enablence Technologies Inc.

Notes to the consolidated financial statements

December 31, 2023 and 2022

(in thousands of U.S. dollars and shares)

more closely approximates the interest rate that would be charged by an arms-length third party lender for similar secured debt in an open market situation. As a result of the modification, the Company recognized a gain on modification of debt of \$2,181 for the year ended June 30, 2022. Following the amendment date, interest will be accreted to the loan balance based on the 20% per annum fair market interest rate.

During the year ended June 30, 2022, the Company made principal payments on the loan in the amount of \$Nil (2022 - \$Nil), accrued interest of \$446 recorded accretion to interest expense of \$289, and incurred fees relating to the loan of which are included in finance expense.

On December 31, 2021, the Company and Vortex LP amended the secured loan agreement by way of a full amended and restated secured loan agreement. Under the terms of the amended and restated agreement, the \$532 previously advanced by Vortex LP during the period ending December 31, 2021 outside of the short-term promissory notes and the \$465 advanced under the terms of the short-term promissory notes, were included in the secured loan. In addition, the loan maturity was extended to December 31, 2025 (from September 3, 2025) and the interest free period was extended to December 31, 2023 (from September 3, 2023). The Company has determined under IFRS 9 *Financial Instruments*, that this amendment and restatement of the secured loan with Vortex meets the test for substantial modification. The Company utilized an estimated fair market interest rate of 21.5% per annum in computing the fair value of the amounts advanced prior to the December 31, 2021 amendment date, as management believes that this more closely approximates the interest rate that would be charged by an arms-length third party lender for similar secured debt in an open market situation. As a result of the modification, the Company recognized gains on modification of debt of \$149 relating to the balance of the loan as at December 31, 2021 and \$411 on the \$997 previously advanced by Vortex for the year ended June 30, 2022. The adjusted carrying amount will be amortized over the remaining term of the secured loan using the effective interest rate of 21.5% per annum.

During the year ended June 30, 2023, Vortex advanced to the Company an additional \$6,333 (2022 - \$1,636) under the terms of the amended and restated loan agreement. The Company utilized a range of estimated fair market interest rates of 26.3 to 30.1% (2022 – 24.7% to 27.6%) per annum in computing the fair value of the advances, excluding two bridge loans advanced on June 12, 2023 and June 19, 2023. Management believes that this more closely approximates the interest rate that would be charged by an arms-length third party lender for similar secured debt in an open market situation.

Of the \$6,333 advanced by Vortex LP under the terms of the amended and restated loan agreement, the net present value of future contractual cash flows (discounted using a fair value interest rate) of \$3,679 (June 2022 - \$868) has been recorded as notes payable and the portion of advances relating to below-market interest rates of \$2,654 (June 2022 - \$768) is recorded in equity as contributed surplus. Ahead of the June 27 funding event, there were two bridge loans totaling \$302 that had been advanced on June 12, 2023 and June 19, 2023. The loans were advanced to assist with working capital until the new debt financing was closed on June 27, 2023. The

## **Enablence Technologies Inc.**

Notes to the consolidated financial statements

December 31, 2023 and 2022

*(in thousands of U.S. dollars and shares)*

bridge financing debt was discounted at a rate of 7.5%. This rate approximates the market rate given they were paid back immediately upon the closing of the Pinnacle debt agreement on June 27, 2023 - ref to note 12.

On June 27, 2023, the Company and Vortex LP amended the secured loan agreement by way of a full second amended and restated loan agreement. Under the terms of the second amended and restated agreement, the \$8,323 previously advanced by Vortex LP during the period December 31, 2021 to June 27, 2023, the \$6,297 original principal amount of the EDC purchase order working facility and accrued and unpaid interest outstanding as at June 27, 2023, and the total loan facilities of \$1,077 which includes the original principal amounts of the non-revolving term loans and accrued and unpaid interest as at June 27, 2023, were included in the secured loan for a consolidated total of \$15,697.

In addition, the loan maturity was extended to June 30, 2026 (from December 31, 2025) and interest accrues and is payable monthly in arrears at a rate of 7.5% following the date of the initial advance. As additional consideration for entering into the second amendment and restated loan agreement, the Company is required to pay an amendment structuring fee in the amount of \$755, of which \$151 were immediately paid upon the initial advance of the Pinnacle proceeds (Note 12), \$264 payable concurrent with the repayment of the working capital facility and the remainder upon the maturity date. The Company was required to immediately pay \$3,323 against the outstanding principal amount of the working capital facility. The portion of debt for prepayment is \$2,284 and the portion repaid that relates to the below-market interest rates is \$1,039 was recorded as contributed surplus in the previous year. The outstanding legal fees and expenses paid have been proportionally allocated to the relative liability and equity component of the convertible debentures issued (Note 12) and the amendment and restated loan agreement.

The Company was also required to pay an outstanding payable in the amount of \$223.

The Company also issued 575 common share purchase warrants to Vortex LP as additional consideration. Each warrant is exercisable at CAD \$2.00 to acquire one common share of the Company for a period of three years from the date of issuance. The warrants were separately valued using Black-Scholes calculator with risk free interest rate of 3.77%, volatility of 76.2%, was valued at \$365, and recorded in warrants.

As at June 30, 2023, the discounted carrying value of the balance owing on the Vortex LP term facility is \$7,943 (2022 - \$5,493), inclusive of interest of \$8 (2022 - \$446), accretion of \$8 (2022 - 289), and fees of \$44 (2022 - \$289). The face value of the senior secured loan payable to Vortex was \$12,905 as at June 30, 2023 (2022 - \$8,664), inclusive of interest and fees.

The Company utilized an estimated fair market interest rate of 27.6% per annum in computing the fair value at the amendment date of the outstanding debt, as management believes that this more closely approximates the interest rate that would be charged by an arms-length third party lender for similar secured debt in an open market situation. Of the \$13,048 face value, \$8,078 was allocated as notes payable, \$366 to warrants based on the fair value determined above and the residual of \$4,604

## **Enableness Technologies Inc.**

Notes to the consolidated financial statements

December 31, 2023 and 2022

*(in thousands of U.S. dollars and shares)*

was allocated to contributed surplus. The adjusted carrying amount will be amortized over the remaining term of the secured loan using the effective interest rate of 22.8% per annum. In addition, legal fees of \$71 were equally allocated, with \$44 going to notes payable and \$27 being allocated to contributed surplus.

- c) On May 31, 2019, Enableness and Irix Holdings Ltd. ("Irix") signed an Asset Transfer Agreement ("ATA") which resulted Enableness selling certain assets and liabilities to Irix including \$180 of fixed assets, \$173 of leasehold improvements, \$47 of inventory as well as the transfer of certain employee contracts, less costs of \$60 owed by Irix to Enableness. Under the ATA, Enableness and Irix agreed that the consideration due to Enableness from Irix would be offset against certain debts owing to Irix by Enableness of \$720. The net remaining amount due to Irix of \$260 is treated as a note payable with annual interest accruing at 7.5%, with the interest and principal amount due on May 31, 2023. During the year ended June 30, 2023, a total of \$23 (2022 - \$22) of interest has been accrued and the amount owing on the note payable is \$378 (2022 - \$393). The Company did not repay the note on its due date of June 30, 2023 and continues to accrue interest at 7.5%. The note payable is classified as a current liability in the consolidated statements of financial position.
- d) On November 16, 2023, the Company received a Demand Promissory Note in exchange for \$50, with a \$5 issuance fee within the first year and a subsequent 10% interest per annum for outstanding interest beyond the first year. The note was acquired to purchase manufacturing equipment.

On December 13, 2023, the Company and Pinnacle signed a Demand Promissory Note in exchange for \$1,544, with a 10% interest rate per annum, accruing from the date of signature. The funds were issued in support of working capital requirements. From the face value of \$1,544, \$31 represented a structuring fee (2%) and \$1,260 was allocated to contributed surplus. As of December 31, 2023, the loan accrued \$3.8 in interest.

### **12. Convertible Debentures**

On June 27, 2023, the Company issued a total of \$8,308 (C\$11,000) of unsecured convertible debentures (the "Debentures"), all of which was issued through a private placement for cash. The Debentures bear interest at a rate of 7.5% per annum, and interest is payable commencing on April 1, 2024, and thereafter, payable semi-annually. They are convertible, at the option of their holder, into common shares of the Company at a price of C\$2.00 per common share. The Debentures have an initial maturity date of June 30, 2027. If there is a Change of Control at any time during the term of this Debenture, the Holder will have the right to require the Company to redeem this Debenture at a price equal to 105% of the principal amount of this Debenture then outstanding, plus all accrued and unpaid interest. The fair value of the \$4,624 of the debt portion was determined based on a market interest rate of 27.6% and the residual of \$3,683 was allocated to contributed surplus. The total debt issuance costs of \$842 was allocated to debt for \$468 and \$373 to contributed surplus.

## **Enablence Technologies Inc.**

Notes to the consolidated financial statements

December 31, 2023 and 2022

*(in thousands of U.S. dollars and shares)*

During the year ended June 30, 2023, the Company recorded accretion of \$5 to interest expense (2022 - \$259) and accrued \$5 of arrears interest (2022 - \$130). As at June 30, 2023, the total convertible debenture liability is \$4,166 (June 30, 2022 - \$Nil), including accrued and unpaid interest.

On December 6, 2021 all holders of the previously issued convertible debentures, issued June 30, 2017, agreed to settle their debts, including accrued and unpaid interest as part of the Recapitalization (Note 10). The convertible debenture holders agreed to receive, in aggregate, 3,009 common shares and 571 warrants to purchase common shares representing total consideration of \$3,857, based on the Company's closing share price on December 6, 2021. The difference between the carrying value of the convertible debentures at the closing date of \$9,003 and the value of shares being issued at that time of \$5,146 was recognized as a gain to the Company and was included in gain on recapitalization in the year ended June 30, 2022. Of the \$3,212 interest accrued since June 30, 2017, \$81 had been paid and the unpaid balance of \$3,131 was included in accrued interest. The unpaid accrued interest outstanding was settled as part of the Recapitalization.

### **13. Income Taxes and Investment Tax Credits**

Income tax expense is recognized based on the annual income tax rate for the fiscal year multiplied by the pre-tax income. Income tax expense varies from the amount that would be computed by applying the basic federal and provincial tax rates to net income or loss from continuing operations before income taxes.

In assessing the realizability of deferred tax assets, management considers whether it is probable that some portion or all of the deferred tax assets will be realized. The realization of deferred tax assets is dependent on the generation of future taxable income during the periods in which those losses can be carried forward and temporary differences are deductible. The amount of the deferred tax assets considered realizable could change materially in the near term, based on future taxable income during the carry-forward period.

### **14. Share Capital**

Authorized capital stock consists of:

*Unlimited number of preferred shares; NIL preferred shares outstanding*

*Unlimited number of common shares with no par value; 18,590 (2022 – 18,590 common shares issued and outstanding)*

*Share consolidation*

On November 17, 2021, the Company consolidated the number of issued and outstanding common shares on the basis of one post-consolidation common share for every 120 pre-consolidation common shares. No fractional post-consolidation common shares were issued, and no cash was paid in lieu of post-consolidation common shares. In the case of fractional common shares resulting from the consolidation, such fractions of a share were rounded down to the nearest whole common share.

## Enablence Technologies Inc.

Notes to the consolidated financial statements

December 31, 2023 and 2022

(in thousands of U.S. dollars and shares)

All common share information in the consolidated financial statements and comparatives, including stock options, RSUs, DSUs, and warrants, have been adjusted to reflect the 120:1 effect of consolidation, without a corresponding change in dollar amounts. Earnings per share has been adjusted to reflect the impact of the share consolidation.

### *Recapitalization transaction*

On December 6, 2021, the Company completed its previously disclosed Recapitalization under which certain of the Company's debts were fully satisfied in exchange for common shares and share purchase warrants of the Company. The number of common shares issued, and the value of the common shares based on the C\$1.50 closing price of the common shares on the TSXV as of December 6, 2021, issued in accordance with the Recapitalization transaction are as follows:

	<b>Number of common shares issued</b>	<b>Value of shares issued</b>
<b><i>Liability settled:</i></b>		<b>\$</b>
Notes payable (Note 11)	7,918	9,287
Convertible debt (Note 12)	3,009	3,528
Accounts payable and accrued liabilities (Note 8)	449	527
	<hr/> 11,376	<hr/> 13,342
Shares to be issued	1,170	1,320
	<hr/> 12,546	<hr/> 14,662

### *Private Placement of common shares*

On December 21, 2021, the Company completed a private placement of common shares, issuing 694 common shares at a price of CAD\$1.80 for aggregate proceeds of \$992. The Company incurred no underwriter or advisory fees in connection with this private placement.

### *Equity incentive plan*

Effective as of October 26, 2021, the shareholders of the Company approved a new omnibus equity incentive plan that authorizes the Board to make awards of up to 2,750 common share equivalents, subject to a maximum limit of 20% of the common shares of the Company outstanding at that time. The Board may award (i) stock options; (ii) restricted and performance share units (RSUs and PSUs); and (iii) deferred share units (DSUs) to directors, officers, employees, and consultants.

At December 31, 2023, the available common share equivalents pool was 775 (June 30, 2022 – 837). At December 31, 2023 outstanding options totaled 1,338 (June 30, 2023 – 1,738), outstanding RSUs totaled 709 (June 30, 2023 – 709), and outstanding DSUs totaled 896 (June 30, 2023 – 896).

## **Enablence Technologies Inc.**

Notes to the consolidated financial statements

December 31, 2023 and 2022

*(in thousands of U.S. dollars and shares)*

### Stock options:

Options are granted with exercise prices equal to the fair market value of the common shares of the Company on the date of grant. Options generally vest in three equal annual portions starting one year after the date of grant. Options granted to directors vest over a two-year period. Options expire on either the third or tenth anniversary of the grant. After termination of employment, unvested options are forfeited immediately and vested options expire 90 days after termination, unless otherwise agreed to by the Board of Directors. The Board administers the stock option plan.

Stock-based compensation related to options grants is recorded as an increase to contributed surplus and is transferred to share capital when the underlying options are exercised.

### Restricted share units (RSUs) and Deferred share units (DSUs):

During the year ending June 30, 2023, the Company issued RSUs and DSUs to certain employees and directors under the terms of its Equity Incentive Plan.

Subject to certain vesting and other conditions and provisions, each RSU awarded entitles the recipient to receive, on settlement, a cash payout equal to the market value of a common share, or, at the discretion of the Board, one common share of the Company or any combination of cash and shares as the Board in its sole discretion may determine. The Board reserves the right to change such form of payment at any time until payment is actually made. For the portion of RSUs settled in shares, the Company may elect to settle all or a portion of that settlement either in shares issued from treasury or in shares purchased in the open market.

RSUs are valued at the date of grant and vest, at the discretion of the Board, over periods ranging from immediate vesting up to three years. The amount of expense relating to RSUs is credited to contributed surplus in the period in which it is incurred. Vested RSUs shall be redeemed on a date, as determined by the Company in its sole discretion, provided that is not later than either (i) the date of termination of the RSU holder's employment by the Company; or, the expiry date of the RSUs granted.

Each DSU awarded entitles the recipient to receive, on settlement, a cash payout equal to the market value of a common share, or, at the discretion of the Board, one common share of the Company or any combination of cash and shares as the Board in its sole discretion may determine. The Board reserves the right to change such form of payment at any time until payment is actually made. For the portion of DSUs settled in shares, the Company may elect to settle all or a portion of that settlement either in shares issued from treasury or in shares purchased in the open market. DSUs vest at the discretion of the Board.

Vested DSUs shall be redeemed and settled as soon as reasonably practicable following the recipient's termination date, but in any event not later than December 15<sup>th</sup> following the first (1<sup>st</sup>) calendar year commencing immediately after the recipient's date of termination.

Total stock-based compensation expense during the six months ended December 31, 2023 relating to current and prior year grants was \$176 (six months ended December 31,

## **Enablence Technologies Inc.**

Notes to the consolidated financial statements

December 31, 2023 and 2022

*(in thousands of U.S. dollars and shares)*

2022 - \$476) of which \$126 relates to stock options (six months ended December 31, 2022– \$288), \$22 relates to RSU grants (2022 – \$42), and \$9 (six months ended December 31, 2022 – \$145), relates to grants of DSUs. For six months ended December 31, 2023, of the total stock-based compensation expense \$148 (six months ended December 31, 2022 – \$330) was attributable to general and administrative personnel and \$9 (six months ended December 31, 2022 – \$145) relates to members of the Company's Board.

### *Warrants*

As part of the Recapitalization, the Company issued 1,578 share purchase warrants. Each full share purchase warrant allows the holder of such warrant to purchase one common share of the Company at a price of C\$3.60 per common share and expires on December 6, 2024.

On June 27, 2023, the Company issued 575 share purchase warrants as part of the Second Loan Amended with Vortex LP (Note 11). Each full share purchase warrant allows the holder of such warrant to purchase one common share of the Company at a price of C\$2.00 per common share and expires on June 27, 2026. The value attached to the share purchase warrants issued during the year ended June 30, 2023 of \$366 (2022 - \$81) was determined using the Black-Scholes pricing model.

### *Shares to be Issued*

The Company entered into an engagement letter on July 26, 2017 with Paradigm Capital Holdings Inc. ("Paradigm"), an entity deemed to be a related party as a result of the Recapitalization (Notes 10 and 24), for exclusive financial and capital markets advisory services. The agreement was subsequently amended on September 10, 2020. Under the terms of the agreement, the Company can satisfy the amounts owed (exclusive of tax) to Paradigm through the issuance of common shares of the Company, upon approval of the TSX Venture Exchange.

As part of the Recapitalization plan, the Company issued 1,170 common shares for aggregate consideration of \$1,320 based on the Company's closing share price on December 6, 2021 in exchange for \$2,655 of the total amount owing of \$2,812 (Note 10). The difference between the carrying value of the amount owing as at the closing date and the value of shares being issued at that time of \$1,335, net of tax, was recognized in contributed surplus during the current quarter.

The amount owing to Paradigm and shown in Shares to be issued was satisfied in full under the terms of the Recapitalization (Note 10).

As at June 30, 2022 the total dollar value of the shares to be issued related to the above fees is \$Nil. The amount of taxes payable in cash related to past financial and advisory services of \$157 (June 30, 2022 - \$158) are shown in accounts payable and accrued liabilities.



# Enablence Technologies Inc.

Notes to the consolidated financial statements

December 31, 2023 and 2022

(in thousands of U.S. dollars and shares)

## 15. Expenses by nature

Operating expenses are presented on the face of the consolidated statements of comprehensive income (loss) using a classification based on function. Operating expenses distributed by nature are as follows:

	Three months ended December 31		Six months ended December 31	
	2023	2022	2023	2022
<u>Cost of revenues</u>				
Materials/components	224	172	387	524
Labour	379	338	798	644
Inventory write downs/provision	-	37	-	37
Equipment and Freight	-	-	-	-
Allocation of overhead	219	167	483	400
Depreciation - COGS	52	47	101	90
Total	874	761	1,769	1,694
<u>Research &amp; Development</u>				
Staff compensation	527	403	1,122	752
Travel	-	-	-	-
Contractors	30	(9)	66	(20)
Materials/supplies	32	26	36	35
Depreciation	1	1	2	1
Rent/Utilities	12	8	30	17
Total	603	429	1,256	785
<u>Sales &amp; Marketing</u>				
Staff compensation	132	90	241	173
Travel	2	0	15	1
Trade shows	-	-	-	-
Materials/supplies/other	44	58	89	70
Rent/Utilities	1	1	3	2
Total	179	149	348	246
<u>General &amp; Administrative</u>				
Staff compensation	395	310	851	586
Rent/Utilities	314	243	651	567
Taxes (Property tax/Use tax)	15	11	35	28
Insurance	37	22	78	42
HR management fee	7	5	15	12
Phone & Internet	8	8	20	16
Travel	25	4	52	32
Professional fees	175	141	437	438
Bad Debt expense	12	13	(17)	9
Other	24	48	112	99
Depreciation	2	1	4	1
G&A Allocation (Rent/utilities)	(232)	(176)	(515)	(419)
Total	781	629	1,722	1,412

## Enablence Technologies Inc.

Notes to the consolidated financial statements

December 31, 2023 and 2022

(in thousands of U.S. dollars and shares)

### 16. Loss per share

During the year ending June 30, 2023, the Company issued RSUs and DSUs to certain employees and directors under the terms of its Equity Incentive Plan (Note 14). At the discretion of the Board, RSUs and DSUs may be redeemed and settled, all or in portion, in shares issued from treasury. As of June 30, 2023, 1,593 potentially dilutive shares from the redemption and settlement of RSUs and DSUs (2022 – 1,293) have been included in the calculation of net income/(loss) per share – diluted.

The potential effect of the exercise of stock options, warrants and convertible debentures are antidilutive as all stock options and convertible debenture conversion rights are out-of-the money based on the Company's last reported share price; therefore, as of the end of the year, 2,304 potentially dilutive shares from the exercise of stock options, warrants and convertible debentures have not been included in the calculation of net loss per share (diluted).

### 17. Supplemental disclosures of cash flow information

Net change in non-cash operating working capital items:

	<b>December 31, 2023</b>	June 30, 2023
	\$	\$
Net inflow (outflow) of cash:		
Accounts receivable and other receivables	<b>141</b>	(49)
Inventories	<b>(290)</b>	(89)
Prepaid expenses and deposits	<b>100</b>	(54)
Accounts payable and accrued liabilities	<b>6</b>	1,050
Notes payable - current portion	<b>72</b>	(17)
Contract Liabilities	<b>(65)</b>	8
	<b>(36)</b>	849

# Enablence Technologies Inc.

Notes to the consolidated financial statements

December 31, 2023 and 2022

(in thousands of U.S. dollars and shares)

## 18. Financial Instruments

### *Carrying values and fair values*

Financial instruments are classified into one of the following categories: amortized costs, fair value through profit or loss and fair value through other comprehensive income. The table below summarizes the carrying values of the Company's financial assets and financial liabilities:

	December 31, 2023	June 30, 2023
	\$	\$
Assets - based on amortized cost	1,178	4,512
Liabilities - based on amortized cost	20,221	18,618

Notes:

Assets includes cash and cash equivalents and accounts and other receivables, excluding amounts due from government agencies and investment tax credits.

Liabilities – based on amortized cost includes accounts payable and accrued liabilities, current portion of notes payable, convertible debentures, and long-term notes payable.

The carrying values of cash and cash equivalents, accounts and other receivables and accounts payable and accrued liabilities approximate their fair values due to their relatively short periods to maturity. The fair value of the convertible debentures and the RBC Loans are equal to their carrying values, as all of these amounts are either current liabilities and repayable on demand or carry a fixed interest rate. The Vortex LP loan is equal to its carrying value, as it carries a fixed interest rate.

### Financial Risk Management

The Company has exposure to counterparty credit risk, foreign currency, liquidity risk and market risk associated with its financial assets and liabilities.

#### *Credit risk*

Financial instruments that potentially subject the Company to a concentration of credit risk consist principally of cash and cash equivalents and trade receivables. The Company's maximum credit risk is \$1,731 (June 30, 2023 - \$4,526). The Company maintains its cash balances in operating accounts with large, high quality financial institutions.

#### *Accounts receivable*

The Company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due over and above the 30-day standard credit terms. The expected loss rates are based on the payment profiles of sale over a period of 36 months before December 31, 2023. The historical loss rates are adjusted to reflect current and forward-looking information based on factors affecting the ability of the customers to settle the receivables. The Company has identified the credit worthiness for current and

## Enablence Technologies Inc.

Notes to the consolidated financial statements

December 31, 2023 and 2022

(in thousands of U.S. dollars and shares)

future customers to be the most relevant factor, and accordingly adjusts the historical loss rates based on expected changes in these factors.

Trade accounts receivables consists primarily of trade receivables (Note 5) from billings of product delivered and services performed. The Company's credit risk arises from the possibility that a counterparty which owes the Company money is unable or unwilling to meet its obligations in accordance with the terms and conditions in the contracts with the Company, which would result in a financial loss for the Company.

The Company performs ongoing credit evaluations of new and existing customers' financial condition and reviews the collectability of its trade receivables to mitigate any possible credit losses. The Company has credit evaluation, approval and monitoring processes intended to mitigate potential credit risks. The carrying amount of trade accounts receivables are reduced using an expected credit loss and the amount of the loss is recognized in the consolidated statement of net loss in general and administrative expenses. Trade receivables are written off (i.e., de-recognized) when there is no reasonable expectation of recovery. Failing to engage with the Company on payment or alternative payment arrangements, among other things, are considered indicators of no reasonable expectation of recovery. Subsequent recoveries of amounts previously written off reduce general and administrative expenses in the consolidated statements of comprehensive income (loss).

A certain portion of the Company's sales were to a limited number of customers and consequently the Company is exposed to a concentration of credit risk. The Company defines concentration risk as customers whose outstanding receivable is 10% or greater than the total receivable balance, after expected credit loss (Note 5).

As at December 31, 2023, five customers accounted for more than 10% of the trade receivable, totaling \$140, (June 30, 2023 – three customers, \$275), which is approximately 80% (June 30, 2023 – 82%) of the trade receivable total. The Company has taken an expected credit loss of \$17 (June 30, 2023 - \$38) against these over 10% customers.

In aggregate, as of December 31, 2023, it was determined that an expected credit loss of \$28 (June 30, 2023 - \$45) was required:

The closing balance of trade receivables loss allowance as at December 31, 2023 reconciles with the trade receivables loss allowance as at June 30, 2023 as follows:

	\$
Loss Allowance June 30, 2023	45
Plus: Increased (decreased) allowance on trade receivables	(17)
Less: Write-offs of trade receivables	-
<hr/> Loss Allowance December 31, 2023	<hr/> 28

### *Interest rate risk*

The Company manages interest rate risk by negotiating fixed rate interest rates on loans when possible. As at December 31, 2023 the Company is not exposed to interest rate risk as all debt obligations have fixed interest rates. An increase in the interest rate of 1% would have resulted in no increase in interest expense during the six months ended December 31, 2023, (six months ended December 31, 2022 - \$Nil). Prior to the loan

## Enablence Technologies Inc.

Notes to the consolidated financial statements

December 31, 2023 and 2022

(in thousands of U.S. dollars and shares)

amendment dated September 3, 2022, the Vortex LP loan interest was based on a variable interest rate and was subject to interest rate risk. The Company does not use derivative instruments to reduce its exposure to interest rate risk as the risk is considered manageable.

### Foreign currency risk

The Company operates internationally with subsidiaries in the United States, China, Hong Kong and Canada and is, therefore, subject to foreign currency risk. The Company reports its financial results in U.S. dollars. Most of the Company's revenues are transacted in U.S. dollars and Chinese Renminbi, and the Company incurs expenses in Canadian dollars, Chinese Renminbi and U.S. dollars. To date, the Company has not used foreign currency forward contracts or other hedging strategies to manage its foreign currency exposure.

A 10% strengthening of the C\$ against the US\$ and a 10% strengthening of the Chinese Renminbi ("RMB") against the US\$ would have affected net income (losses) from operations and the other comprehensive gain ("OCI") by the total amounts shown below. A weakening of the Canadian dollar and the Chinese Renminbi against the US\$ would have the opposite effect.

#### 10% strengthening of the Canadian dollar against the U.S. dollar

<u>December 31, 2023</u>		<u>December 31, 2022</u>	
Net income (loss)	OCI	Net income (loss)	OCI
(103)	126	(191)	127

#### 10% strengthening of the Chinese Renminbi against the U.S. dollar

<u>December 31, 2023</u>		<u>December 31, 2022</u>	
Net income (loss)	OCI	Net income (loss)	OCI
(20)	(2)	(17)	(2)

### Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company currently settles all of its financial obligations out of cash and cash equivalents. The ability to do so relies on the Company collecting its accounts and other receivables in a timely manner and by maintaining sufficient cash and cash equivalents in excess of anticipated needs. The Company's ability to settle its financial obligations are also dependent on the Company's ability to secure additional financing.

The Company operated under a temporary waiver of defaults from Vortex LP until the Company entered into an amended and restated secured loan agreement with Vortex LP on December 31, 2021, at which date the previous defaults were permanently waived (Note 12(b)).

## Enablence Technologies Inc.

Notes to the consolidated financial statements

December 31, 2023 and 2022

(in thousands of U.S. dollars and shares)

In addition, the Company had been in breach of its agreement with the convertible debt holders as the loans were past their maturity date of December 31, 2020. The convertible debt holders exchanged their debts for common shares in the Company as part of the Recapitalization (Note 12).

At December 31, 2023 and June 30, 2023, the Company has financial liabilities which are due as follows:

	Current		Non-Current		Total
	within 6 months	6 to 12 months	1 to 5 years	5+ years	
<b>As at December 31, 2023</b>					
	\$	\$	\$		\$
Accounts payable and accrued liabilities	6,046	-	-	-	6,046
Notes payable	541	-	9,199	-	9,740
Convertible debentures	-	-	4,789	-	4,789
<b>Total</b>	<b>6,587</b>	<b>-</b>	<b>13,988</b>	<b>-</b>	<b>20,575</b>

	Current		Non-Current		Total
	within 6 months	6 to 12 months	1 to 5 years	5+ years	
<b>As at June 30, 2023</b>					
	\$	\$	\$		\$
Accounts payable and accrued liabilities	6,040	-	-	-	6,040
Notes payable	469	-	7,943	-	8,412
Convertible debentures	-	-	4,166	-	4,166
<b>Total</b>	<b>6,509</b>	<b>-</b>	<b>12,109</b>	<b>-</b>	<b>18,618</b>

### 19. Capital Management

The Company's objective is to maintain a strong capital base so as to maintain customer, supplier, investor, creditor, and market confidence and to sustain future development of the business through organic growth and selective acquisitions.

Management defines capital as the Company's total deficiency and debt. In order to maintain or strengthen its capital structure, the Company's management believes it could issue new shares or raise new debt. To date, no dividends have been paid to the Company's shareholders. There are no changes to the Company's approach to management of its capital for the current year as compared to the prior year.

### 20. Segmented Information

The Company operates in one segment, Optical Components.

Property, plant and equipment assets are analyzed geographically as follows:

	December 31, 2023	June 30, 2023
	\$	\$
United States	470	399
China	144	162
Canada	17	20
<b>Total</b>	<b>631</b>	<b>581</b>

## Enablence Technologies Inc.

Notes to the consolidated financial statements

December 31, 2023 and 2022

(in thousands of U.S. dollars and shares)

Revenue is analyzed geographically as follows:

	For the three months ended	
	December 31, 2023	December 31, 2022
	\$	\$
Americas	374	241
Europe, Middle East, Africa	-	-
Asia Pacific	191	735
	565	976

During the six months ended December 31, 2023, seven customers accounted for 83% of the Company's total revenue (six months ended 2022 – seven; 88%).

The Company generates revenue principally from the sale of its components and subsystems products ("Product") to leading communications systems suppliers. The Company also generates revenue from Non-Recurring Engineering services for clients, as well as Fab Services.

	December 31, 2023	December 31, 2022
	\$	\$
Product	162	600
NRE	285	358
Fab Service	118	18
	565	976

## 21. Related Party Transactions

### Vortex Entities

Vortex ENA LP ("Vortex LP") is a related party as a result of its general partner being controlled by an affiliate of Paradigm Capital Inc., a company for which a Director of Enablence sits on the advisory board. In addition, a Shareholder of the Company is a minority investor in Vortex ENA LP. As at June 30, 2023 the following group of joint actors ("Vortex Entities") holding common shares of the Company are collectively deemed to be control persons as they own over 20% of the common shares of the Company:

- Vortex ENA LP ("Vortex"), which owns 1,270 shares
- Paradigm Capital Inc. ("PCI"), which owns 1,170 shares
- Paradigm Capital Partners Limited ("PCPL"), which owns 94 shares
- A director of PCI and PCPL owns 1,938 shares and 332 share purchase warrants

The following transactions took place between Enablence and the Vortex Entities in the years ended June 30, 2022

- Vortex LP advanced \$1,905 under short-term notes payable to the Company. Vortex LP also acquired \$1,491 in short-term notes payable of the Company from existing holders in exchange for units of Vortex LP, including a portion acquired from a Director of the Company. On December 6, 2021, Vortex LP exchanged short-term notes payable totaling \$3,542 for 1,270 common shares under the terms of the

## Enablence Technologies Inc.

Notes to the consolidated financial statements

December 31, 2023 and 2022

*(in thousands of U.S. dollars and shares)*

Recapitalization plan. On December 31, 2021, Vortex LP transferred \$465 of the amounts it had advanced under short-term notes payable during the six months ending December 31, 2021 to the secured loan (Note 12(b)). Interest on short-term notes payable held by Vortex LP for the year ended June 30, 2022 totaled \$101.

- During the year ended June 30, 2022, Vortex LP made additional unsecured advances to the Company of \$532 outside of the terms of the short-term notes payable described in Note 12(b); such amounts had no fixed repayment terms and carried no interest rate. These amounts were transferred to the secured loan agreement on December 31, 2021, as described below.
- During the period ending June 30, 2022, Vortex LP acquired the secured loan previously held by EDC and entered into a secured loan agreement with the Company on September 3, 2021 (Note 12(b)). On December 31, 2021, the Company and Vortex LP amended the secured loan agreement by way of a full amended and restated secured loan agreement. Under the terms of the amended and restated agreement, \$532 previously advanced by Vortex LP during the period ending December 31, 2021 outside of the short-term notes payable and \$465 advanced under the terms of the short-term notes payable, were included in the secured loan. In addition, the loan maturity was extended to December 31, 2025 (from September 3, 2025) and the interest free period was extended to December 31, 2023 (from September 3, 2023). During the year ended June 30, 2023, Vortex advanced to the Company \$1,643 under the terms of the amended and restated loan agreement. Of the \$2,633 in total amounts advanced by Vortex LP during the year ended June 30, 2023, \$1,454 has been included in notes payable, \$768 has been included in contributed surplus, and \$411 is recorded as a gain on debt modification.
- During the year ended June 30, 2022, the Company accrued interest of \$446 and recorded accretion of \$289 relating to the Vortex loan. As at June 30, 2022, the discounted carrying value of the balance owing on the Vortex LP term facility is \$5,493 and the face value owing is \$8,664, inclusive of interest and fees (Note 12(b)).
- PCI earned commissions and advisory fees relating to financing transactions of \$Nil during the year ended June 30, 2022. PCI was owed \$2,655 relating to past commissions that were expected to be paid in common shares of the Company, subject to TSXV approval. On December 6, 2021, the Company settled the amounts owing, exclusive of taxes, in exchange for 1,170 common shares of the Company as part of the Recapitalization (Notes 10 and 14). As at June 30, 2023, \$158 (2022 - \$157) for taxes related to the commissions and advisory fees are recorded in the Company's accounts payable and accrued liabilities.
- On December 6, 2021, a director of PCI exchanged \$3,205 owed to him under shortterm notes payable for 1,059 common shares and 212 share purchase warrants under the terms of the Recapitalization plan. Interest of \$108 was incurred on these shortterm notes payable in the year ended June 30, 2022. Prior to completion of the Recapitalization plan, \$970 of notes were transferred to Vortex LP during the six months ended December 31, 2021, as referenced above. As at June 30, 2022, the amount due to this Director under the short-term notes payable was \$Nil
- On December 6, 2021, a Director of PCI exchanged \$1,821 owed to him by the Company under the convertible debentures for 603 common shares and 121 share



## **Enablence Technologies Inc.**

Notes to the consolidated financial statements

December 31, 2023 and 2022

*(in thousands of U.S. dollars and shares)*

purchase warrants under the terms of the Recapitalization plan. Interest of \$78 was incurred on these convertible debentures in the year ended June 30, 2022. The amount due to the Director of PCI as at June 30, 2022 was \$Nil.

The following transactions took place between Enablence and the Vortex Entities in the years ended June 30, 2023:

During the year ended June 30, 2023, Vortex advanced to the Company an additional \$6,333 (2022 - \$1,636) under the terms of the amended and restated loan agreement. The Company utilized a range of estimated fair market interest rates of 26.3 to 30.1% (2022 – 24.7% to 27.6%) per annum in computing the fair value of the advances, excluding two bridge loans advanced on June 12, 2023 and June 19, 2023. Management believes that this more closely approximates the interest rate that would be charged by an arms-length third party lender for similar secured debt in an open market situation.

Ahead of the June 27, 2023 funding event, there were two bridge loans totaling \$302 that had been advanced on June 12, 2023 and June 19, 2023. The loans were advanced to assist with working capital until the new debt financing was closed on June 27, 2023. The bridge financing debt was discounted at a rate of 7.5%. This rate approximates the market rate given they were paid back immediately upon the closing of the Pinnacle debt agreement on June 27, 2023 - ref to note 12.

On June 27, 2023, the Company and Vortex LP amended the secured loan agreement by way of a full second amended and restated loan agreement. Under the terms of the second amended and restated agreement, the \$8,323 previously advanced by Vortex LP during the period December 31, 2021 to June 27, 2023, the \$6,297 original principal amount of the EDC purchase order working facility and accrued and unpaid interest outstanding as at June 27, 2023, and the total loan facilities of \$1,077 which includes the original principal amounts of the non-revolving term loans and accrued and unpaid interest as at June 27, 2023, were included in the secured loan for a consolidated total of \$15,697.

In addition, the loan maturity was extended to June 30, 2026 (from December 31, 2025) and interest accrues and is payable monthly in arrears at a rate of 7.5% following the date of the initial advance. As additional consideration for entering into the second amendment and restated loan agreement, the Company is required to pay an amendment structuring fee in the amount of \$755, of which \$151 were immediately paid upon the initial advance of the Pinnacle proceeds (Note 12), \$264 payable concurrent with the repayment of the working capital facility and the remainder upon the maturity date. The Company was required to immediately pay \$3,323 against the outstanding principal amount of the working capital facility. The portion of debt for prepayment is \$2,284 and the portion repaid that relates to the below-market interest rates is \$1,039 was recorded as contributed surplus. The Company was also required to pay an outstanding payable in the amount of \$223.

The Company also issued 575 common share purchase warrants to Vortex LP as additional consideration. Each warrant is exercisable at CAD\$2.00 to acquire one common share of the Company for a period of three years from the date of issuance. The warrants were separately valued using Black-Scholes calculator with risk free

## Enablence Technologies Inc.

Notes to the consolidated financial statements

December 31, 2023 and 2022

(in thousands of U.S. dollars and shares)

interest rate of 3.77%, volatility of 76.2%, was valued at \$365, and recorded in warrants.

As at June 30, 2023, the discounted carrying value of the balance owing on the Vortex LP term facility is \$7,943 (2022 - \$5,493), inclusive of interest of \$8 (2022 - \$446), accretion of \$8 (2022 - \$289), and fees of \$44 (2022 - \$289). The face value of the senior secured loan payable to Vortex was \$12,905 as at June 30, 2023 (2022 - \$8,664), inclusive of interest and fees.

The Company utilized an estimated fair market interest rate of 27.6% per annum in computing the fair value at the amendment date of the outstanding debt, as management believes that this more closely approximates the interest rate that would be charged by an arms-length third party lender for similar secured debt in an open market situation. Of the \$13,048 face value, \$8,078 was allocated as notes payable, \$366 to warrants based on the fair value determined above and the residual of \$4,604 was allocated to contributed surplus. The adjusted carrying amount will be amortized over the remaining term of the secured loan using the effective interest rate of 22.8% per annum. In addition, legal fees of \$71 were equally allocated, with \$44 going to notes payable and \$27 being allocated to contributed surplus.

### Private Investor

As a result of the Recapitalization on December 6, 2021, a private investor and his affiliates ("the Investor") became control persons as they own over 20% of the common shares of the Company. As at June 30, 2023 and June 30, 2022, the Investor owns 5,915 common shares and 1,114 share purchase warrants.

The following transactions took place between the Company and the Investor in the year ended June 30, 2022.

- Under the terms of the Recapitalization plan, the Investor exchanged \$9,986 owed to him by the Company under short-term notes payable in exchange for 3,322 common shares and 664 share purchase warrants. Interest of \$248 was accrued on the notes payable due to the Investor in the year ended June 30, 2022. As at June 30, 2022 and June 30, 2023, no amounts were owed.
- Under the terms of the Recapitalization plan, the Investor exchanged \$6,802 of the Company's convertible debentures held by him in exchange for 2,250 common shares and 450 share purchase warrants. Interest of \$290 was accrued on the convertible debentures due to the Investor in the year ended June 30, 2022. As at June 30, 2022 and June 30, 2023, no amounts were owed.
- Under the terms of the Recapitalization plan, the Investor exchanged \$23 in accounts payable owed to him by the Company for 10 common shares of the Company. As of June 30, 2023, the amount due to the Investor as accounts payable and accrued liabilities was \$Nil (June 30, 2022 - \$Nil).
- During the period ended June 30, 2022, the Investor provided consulting and advisory services to the Company in connection with the Recapitalization plan for fees of \$782, which was included as transaction and additional costs in gain on recapitalization (Note 10). The Company issued 333 common shares in full satisfaction of the fees.

## **Enablence Technologies Inc.**

Notes to the consolidated financial statements

December 31, 2023 and 2022

*(in thousands of U.S. dollars and shares)*

### Other Related Party Transactions

Interest totaling \$23 was accrued for the year ended June 30, 2022 on short-term notes payable previously provided by Directors and officers of the Company. Nothing was accrued in 2023. On December 6, 2022, the Company settled the full amounts of short-term notes payable owing to Directors and officers of \$638 in exchange for 263 common shares of the Company as part of the Recapitalization. The amount owed to Directors and officers under short-term notes payable as of June 30, 2023 and June 30, 2022 is \$Nil, including \$118 of notes that were transferred to Vortex LP, prior to the Recapitalization, in the six months ended December 31, 2022, as referenced above.

A Director of the Company held certain amounts of the convertible debentures owed by the Company that were settled as part of the Recapitalization. In the year ended June 30, 2022, the Company incurred interest expense of \$23 relating to the convertible debentures held by this Director. On December 6, 2022, the Company settled the full amount of \$379 in convertible debentures owing to the Director in exchange for 155 common shares of the Company as part of the Recapitalization. As of June 30, 2023 and June 30, 2022, the amount owed is \$Nil.

Under the terms of the Recapitalization plan, a Director of the Company exchanged \$39 in accounts payable owed to him by the Company for 17 common shares of the Company. As of June 30, 2023 and June 30, 2022, the amount due to the Director as accounts payable and accrued liabilities was \$Nil.