Condensed Interim Consolidated Financial Statements (Unaudited)

For the three-month and six-month periods ended June 30, 2022 and 2021

(Expressed in thousands of Canadian dollars)

**Xebec Adsorption Inc.**Condensed Interim Consolidated Statements (Unaudited)

(expressed in Canadian dollars)

Consolidated Statements of (Loss) profit	For the three-m	onth period led June 30,	For the six-month period ended June 30,		
	2022	2021	2022	2021	
	\$	\$	\$	\$	
	R	estated (Note 2)		Restated (Note 2)	
Revenue from contracts	43,885	32,117	84,212	51,763	
Government grants	616	547	1,482	1,525	
Revenue (Note 3)	44,501	32,664	85,694	53,288	
Cost of goods sold	42,745	27,673	79,354	44,113	
Gross margin	1,756	4,991	6,340	9,175	
Research and development expenses	986	862	1,717	1,405	
Selling and administrative expenses	17,187	12,219	33,565	22,910	
Share of after-tax (profit) loss of equity accounted					
investees	(706)	76	(104)	162	
Other (gains) and losses (Note 4)	5,618	(19,941)	9,334	(18,279)	
	23,085	(6,784)	44,512	6,198	
Operating (loss) profit	(21,329)	11,775	(38,172)	2,977	
Other charges (income)					
Net finance expenses (Note 5)	2,273	1,274	4,128	2,474	
(Loss) profit before income taxes	(23,602)	10,501	(42,300)	503	
Income taxes	(211)	339	(303)	446	
Net (Loss) profit for the period	(23,391)	10,162	(41,997)	57	
Net (loss) profit per share (Note 6) Basic and diluted	(0.15)	0.07	(0.27)		

**Xebec Adsorption Inc.**Condensed Interim Consolidated Statements (Unaudited)

(expressed in Canadian dollars)

Consolidated Statements of Comprehensive (Loss) profit	For the three-month	period ended June 30,	For the six-month period ended June 30,		
, , ,	2022	2021	2022	2021	
	\$	\$	\$	\$	
Net (loss) profit for the period	(23,391)	10,162	(41,997)	57	
Other comprehensive loss Items that will be reclassified subsequently to profit or loss					
Cumulative translation adjustment	(5,829)	(1,781)	(12,687)	(12,717)	
Comprehensive (loss) profit for the period	(29,220)	8,381	(54,684)	(12,660)	

**Xebec Adsorption Inc.**Condensed Interim Consolidated Statements

(Unaudited)

(expressed in Canadian dollars)

Current assets	Consolidated Statements of Financial Position	June 30, 2022 \$	December 31, 2021 \$ Restated (Note 2)
Restricted cash         30,652         319,052           Tracted and other receivables         47,924         50,562           Contract assets         8,870         10,623           Inventories         65,490         52,693           Irinance leases receivable         17,395         1,446           Product contract assets         17,395         1,446           Total current assets         190,373         166,837           Non-current assets         22,004         21,063           Finance leases receivable         12,291         9,053           Investment in associates and joint ventures         22,004         21,663           Deferred financing costs         3,616         3,616         3,616           Topoperty, plant and equipment         37,786         42,901           Total non-current assets         1,193         19,322           Other non-current assets         2,004         3,31,75           Total anon-current assets         2,004         3,31,75           Total anon-current assets         3,30         3,00           Current Isibilities         7,000         5,000           Current Isibilities         3,00         1,175           Current portion of Jone-current to of government only program obliga	Assets		Restated (Note 2)
Restricted cash		20.652	20.005
Trace and other receivables		,	,
Section   Sect			
Section   Sect			
Propaid expenses   17,395   1,446   1,246			· ·
Prepaid expenses         17,395         1,446           Total current assets         190,373         166,853           Non-current assets         12,291         9,053           Finance leases receivable         12,291         2,063           Investment in associates and joint ventures         22,024         21,663           Deferred financing costs         3,616         3,616         3,616           Property, plant and equipment         3,7786         42,901           Intangible assets         8,950         94,346           Goodwill         151,339         159,362           Other non-current assets         313,006         331,175           Total assets         313,006         331,175           Total assets         47,171         33,803           Current liabilities         9,000         5,000           Trade, other payables and accrued liabilities         80,611         29,30           Current portion of government royalty program obligation         15,241         13,956           Current portion of provisions         3,107         1,780           Income taxes payable         154,483         85,801           Non-current liabilities         42,004         69,308           Provisions         3,55			
Non-current assets         1         2.91         9.03           Finance leases receivable         12.291         21.663         10.664         10.664		17,395	1,446
Pinnace leases receivable   12,291   9,035   12,661   12,661   12,661   12,661   12,661   12,661   12,661   12,661   13,661   13,661   13,661   13,661   13,661   13,665   1	Total current assets	190,373	166,853
Decenter In associates and joint ventures   22,024   21,663   23,616   3,616	Non-current assets		
Deferred financing costs         3.616         3.616           Property, plant and equipment         37,786         42,901           Intangible assets         85,950         94,334           Goodwill         151,339         159,362           Other non-current assets         313,006         331,175           Total non-current assets         503,379         498,028           Liabilities         80,012         5,000           Credit facility (note 7)         7,000         5,000           Trade, other payables and accrued liabilities         47,171         33,803           Contract liabilities         80,611         29,730           Current portion of long-term debt         15,41         15,935           Current portion of government royalty program obligation         121         207           Current portion of provisions         3,107         1,780           Income taxes payable         53,25         85,801           Non-current liabilities         54,483         85,801           Non-current liabilities         154,483         85,801           Non-current liabilities         23,084         25,234           Total non-current liabilities         3,558         3,049           Total non-current liabilities			,
Property, plant and equipment Intangible assets         37.786         42.901           Goodwill         151,339         159,362           Other non-current assets         -         46           Total non-current assets         313,006         331,175           Total assets         503,379         498,028           Liabilities           Current liabilities           Credit facility (note 7)         7,000         5,000           Trade, other payables and accrued liabilities         47,171         33,803           Current portion of long-term debt         15,541         15,973           Current portion of poverament royalty program obligation         121         207           Current portion of provisions         3,107         1,780           Income taxes payable         932         1,325           Total current liabilities         154,483         85,801           Non-current liabilities         62,004         69,308           Provisions         3,558         3,049           Deferred tax liabilities         23,084         25,234           Total current liabilities         39,802         398,568           Incompanies         3,558         3,049           Deferred tax liab			,
Rinangible assets			
Goodwill         151,339         159,362           Other non-current assets         313,006         331,175           Total non-current assets         503,379         498,028           Liabilities           Current liabilities           Credit facility (note 7)         7,000         5,000           Trade, other payables and accrued liabilities         47,171         33,803           Contract liabilities         80,611         29,700           Current portion of Ing-term debt         15,541         15,956           Current portion of government royalty program obligation         121         207           Current portion of provisions         3,107         1,780           Income taxes payable         932         1,325           Total current liabilities         154,483         85,801           Non-current liabilities         154,483         85,801           Porecept at a liabilities         3,558         3,049           Deferred tax liabilities         23,084         25,234           Total non-current liabilities         398,623         398,566           Total liabilities         398,623         398,566           Contributed surplus         398,623         398,566           Contribu			
Other non-current assets         -         46           Total non-current assets         313,006         331,175           Total assets         503,379         498,028           Liabilities         Current liabilities           Current liabilities         7,000         5,000           Trade, other payables and accrued liabilities         47,171         33,803           Contract liabilities         47,171         33,803           Current portion of government royalty program obligation         121         207           Current portion of government royalty program obligation         121         207           Current portion of provisions         3,107         1,780           Income taxes payable         932         1,325           Total current liabilities         15,4483         85,801           Non-current liabilities         15,4483         85,801           Non-current debt         62,004         69,308           Provisions         3,558         3,049           Deferred tax liabilities         88,646         97,591           Total non-current liabilities         88,646         97,591           Total liabilities         38,623         38,823           Share capital         38,623         38			
Total assets         503,379         498,028           Liabilities         Current liabilities           Credit facility (note 7)         7,000         5,000           Trade, other payables and accrued liabilities         8,061         29,730           Contract liabilities         80,611         29,730           Current portion of long-term debt         15,541         13,956           Current portion of provemment royalty program obligation         212         207           Current portion of provisions         3,107         1,780           Income taxes payable         33,202         1,325           Total current liabilities         48,601         89,01           Non-current liabilities         48,002         69,308           Provisions         3,558         3,049           Deferred tax liabilities         23,084         97,591           Total non-current liabilities         23,084         97,591           Total liabilities         243,129         183,392           Equity         5         15,578         15,378           Share capital         398,623         398,566         200,702         18,392           Contributed surplus         15,578         15,378         15,378         15,378			
Liabilities           Current liabilities         7,000         5,000           Credit facility (note 7)         7,000         5,000           Trade, other payables and accrued liabilities         47,171         33,803           Contract liabilities         80,611         29,730           Current portion of long-term debt         15,541         13,956           Current portion of government royalty program obligation         121         207           Current portion of provisions         3,107         1,780           Income taxes payable         932         1,325           Total current liabilities         5,544         38,801           Non-current liabilities         62,004         69,308           Provisions         3,558         3,049           Poferred tax liabilities         23,084         25,234           Total non-current liabilities         88,646         97,591           Total liabilities         88,646         97,591           Total liabilities         398,623         398,562           Share capital         39,8023         398,562           Share capital         35,578         15,337           Accumulated other comprehensive loss         (28,522)         (15,835)	Total non-current assets	313,006	331,175
Current liabilities         7,000         5,000           Credit facility (note 7)         7,000         5,000           Trade, other payables and accrued liabilities         47,171         33,803           Contract liabilities         80,611         29,730           Current portion of long-term debt         15,541         13,956           Current portion of government royalty program obligation         21         207           Current portion of provisions         3,107         1,780           Income taxes payable         932         1,325           Non-current liabilities           Non-current liabilities           Long-term debt         62,004         69,308           Provisions         3,558         3,049           Deferred tax liabilities         23,084         25,234           Total non-current liabilities         88,646         97,591           Total iabilities         398,623         398,562           Equity           Share capital         398,623         398,562           Contributed surplus         15,578         15,337           Accumulated other comprehensive loss         (28,522)         (15,835)           Deficit         (20,252)	Total assets	503,379	498,028
Credit facility (note 7)         7,000         5,000           Trade, other payables and accrued liabilities         47,171         33,803           Contract liabilities         80,611         29,730           Current portion of long-term debt         15,541         13,956           Current portion of government royalty program obligation         121         207           Current portion of provisions         3,107         1,780           Income taxes payable         932         1,325           Non-current liabilities           Long-term debt         62,004         69,308           Provisions         3,558         3,049           Deferred tax liabilities         23,084         25,234           Total non-current liabilities         88,646         97,591           Total liabilities         243,129         183,392           Equity           Share capital         398,623         398,566           Contributed surplus         15,578         15,337           Accumulated other comprehensive loss         (28,522)         (15,835)           Deficit         (125,429)         (83,432)           Total equity         260,250         314,636	Liabilities		
Credit facility (note 7)         7,000         5,000           Trade, other payables and accrued liabilities         47,171         33,803           Contract liabilities         80,611         29,730           Current portion of long-term debt         15,541         13,956           Current portion of government royalty program obligation         121         207           Current portion of provisions         3,107         1,780           Income taxes payable         932         1,325           Non-current liabilities           Long-term debt         62,004         69,308           Provisions         3,558         3,049           Deferred tax liabilities         23,084         25,234           Total non-current liabilities         88,646         97,591           Total liabilities         243,129         183,392           Equity           Share capital         398,623         398,566           Contributed surplus         15,578         15,337           Accumulated other comprehensive loss         (28,522)         (15,835)           Deficit         (125,429)         (83,432)           Total equity         260,250         314,636	Current liabilities		
Trade, other payables and accrued liabilities         47,171         33,803           Contract liabilities         80,611         29,730           Current portion of long-term debt         15,541         13,956           Current portion of government royalty program obligation         121         207           Current portion of provisions         3,107         1,780           Income taxes payable         932         1,325           Total current liabilities           Non-current liabilities           Long-term debt         62,004         69,308           Provisions         3,558         3,049           Deferred tax liabilities         23,084         25,234           Total non-current liabilities         88,646         97,591           Total iabilities         243,129         183,392           Equity           Share capital         398,623         398,566           Contributed surplus         15,578         15,337           Accumulated other comprehensive loss         (28,522)         (15,835)           Deficit         (125,429)         (83,432)           Total equity         260,250         314,636		7.000	5,000
Contract liabilities         80,611         29,730           Current portion of long-term debt         15,541         13,956           Current portion of government royalty program obligation         121         207           Current portion of provisions         3,107         1,780           Income taxes payable         932         1,325           Total current liabilities           Long-term debt         62,004         69,308           Provisions         3,558         3,049           Provisions         23,084         25,234           Total non-current liabilities         23,084         25,234           Total liabilities         243,129         183,392           Equity           Share capital         398,623         398,566           Contributed surplus         15,578         15,337           Accumulated other comprehensive loss         (28,522)         (15,835)           Deficit         (125,429)         (83,432)           Total equity         260,250         314,636		,	
Current portion of government royalty program obligation         121         207           Current portion of provisions         3,107         1,780           Income taxes payable         932         1,325           Total current liabilities           Non-current liabilities           Long-term debt         62,004         69,308           Provisions         3,558         3,049           Deferred tax liabilities         23,084         25,234           Total non-current liabilities         88,646         97,591           Total liabilities         243,129         183,392           Equity         398,623         398,566           Contributed surplus         15,578         15,337           Accumulated other comprehensive loss         (28,522)         (15,835)           Deficit         (125,429)         (83,432)           Total equity         260,250         314,636			
Current portion of provisions Income taxes payable         3,107 1,780 1,325           Total current liabilities         154,483         85,801           Non-current liabilities         85,801         62,004 69,308 69,308 70,3558 30,409 70,500 70,300 70		15,541	13,956
Income taxes payable         932         1,325           Total current liabilities         154,483         85,801           Non-current liabilities         8,004         69,308           Long-term debt         62,004         69,308           Provisions         3,558         3,049           Deferred tax liabilities         23,084         25,234           Total non-current liabilities         88,646         97,591           Total liabilities         243,129         183,392           Equity         Share capital         398,623         398,566           Contributed surplus         15,578         15,337           Accumulated other comprehensive loss         15,578         15,337           Deficit         (125,429)         (83,432)           Total equity         260,250         314,636			
Total current liabilities         154,483         85,801           Non-current liabilities         2         62,004         69,308         69,308         70,908         3,558         3,049         3,049         3,558         3,049         223,084         25,234 </td <td></td> <td></td> <td>,</td>			,
Non-current liabilities         62,004         69,308           Provisions         3,558         3,049           Deferred tax liabilities         23,084         25,234           Total non-current liabilities         88,646         97,591           Total liabilities         243,129         183,392           Equity         Share capital         398,623         398,566           Contributed surplus         15,578         15,337           Accumulated other comprehensive loss         (28,522)         (15,835)           Deficit         (125,429)         (83,432)           Total equity         260,250         314,636	Income taxes payable	932	1,325
Non-current liabilities         62,004         69,308           Provisions         3,558         3,049           Deferred tax liabilities         23,084         25,234           Total non-current liabilities         88,646         97,591           Total liabilities         243,129         183,392           Equity         Share capital         398,623         398,566           Contributed surplus         15,578         15,337           Accumulated other comprehensive loss         (28,522)         (15,835)           Deficit         (125,429)         (83,432)           Total equity         260,250         314,636	Total current liabilities	154.483	85.801
Long-term debt       62,004       69,308         Provisions       3,558       3,049         Deferred tax liabilities       23,084       25,234         Total non-current liabilities       88,646       97,591         Total liabilities       243,129       183,392         Equity         Share capital       398,623       398,566         Contributed surplus       15,578       15,337         Accumulated other comprehensive loss       (28,522)       (15,835)         Deficit       (125,429)       (83,432)         Total equity       260,250       314,636			
Provisions       3,558       3,049         Deferred tax liabilities       23,084       25,234         Total non-current liabilities       88,646       97,591         Total liabilities       243,129       183,392         Equity       398,623       398,566         Contributed surplus       15,578       15,337         Accumulated other comprehensive loss       (28,522)       (15,835)         Deficit       (125,429)       (83,432)         Total equity       260,250       314,636		62 004	60 308
Deferred tax liabilities         23,084         25,234           Total non-current liabilities         88,646         97,591           Total liabilities         243,129         183,392           Equity         398,623         398,566           Contributed surplus         15,578         15,337           Accumulated other comprehensive loss         (28,522)         (15,835)           Deficit         (125,429)         (83,432)           Total equity         260,250         314,636			
Equity         398,623         398,566           Share capital         398,623         398,566           Contributed surplus         15,578         15,337           Accumulated other comprehensive loss         (28,522)         (15,835)           Deficit         (125,429)         (83,432)           Total equity         260,250         314,636			· ·
Equity         398,623         398,566           Share capital         398,623         398,566           Contributed surplus         15,578         15,337           Accumulated other comprehensive loss         (28,522)         (15,835)           Deficit         (125,429)         (83,432)           Total equity         260,250         314,636		20.545	
Equity       398,623       398,566         Share capital       15,578       15,337         Accumulated other comprehensive loss       (28,522)       (15,835)         Deficit       (125,429)       (83,432)         Total equity       260,250       314,636	Total non-current liabilities	88,646	97,591
Share capital       398,623       398,566         Contributed surplus       15,578       15,337         Accumulated other comprehensive loss       (28,522)       (15,835)         Deficit       (125,429)       (83,432)         Total equity       260,250       314,636	Total liabilities	243,129	183,392
Share capital       398,623       398,566         Contributed surplus       15,578       15,337         Accumulated other comprehensive loss       (28,522)       (15,835)         Deficit       (125,429)       (83,432)         Total equity       260,250       314,636	Equity		
Accumulated other comprehensive loss       (28,522)       (15,835)         Deficit       (125,429)       (83,432)         Total equity       260,250       314,636	Share capital		
Deficit         (125,429)         (83,432)           Total equity         260,250         314,636			
Total equity 260,250 314,636			
Total liabilities and equity 503,379 498,028	Total equity	260,250	314,636
	Total liabilities and equity	503,379	498,028

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

Approved	l bv t	he E	Board	of D	irectors
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(signed) William Becket	Director	(signed) Peter Bowie	Director
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Condensed Interim Consolidated Statements of Changes in Equity (Unaudited)

(expressed in Canadian dollars)

		Number					Amount
	Common shares	Warrants and Compensation Shares	Share capital  – Common shares	Contributed surplus	Accumulated other comprehensive income (loss)	Deficit	Total
			\$	\$	\$	\$	\$
Balance – December 31, 2020	152,342,986	3,418,267	389,864	8,147	(915)	(59,808)	337,288
Net profit for the period	-	-	-	-	-	57	57
Other comprehensive loss	-	-	-	-	(12,717)	-	(12,717)
Comprehensive (loss) profit for the period	-	-	-	-	(12,717)	57	(12,660)
Shares issued from public offering	-	-	(28)	-	-	-	(28)
Shares issued from the exercise of options	42,414	-	128	87	-	-	215
Shares issued following business acquisition	735,838	-	3,186	-	-	-	3,186
Warrants and compensation shares exercised	418,267	(418,267)	2,057	(551)	-	-	1,506
Share-based compensation expense	-	-	-	(97)	-	-	(97)
Balance – June 30, 2021	153,539,505	3,000,000	395,207	7,586	(13,632)	(59,751)	329,410
Balance – December 31, 2021	154,717,934	7,500,000	398,566	15,337	(15,835)	(83,432)	314,636
Net loss for the period	-	-	-	-	-	(41,997)	(41,997)
Other comprehensive loss	-	-	-	-	(12,687)	-	(12,687)
Comprehensive loss for the period	-	-	-	-	(12,687)	(41,997)	(54,684)
Share issued from the exercise of options	5,809	-	57	(263)	-	-	(206)
Share-based compensation expense	-	-	-	504	-	-	504
Warrants and compensation shares forfeited	-	(3,000,000)	-	-	-	-	-
Balance – June 30, 2022	154,723,743	4,500,000	398,623	15,578	(28,522)	(125,429)	260,250

Accumulated other comprehensive loss relates solely to cumulative translation adjustments

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

Condensed Interim Consolidated Statements of Cash Flows (Unaudited) (expressed in Canadian dollars)

(expressed in Canadian donars)	For the six-month p	
	2022	June 30, 2021
	\$	\$
Cash flows from		
Operating activities		
Net (loss) profit for the period	(41,997)	57
Items not affecting cash		
Depreciation and amortization (Note 3)	7,789	5,236
Inventory write-down  Accretion finance expenses and gain on revaluation of government royalty	2,170	(14)
program obligation	4	8
Accretion of earn-out	340	-
Accretion of the obligation arising from shares issued by a subsidiary	-	120
Exchange gain (loss) on the obligation arising from shares issued by a subsidiary	789	(45)
Share-based compensation expense	314	138
Share of after-tax profit of equity accounted investees Future income taxes	(104)	162
Remeasurement of investment	(785)	(120) (21,122)
Other operating activities	959	870
Change in non-cash working capital balances related to operations (Note 8)	38,221	(8,595)
	7,700	(23,305)
Investing activities		
Business acquisitions, net of cash acquired	-	(55,048)
Acquisition of property, plant and equipment	(2,082)	(2,648)
Acquisition of intangible assets	(448)	(560)
Investment in finance lease	- 412	(1,555)
Transfer to restricted cash Other investing activities	413 (171)	(1,988) (5)
Other investing activities	$\frac{(1/1)}{(2.288)}$	(61,804)
	(2,200)	(01,001)
Financing activities	2.000	(15)
Increase of credit facility Payment of debt liabilities	2,000 (4,784)	(15) (4,976)
Proceeds from issuance of share capital	(4,784)	1,460
Earn-out repayment	(1,972)	(220)
Repayment of government royalty program obligation	(90)	(85)
	(4,846)	(3,836)
Net (decrease) increase in cash during the period	566	(88,945)
Cash – Beginning of the period	39,905	160,938
Effect of exchange rate changes on cash	(819)	(1,731)
Cash– End of the period	39,652	70,262

Notes to Condensed Interim Consolidated Financial Statements For the three-month and six-month period ended June 30, 2022 and 2021 (Unaudited) (expressed in Canadian dollars)

These condensed interim consolidated financial statements were approved and authorized for issue by the Board of Directors of the Company on August 10, 2022.

### 1 Nature of business and summary of significant accounting policies

Xebec Adsorption Inc. ("Xebec" or the "Company") is a global provider of clean energy solutions and specialized in the design and manufacture of cost-effective and environmentally responsible purification, separation, dehydration and filtration equipment for gases and compressed air. Xebec's main product lines are biogas upgrading systems for the purification of biogas from agricultural digesters, landfill sites and waste water treatment plants; natural gas dryers for natural gas refuelling stations; associated gas purification systems which enable diesel displacement on drilling sites; hydrogen purification and generation systems for fuel cell and industrial applications; on-site oxygen and nitrogen generators for industrial, energy and healthcare applications; and services for compressed air and gas businesses. The Company is incorporated and domiciled in Canada and is listed on the TSX Exchange under the symbol XBC. The address of its registered office is 730 Industriel Boulevard, Blainville, Quebec, Canada.

The continued spread of COVID-19 around the globe and the responses of governmental authorities and corporate entities, including through mandated or voluntary shutdowns, have and may continue to lead to a general slow-down in the economy and to disruptions to our workforce and facilities, our customers, our sales and operations and our supply chain.

The full extent and impact of the COVID-19 pandemic remains unknown, and the future is very difficult to project.

The Company's bad debt expense may increase, revenues and cash resources may be negatively affected, and the Company may need to assist potential customers with obtaining financing or government incentives to help them fund their purchases of our products. Any temporary suspension of production in Xebec facilities, or those of any of its suppliers, partners or customers, as a direct result of COVID-19 may have a material adverse effect on the Company.

### Basis of compliance and basis of preparation

These condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements, including IAS 34 Interim Financial Reporting. The condensed interim consolidated financial statements do not include all of the information required for annual statements and should be read in conjunction with the annual consolidated financial statements for the year ended December 31, 2021, as they follow the same accounting policies and methods of application, unless otherwise indicated.

(2)

Notes to Condensed Interim Consolidated Financial Statements For the three-month and six-month period ended June 30, 2022 and 2021 (Unaudited) (expressed in Canadian dollars)

### Use of estimates and judgments

When preparing the condensed interim consolidated financial statements, management undertakes a number of judgements, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses. On an ongoing basis, management reviews these estimates, which are based on its best knowledge of current events and actions the Company may undertake in the future. The actual results may differ from the judgements, estimates and assumptions made by management, and will seldom equal the estimated results.

The judgements, estimates and assumptions applied in the condensed interim consolidated financial statements, including the key sources of estimation uncertainty, were the same as those applied in the Company's last annual consolidated financial statements for the year ended December 31, 2021.

(3)

Notes to Condensed Interim Consolidated Financial Statements For the three-month and six-month period ended June 30, 2022 and 2021 (Unaudited) (expressed in Canadian dollars)

### 2 Business combinations

The consolidated statement of (loss) profit of the Company for the three-month and six-month period ended June 30, 2021 and the financial position of the Company as at December 31, 2021 were restated to reflect the impact of the amortization of intangibles resulting from the finalization of the determination of the fair value of the assets acquired and liabilities assumed arising from the acquisition of HyGear and the adjusted determination of the fair value of the assets acquired and liabilities assumed arising from the acquisitions of Inmatec, Tiger Filtration and California Compression.

During the three months ended March 31, 2022, the Company completed its final assessment of the determination of the fair value of the assets acquired and liabilities assumed for Inmatec which was acquired in fiscal 2021.

During the three months ended June 30, 2022, the Company completed its final assessment of the determination of the fair value of the assets acquired and liabilities assumed for Tiger Filtration and California Compression which were acquired in fiscal 2021.

	Tiger	California Compression	Total	Adjustment	Restated
Trade and other receivables	821	2,143	2,964	(384)	2,580
Inventories	307	859	1,166	-	1,166
Other current assets	-	35	35	-	35
Total current assets	1,128	3,037	4,165	(384)	3,781
Property, plant & equipment	285	1,379	1,664	280	1,944
Intangibles	-	-	-	5,985	5,985
Total non-current assets	285	1,379	1,664	6,265	7,929
Trade, other payables and accrued liabilities	(1,096)	(2,403)	(3,499)	(444)	(3,943)
Contract liabilities	-	(215)	(215)	-	(215)
Total current liabilities	(1,096)	(2,618)	(3,714)	(444)	(4,158)
Future income taxes	-	-	-	(1,064)	(1,064)
Long-term debt	(284)	(963)	(1,247)	(1,034)	(2,281)
Total non-current liabilities	(284)	(963)	(1,247)	(2,098)	(3,345)
Identifiable net assets	33	835	868	3,339	4,207
Goodwill	19,516	7,130	26,646	(4,529)	22,117
Total assets acquired	19,549	7,965	27,514	(1,190)	26,324
Cash and Cash equivalent at acquisition	521	1,255	1,776	-	1,776
Total purchase consideration	20,070	9,220	29,290	(1,190)	28,100
Fair value of shares issued	-	1,271	1,271	(5)	1,266
Fair value of contingent consideration	2,112	-	2,112	(156)	1,956
Restricted cash and balance of acquisitions	-	410	410	-	410
Total cash consideration paid at acquisition date	17,958	7,539	25,497	(1,029)	24,468

**(4)** 

Notes to Condensed Interim Consolidated Financial Statements For the three-month and six-month period ended June 30, 2022 and 2021 (Unaudited)

(expressed in Canadian dollars)

The fair value of the acquired intangible assets amounts to \$5,895 and consists of non-compete agreement of \$584, trademark of \$518 and customer relationship of \$4,883

### 3 Segmented information

The Company operates three business segments and specializes in Systems, Support and Corporate.

The profitability measure employed by the Company for making decisions about allocating resources to segments and assessing segment performance is adjusted segment income. Adjusted segment income is a non IFRS measure calculated by taking operating income and excluding depreciation, amortization, integration and acquisition costs, and other gains and losses arising from significant transactions or material events, which gives an indication of the profitability of each segment excluding the impact of items not specifically related to the segment's ongoing performance.

Income (loss) summarized by business segment for the three-month period ended June 30 is as follows:

		Systems		Support		Corporate		Total
	2022	2021	2022	2021	2022	2021	2022	2021
	\$	\$	\$	\$	\$	\$	\$	\$
Revenues	28,536	21,509	15,965	11,155	-	-	44,501	32,664
Gross margin	(2,760)	1,355	4,516	3,636	-	-	1,756	4,991
Gross margin %	(10%)	6%	28%	33%	-	-	4%	15%
Depreciation and amortization	2,884	2,472	804	521	-	-	3,688	2,993
Net (loss) income	(6,803)	(2,728)	(490)	724	(16,098)	12,166	(23,391)	10,162

Income (loss) summarized by business segment for the six-month period ended June 30 is as follows:

		Systems Suppo				Total		
	2022	2021	2022	2021	2022	2021	2022	2021
	\$	\$	\$	\$	\$	\$	\$	\$
Revenues	55,323	31,465	30,371	21,823	-	-	85,694	53,288
Gross margin	(2,314)	1,767	8,654	7,408	-	-	6,340	9,175
Gross margin %	(4%)	6%	28%	34%	-	-	7%	17%
Depreciation and amortization	6,133	4,284	1,656	952	-	-	7,789	5,236
Net (loss) income	(10,575)	(6,461)	675	2,280	(32,097)	4,238	(41,997)	57

Notes to Condensed Interim Consolidated Financial Statements For the three-month and six-month period ended June 30, 2022 and 2021 (Unaudited)

(expressed in Canadian dollars)

The revenue summarized by country, as determined by location of the customers, is as follows:

	For the three-mo	onth period	For the six-month period		
	end	ed June 30,	end	led June 30,	
	2022	2021	2022	2021	
	\$	\$	\$	\$	
United States	27,453	16,888	51,988	26,036	
Canada	4,433	3,983	9,557	8,941	
Germany	2,389	8,941	5,027	11,908	
United Kingdom	2,289	137	2,977	140	
People's Republic of China	1,664	2,254	2,475	3,813	
Turkey	1,560	2	1,736	37	
Other	4,713	459	11,934	2,413	
Total Revenues	44,501	32,664	85,694	53,288	

The location of the Company's non-current assets by geographic region are as follows:

	June 30, 2022	December 31 2021
	\$	\$
Canada	40,970	60,869
Europe	221,275	219,198
United States	50,761	51,108
Total Non-Current assets	313,006	331,175

Notes to Condensed Interim Consolidated Financial Statements For the three-month and six-month period ended June 30, 2022 and 2021 (Unaudited) (expressed in Canadian dollars)

### 4 Other (gains) and losses

		For the three-month period ended June 30,		For the six-month period ended June 30,	
	2022	2021	2022	2021	
	\$	\$	<u> </u>	\$	
Foreign exchange loss (gain)	1,003	(163)	2,127	487	
Loss (gain) on disposal of assets	-	-	-	31	
Loss on conversion of shares issued by a subsidiary	-	2	-	(45)	
Legal settlement and related costs	1,169	-	2,937	-	
Late delivery and performance penalties	2,649	-	2,649	-	
Remeasurement of investment	-	(21,122)	-	(21,122)	
Integration and acquisition costs	809	1,342	1,621	2,370	
Miscellaneous other (gains) and losses	(12)	-	-	-	
Other (gains) and losses	5,618	(19,941)	9,334	(18,279)	

For the three-month period ended June 30, 2022, costs related to acquisitions amounted to \$75 (2021 – \$903).

For the six-month period ended June 30, 2022, costs related to acquisitions amounted to \$229 (2021 – \$1,490).

## 5 Net finance expenses

	For the three-month period ended June 30,		For the six-month period		
			ended June 30,		
	2022	2021	2022	2021	
	\$	\$	\$	\$	
Accretion of the obligation arising from shares issued by a subsidiary	-	73	-	120	
Financing fees	363	184	700	369	
Interest and bank charges	637	103	994	279	
Guarantee letter fees	74	-	86	3	
Interest on debt	1,445	1,128	2,689	2,134	
Accretion and revaluation of government royalty program obligation	2	4	4	8	
Finance income	(248)	(218)	(345)	(439)	
	2,273	1,274	4,128	2,474	

Notes to Condensed Interim Consolidated Financial Statements For the three-month and six-month period ended June 30, 2022 and 2021 (Unaudited) (expressed in Canadian dollars)

### 6 Income (loss) per share

	For the three-month period ended June 30,		For the six-month period ended June 30,	
	2022	2021	2022	2021
Weighted average number of common shares outstanding	154,722,402	153,138,535	154,720,179	152,836,023
Dilutive effect on number of shares	-	768,347	-	1,667,611
Weighted average number of common shares outstanding for diluted earnings per share calculation	154,722,402	153,906,882	154,720,179	154,503,634

For the three-month period ended June 30, 2022, warrants, compensation options, compensation warrants, outstanding stock options and outstanding DSUs and RSUs to acquire 5,879,180 shares (2021 - 3,450,801) have been excluded from the above calculation since their inclusion would have had an anti-dilutive effect.

For the six-month period ended June 30, 2022, warrants, compensation options, compensation warrants, outstanding stock options and outstanding DSUs and RSUs to acquire 7,382,854 shares (2021 – 3,989,075) have been excluded from the above calculation since their inclusion would have had an anti-dilutive effect.

### 7 Credit Facility

In July 2022, the Company and National Bank of Canada's Technology and Innovation Banking Group executed a Forbearance Agreement to amend the Company's existing credit facility previously executed in February 2021, as amended on January 26, 2022 and June 30, 2022 (the "Credit Facility"). The entering into the Forbearance Agreement occurred mainly due to a default by the Company in complying with the Maximum Total Liabilities to Tangible Net Worth Ratio under the Credit Facility. The Credit Facility is now available until the earlier of September 30, 2022, or the occurrence of a termination event as defined in the Forbearance Agreement. The outstanding amount of the Credit Facility is \$25,250 (compared to \$59,250 as at December 31, 2021).

The amount due under the Credit Facility is secured by a first ranking hypothec of \$75,000 on all movable property of the Company.

As at June 30, 2022, an amount of \$7,000 was outstanding under the Operating and Acquisition Credit Facility with EDC (\$5,000 as at December 31, 2021) and an amount of \$7,007 was outstanding under the Letters of Guarantee Credit Facility (\$6,876 as at December 31, 2021). In addition, only the Credit Card Facility was used at the end of the second quarter.

As at June 30, 2022 Standby Fees of 0.70% are applicable on the unused portion of the Operating and Acquisition Credit Facility and the Pre-Shipment Credit Facility. Following the Forbearance agreement, the Standby fees on unused portion of the Operating Credit Facility was adjusted to 0.85%. With respect to the Credit Facility, the Canadian rate is plus 2.75% (2.25% under previous agreement), the US base rate is plus 2.75% (2.25% under previous agreement) and the acceptance fee is plus 4.25% (3.50% under the previous agreement).

In February 2022, the Company renewed its Account Performance Security Guarantee (Account PSG) Facility with Export Development Canada (EDC) until December 31, 2022, for an amount not to exceed \$16,500 (\$10,000)

Notes to Condensed Interim Consolidated Financial Statements For the three-month and six-month period ended June 30, 2022 and 2021 (Unaudited) (expressed in Canadian dollars)

as at December 31, 2021). As at June 30, 2022 an amount of \$6,504 million was outstanding under this facility (\$5,763 as at December 31, 2021).

### 8 Supplemental Cash flow information

Changes in non-cash working capital balances are as follows:

	For the six-month	For the six-month period ended	
		June 30	
	2022	202	
	\$		
Cash (used in) provided by non-cash working capital:			
Trade and other receivables	1,837	(3,937	
Contract assets	1,753	4,063	
Inventories	(15,492)	(11,136	
Other current assets	(15,904)	24	
Other non-current assets	46	2	
Trade payables accrued liabilities	14,088	(2,918	
Contract liabilities	50,303	3,87	
Income tax payable	(315)	10	
Provisions	1,905	1,09	
	38,221	(8,595	
Income tax paid	140	18	
Interest paid	3,683	2,38	

### 9 Financial instruments

### Measurement categories and fair values, including valuation methods and assumptions

The carrying values of cash, restricted cash, trade and other receivables, trade and other payables, accrued liabilities and credit facilities approximate their fair value due to their short-term maturities. The methods and assumptions used in estimating the fair values of other financial assets and financial liabilities are as follows:

- Long-term debt (classified in level 2 of the fair value hierarchy): The Company's long-term debt carries fixed interest rates. The fair value of the Company's debt obligations has been calculated by discounting the future cash flows of the long-term debt at the interest rate of similar debt instruments.
- Government royalty program obligation (classified in level 2 of the fair value hierarchy): Fair value of the government royalty program obligation has been calculated by discounting the future cash flows at the interest rate for a similar loan in the market.
- The Company's financial instruments that are measured subsequent to initial recognition at fair value and financial instruments measured at amortized cost for which the fair value is disclosed are grouped into Levels 1 to 3 based on the degree to which the fair value is observable:

Notes to Condensed Interim Consolidated Financial Statements For the three-month and six-month period ended June 30, 2022 and 2021 (Unaudited)

(expressed in Canadian dollars)

Level 1 — Fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 — Fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3 — Fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following table shows the carrying values and fair values of assets and liabilities by category as of:

	June 30, 2022		December 31, 2021	
	Carrying	Fair	Carrying	Fair
	amount	Value	amount	Value
	\$	\$	\$	\$
Cash	39,652	39,652	39,905	39,905
Restricted cash	10,630	10,630	11,214	11,214
Trade and other receivables	49,057	49,057	40,274	40,274
Finance lease receivables	12,703	12,703	9,463	9,463
Credit facility	(7,000)	(7,000)	(5,000)	(5,000)
Trade, other payables and accrued liabilities	(32,754)	(32,754)	(28,404)	(28,404)
Long-term debt	(62,529)	(70,455)	(68,964)	(74,749)
Government royalty program obligation	(121)	(121)	(207)	(207)

### 10 Related party transactions

The Company's transactions with equity accounted investees are as follows:

	For the th	For the three-month period		For the six-month period		
		ended June 30,		ended June 30,		
	2022	2021	2022	2021		
	\$	\$	\$	\$		
Revenue	1,893	-	2,407	-		

The Company's outstanding balances with equity accounted investees are as follows:

	June 30, 2022	December 31,
	2022 \$	2021 \$
Accounts receivables	1,731	1,141