

# SWISS WATER DECAFFEINATED COFFEE INC. CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (unaudited)

For the Three and Six Months Ended June 30, 2020

(Tabular amounts are in thousands of Canadian dollars)

(Unaudited)			June 30, 2020	December 31, 2019
Assets	Note			
Current assets				
Cash and cash equivalents		\$	2,783 \$	6,739
Accounts receivable	4		13,081	14,588
Inventories	5		19,160	17,872
Prepaid expenses and other receivables			526	679
Income tax receivable			-	14
Derivative assets and hedged firm commitments	6, 20		1,257	1,428
Total current assets	5, =5		36,807	41,320
Non-current assets				,
Receivables	4		223	230
Property, plant and equipment	7		96,745	94,125
Intangible assets	•		772	904
Deferred tax assets			38	302
Derivative assets	6, 20		4	-
Total non-current assets	0, 20		97,782	95,561
Total assets		\$	134,589 \$	136,881
Total assets		<del>_ ,</del>	134,585 \$	130,881
Liabilities and shareholders' equity				
Current liabilities				
Accounts payable		\$	5,403 \$	11,103
Accrued liabilities			2,423	6,573
Income tax payable			7	-
Dividend payable	13		-	566
Other liabilities	8		510	1,004
Lease liabilities	9		1,646	1,525
Derivative liabilities and hedged firm commitments	6, 20		1,580	1,165
Total current liabilities			11,569	21,936
Non-current liabilities				
Other liabilities	8		58	253
Credit facility	10		10,174	3,182
Construction loan			20,000	20,000
Convertible debenture	11		12,821	12,560
Lease liabilities	9		22,574	23,385
Asset retirement obligation	-		1,353	1,343
Deferred tax liabilities			3,474	3,179
Derivative liabilities	6,11,20		2,256	2,543
Total non-current liabilities	0,22,20		72,710	66,445
Total liabilities			84,279	88,381
Shareholders' equity			04,273	00,301
Share capital		\$	43,710 \$	43,591
Retained earnings		Ţ	8,365	5,202
Accumulated other comprehensive loss				
Share-based compensation reserve			(2,083) 318	(646) 353
			50,310	48,500
Total equity Total liabilities and shareholders' equity		\$	134,589 \$	136,881
Commitments (Note 21)		<del></del>	10 <del>1</del> ,000 \$	130,001

Commitments (Note 21)

Subsequent event (Note 10)

Approved on behalf of the Board

(signed) <u>"Diane Fulton"</u>, Director

(signed) "Frank Dennis", Director

<sup>-</sup> The accompanying notes form an integral part of these condensed consolidated interim financial statements. -

# **Condensed Consolidated Interim Statements of Income**

(Tabular amounts are in thousands of Canadian dollars, except for per share amounts) (Unaudited)

	Note	_	3 months ended June 30, 2020	3 months ended June 30, 2019	_	6 months ended June 30, 2020	6 months ended June 30, 2019
Revenue	14,18	\$	26,380 \$	24,392	\$	48,197 \$	48,562
Cost of sales		_	(21,226)	(20,286)	_	(38,837)	(40,911)
Gross profit			5,154	4,106		9,360	7,651
Operating expenses							
Administration expenses			(1,962)	(1,912)		(2,961)	(3,634)
Sales and marketing expenses			(809)	(822)		(1,942)	(1,658)
Occupancy expenses		_	(13)	(16)		(52)	(27)
Total operating expenses			(2,784)	(2,750)		(4,955)	(5,319)
Operating income			2,370	1,356		4,405	2,332
Non-operating or other							
(Loss) gain on risk managemen	nt activitie	es	36	682		(246)	1,215
Gain (loss) on fair value on							
embedded option	11		(124)	156		1,350	(572)
Finance income			127	115		201	269
Finance expense			(607)	(698)		(1,175)	(1,298)
Loss on foreign exchange			442	114		(258)	(176)
Total non-operating or other			(126)	369		(128)	(562)
Income before tax			2,244	1,725		4,277	1,770
Income tax expense			(528)	(372)		(1,114)	(426)
Net income		\$	1,716 \$	1,353	\$	3,163 \$	
Basic earnings per share	17	\$	0.19 \$	0.15	\$	0.35 \$	0.15
Diluted earnings per share	17	\$	0.19 \$	0.14	\$	0.21 \$	0.15
O- p		-			<u></u>		

<sup>-</sup> The accompanying notes form an integral part of these condensed consolidated interim financial statements. -

Condensed Consolidated Interim Statements of Comprehensive Income and Condensed Consolidated Interim Statements of Changes in Equity

(Tabular amounts are in thousands of Canadian dollars) (Unaudited)

#### **Condensed Consolidated Interim Statements of Comprehensive Income**

For the	3 months ended	3 months ended	6 months ended	6 months ended
	June 30, 2020	June 30, 2019	June 30, 2020	June 30, 2019
Net income	\$ 1,716	\$ 1,353	\$ 3,163	\$ 1,344
Other comprehensive income, net of tax				
Items that may be subsequently reclassified to income:				
Unrealized (loss) gain				
Derivatives designated as cash flow hedges - currency risk hedges on US\$ future revenue	4,598	599	(2,297)	2,150
Items reclassified to income:				
Realized loss				
Derivatives designated as cash flow hedges				
<ul> <li>currency risk hedges on US\$ future revenue, recognized in revenue</li> </ul>	223	175	325	266
Other comprehensive (loss) income related to hedging activities	4,821	774	(1,972)	2,416
Tax recovery (expense) on other comprehensive income relating to hedging activities	(1,301)	(209)	533	(652)
Cumulative translation adjustment	 (4)	(20)	2	(17)
Other comprehensive (loss) income, net of tax	 3,516	545	(1,437)	1,747
Net income and other comprehensive income	\$ 5,232	\$ 1,898	\$ 1,726	\$ 3,091

**Condensed Consolidated Interim Statements of Changes in Equity** 

			Share	capital	Share-based	Acc	cumulated other		
					compensation		comprehensive	Retained	
	Note	Shares		Amount	reserve		income	earnings	Total equity
Balance at December 31, 2018		9,061,210	\$	43,591	\$ 154	\$	(2,512) \$	4,523 \$	45,756
Share-based compensation		-		-	88		-	-	88
Dividends	13	-		-	-		-	(1,133)	(1,133)
Net income and other comprehensive income		-		-	-		1,747	1,344	3,091
Balance at June 30, 2019		9,061,210	\$	43,591	\$ 242	\$	(765) \$	4,734 \$	47,802
Balance at December 31, 2019		9,061,210		43,591	353		(646)	5,202	48,500
Shares issued for restricted share units		17,570		119	(119)	)	-	-	-
Share-based compensation		-		-	84		-	-	84
Net income and other comprehensive income (	(loss)	-		-	-		(1,437)	3,163	1,726
Balance at June 30, 2020		9,078,780	\$	43,710	\$ 318	\$	(2,083) \$	8,365 \$	50,310

<sup>–</sup> The accompanying notes form an integral part of these condensed consolidated interim financial statements. –

# Condensed Consolidated Interim Statements of Cash Flows For the

(Tabular amounts are in thousands of Canadian dollars) (Unaudited)

		3 m	nonths ended	3 months ended	6 months ended	6 months ended
	Note		une 30, 2020	June 30, 2019	June 30, 2020	June 30, 2019
One washing postinisting						
Operating activities  Net income		\$	1,716	1,353	\$ 3,163 \$	1,344
Items not affecting cash:		ب	1,710	, 1,333	ې 3,103 ې	1,344
Depreciation and amortization			850	1,115	1,699	1,979
Share-based compensation expense			159	148	(417)	421
Unrealized loss (gain) on risk manager	nent activiti	ies	(221)	(204)	393	(538)
Unrealized (gain) loss on fair value adj						, ,
embedded option			124	(156)	(1,350)	572
Finance income			(127) 607	(115) 698	(201)	(269)
Finance expense Income tax expense			528	372	1,175 1,114	1,298 426
Other			28	3/2	62	420
Other				2 211		
Change in man and wording and the molet			3,664	3,211	5,638	5,233
Change in non-cash working capital relat	_			<b>/</b> \	(0.000)	(2 . 22)
operating activities	19		262	(777)	(3,071)	(3,166)
Net cash generated from operations			3,926	2,434	2,567	2,067
Interest received			127	114	201	269
Interest paid	19		(803)	(735)	(1,615)	(1,313)
Income taxes paid			-	(52)	-	(851)
Net cash generated from operating activ	rities		3,250	1,761	1,153	172
Investing activities						
Additions to plant and equipment			(6,524)	(5,857)	(10,653)	(8,713)
Net cash used in investing activities	19		(6,524)	(5,857)	(10,653)	(8,713)
Financing activities						
Dividends paid			-	(566)	(566)	(1,133)
Payment of lease liabilities			(364)	(265)	(690)	(772)
Repayments of credit facility			(3,300)	-	(3,300)	-
Proceeds from credit facility			4,800	-	10,100	-
Proceeds from construction loan			-	4,560	-	7,260
Net cash generated from financing activity	ties		1,136	3,729	5,544	5,355
Decrease in cash and cash equivalents			(2,138)	(367)	(3,956)	(3,186)
Cash and cash equivalents, beginning of	the period		4,921	5,517	6,739	8,336
Cash and cash equivalents, end of the period	od	\$	2,783	5,150	\$ 2,783 \$	5,150

<sup>-</sup> The accompanying notes form an integral part of these condensed consolidated interim financial statements. -

Notes to the Condensed Consolidated Interim Financial Statements For the three and six months ended June 30, 2020

(Tabular amounts are in thousands of Canadian dollars)

(Tabular amounts are in thousands of Canadian dollars) (Unaudited)

#### 1. NATURE OF BUSINESS

Swiss Water Decaffeinated Coffee Inc., ("Swiss Water" or the "Company"), is an entity incorporated under the Canada Business Corporations Act ("CBCA"). The common shares of the Company are listed on the Toronto Stock Exchange under the symbol 'SWP'. The Company's head office is located at 7750 Beedie Way, Delta, British Columbia, V4G 0A5, Canada.

Swiss Water is primarily involved in the decaffeination of green coffee without the use of chemicals by employing the proprietary SWISS WATER® Process. The Company leverages science-based systems and quality controls to produce coffee that is 99.9% caffeine free.

Swiss Water owns all of the interests of Seaforth Supply Chain Solutions Inc. ("Seaforth"), which is incorporated under CBCA and operates in Delta, British Columbia, Canada; Swiss Water Decaffeinated Coffee USA, Inc. ("SWUS"), an entity registered in Washington, USA, and; Swiss Water Decaffeinated Coffee Europe SARL ("SWEU"), an entity registered in Bordeaux, France.

Seaforth provides a complete range of green coffee handling and storage services, while SWUS and SWEU act as marketing and sales companies and they do not have significant assets.

#### 2. BASIS OF PREPARATION

The Company's condensed consolidated interim financial statements for the three and six months ended June 30, 2020 have been prepared in accordance with International Accounting Standards 34 – Interim Financial Reporting ("IAS 34") as issued by the International Accounting Standards Board ("IASB"). Accordingly, certain disclosures included in the annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the IASB have been condensed or omitted. These condensed consolidated interim financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2019.

The accounting policies applied in the preparation of these condensed consolidated interim financial statements are consistent with those applied and disclosed in the Company's audited consolidated financial statements for the year ended December 31, 2019, except for those policies disclosed below.

These condensed consolidated interim financial statements are presented in Canadian dollars. Except for per share amounts, all amounts are expressed in thousands of Canadian dollars, unless otherwise stated. References to US\$ are to the United States dollars.

These condensed consolidated interim financial statements for the three and six months ended June 30, 2020 were approved for issuance by the Company's directors on August 4, 2020. There were no significant non-adjusting events that occurred between the reporting date and the date of authorization except as disclosed in Note 10, under the heading 'foreign exchange facility guarantee'.

# 2.1 New and amended standards

The following amendments to accounting standards became effective for annual periods beginning on or after January 1, 2020. The adoption of these revised standards by the Company did not have a material impact on its condensed consolidated interim financial statements.

 IFRS 9/IAS 39 and IFRS 7 relate to interest benchmark reform and has amendments that provide temporary relief from applying specific hedge accounting requirement to hedging relationships directly affected by IBOR reform and that required certain disclosures; IAS 1 and IAS 8 redefined

Notes to the Condensed Consolidated Interim Financial Statements For the three and six months ended June 30, 2020

(Tabular amounts are in thousands of Canadian dollars) (Unaudited)

materiality; *IFRS* 3 was amended to revise the definition of a business; *Conceptual Framework* replaces the conceptual framework for financial reporting issued by IASB in September 2010.

# 2.2 New and amended standards not yet effective

These standards are effective for periods beginning after January 1, 2022 and the Company does not anticipate material impact on its financial statements:

• IAS 1 amendments address the classification of liabilities between current and non-current.

#### 3. CAPITAL MANAGEMENT

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain the future development of the business. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. The Company considers its capital structure to include shareholders' equity and indebtedness. In order to maintain or adjust the capital structure, the Company may from time to time issue common shares, issue additional debt, adjust its capital spending, modify its dividend policy, and/or dispose of certain assets to manage current and projected debt levels.

The dividend policy of Swiss Water is subject to the discretion of the Board of Directors, which reviews the level of dividends periodically on the basis of a number of factors including Swiss Water's financial performance, future prospects, and the capital requirements of the business.

# 4. ACCOUNTS RECEIVABLE

Accounts receivable as at June 30, 2020 and December 31, 2019 are recorded net of expected credit losses of nil. Non-current accounts receivable includes a \$0.1 million balance due from a related party (2019: \$0.1 million).

# 5. INVENTORIES

During the three and six months ended June 30, 2020, the cost of inventories recognized in cost of sales was \$20.0 million (2019: \$19.0 million) and \$36.7 million (2019: \$38.4 million). The hedge accounting component represents the derivative adjustment related to designated hedges for inventory on hand as at each period.

	June 30, 2020	December 31, 2019
Raw materials	\$ 13,073	\$ 9,081
Finished goods	5,995	6,819
Carbon	558	568
Packaging	209	113
Hedge accounting component	(675)	1,291
	\$ 19,160	\$ 17,872

Notes to the Condensed Consolidated Interim Financial Statements For the three and six months ended June 30, 2020

(Tabular amounts are in thousands of Canadian dollars) (Unaudited)

#### 6. DERIVATIVE FINANCIAL INSTRUMENTS

The Company's derivative financial instruments, asset (liability), were carried at fair value through profit or loss as follows:

	June 30, 2020	December 31, 2019
Coffee futures contracts, net	\$ 788	\$ 576
US Dollar forward contracts, current	(406)	41
US Dollar forward contracts, long-term	(4)	(37)
Derivative financial liability, convertible debenture	(330)	(1,680)
	\$ 48	\$ (1,100)

The Company's derivative financial instruments, liabilities, were carried at fair value through other comprehensive income as follows:

	June 30, 2020	December 31, 2019
US Dollar forward contracts, current	\$ (986)	\$ (107)
US Dollar forward contracts, long-term	(1,918)	(825)
	\$ (2,904)	\$ (932)

# 7. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment comprise owned and leased right-of-use assets.

	June 30, 2020	December 31, 2019
Property, plant and equipment	\$ 73,826	\$ 70,125
Right-of-use assets	22,919	24,000
	\$ 96,745	\$ 94,125

#### 7.1 Property, plant and equipment

Property, plant and equipment additions during the first half year of 2020 consisted of \$4.5 million from construction in progress (December 31, 2019: \$25.4 million). For the three and six months ended June 30, 2020, the depreciation expenses were \$0.4 million and \$0.8 million (2019: \$0.3 million and \$0.7 million).

#### 7.2 Right-of-use assets

For the three months ended June 30, 2020, depreciation expense of \$0.3 million (2019: \$0.6 million) was charged to cost of sales and \$0.07 million (2019: \$0.04 million) was included in administrative expenses.

For the six months ended June 30, 2020, depreciation expense of \$0.6 million (2019: \$1.0 million) was charged to cost of sales and \$0.15 million (2019: \$0.06 million) was included in administrative expenses.

Notes to the Condensed Consolidated Interim Financial Statements For the three and six months ended June 30, 2020

(Tabular amounts are in thousands of Canadian dollars) (Unaudited)

	Equipment	Property	Total
Cost			
Balance at December 31, 2019	\$ 110	\$ 25,814	\$ 25,924
Additions	82	-	82
Remeasurement	\$ -	\$ (77)	(77)
Balance at June 30, 2020	\$ 192	\$ 25,737	\$ 25,929
Accumulated depreciation			
Balance at December 31, 2019	\$ (26)	\$ (1,898)	\$ (1,924)
Depreciation	 (20)	(1,066)	(1,086)
Balance at June 30, 2020	\$ (46)	\$ (2,964)	\$ (3,010)
Balance at June 30, 2020	\$ 146	\$ 22,773	\$ 22,919
	Equipment	Property	Total
Cost			
Balance at December 31, 2018	\$ 110	\$ 19,023	\$ 19,133
Additions	-	7,788	7,788
Disposals	 -	(997)	(997)
Balance at December 31, 2019	\$ 110	\$ 25,814	\$ 25,924
Accumulated depreciation			
Depreciation	(26)	(2,734)	(2,760)
Disposals	 =	836	836
Balance at December 31, 2019	\$ (26)	\$ (1,898)	\$ (1,924)
Balance at December 31, 2019	\$ 84	\$ 23,916	\$ 24,000

# 8. OTHER LIABILITIES

Other liabilities balances represent the fair value of the deferred share units ("DSUs") and the cash-settled portion of the restricted share units ("RSUs") outstanding as follows:

	June 30, 2020	December 31, 2019
Other liabilities, current	\$ 510	\$ 1,004
Other liabilities, non-current	58	253
	\$ 568	\$ 1,257

#### 9. LEASE LIABILITIES

# **Lease liabilities**

Lease liabilities are as follows:

	June 30, 2020	December 31, 2019
Lease liabilities, current	\$ 1,646	\$ 1,525
Lease liabilities, non-current	22,574	23,385
	\$ 24,220	\$ 24,910

Notes to the Condensed Consolidated Interim Financial Statements For the three and six months ended June 30, 2020

(Tabular amounts are in thousands of Canadian dollars) (Unaudited)

# Amounts recognized in the statement of net income and statement of cash flows

Lease liabilities interest expense recognized in profit and loss and minimum lease payments recognized in the financing component of statement of cash flows are as follows:

	6 months ended June 30, 2020	6 months ended June 30, 2019
Balance, open	\$ 24,910 \$	-
Initial application of IFRS 16, January 1, 2019	-	19,133
Additions	82	7,615
Remeasurement	(77)	-
Terminations	(5)	-
Finance expense	609	551
Lease cash payments	(1,299)	(1,559)
Balance, end	\$ 24,220 \$	25,740

#### 10. CREDIT FACILITIES

#### **Credit Facility**

As at June 30, 2020 and December 31, 2019, the Company's borrowing availability was as follows:

	June 30, 2020	December 31, 2019
Gross borrowing base availability	\$ 17,361 \$	17,554
Advances, repayments, fees and interest	(10,428)	(3,506)
Outstanding letters of credit	(300)	(300)
	\$ 6,633 \$	13,748

The Credit Facility is classified in the condensed consolidated interim statement of financial position as a part of non-current liabilities as the Company is not required to repay any balance outstanding until the maturity date of October 18, 2022, as long as the outstanding balance is not in excess of the Borrowing Base. The maturity date can be extended, subject to lenders' approval. Related transaction costs are amortized until the Credit Facility's maturity date. The Credit Facility is comprised of:

	June 30, 2020	December 31, 2019
Credit facility	\$ 10,428 \$	3,506
Less unamortized transaction costs	(254)	(324)
	\$ 10,174 \$	3,182

The Credit Facility has multiple interest rate options that are based on the Canadian Prime Rate, Base Rate, LIBO Rate, Bankers' Acceptance Rate plus an acceptance fee, in addition to an Applicable Margin for each of these rates. Fees apply to outstanding letters of credit and the unused portion of the credit.

For the three and six months ended June 30, 2020, finance expenses on the credit facility were \$0.04 million and \$0.12 million (2019: \$nil, \$nil).

As at and during the three months ended June 30, 2020, the Company was in compliance with all covenants.

Notes to the Condensed Consolidated Interim Financial Statements For the three and six months ended June 30, 2020

(Tabular amounts are in thousands of Canadian dollars) (Unaudited)

# Foreign exchange facility guarantee

On June 1, 2020, the Company entered into a foreign exchange facility guarantee to cover margin requirements in relation to foreign exchange facility. Subsequent to the quarter, on August 4, 2020, the Company's Credit Facility Lender amended the credit agreement to recognize the foreign exchange facility guarantee provided by the third party. The facility guarantees a maximum aggregate liability of up to \$6.0 million and it is valid until May 31, 2021. This guarantee provides additional borrowing capacity within the referenced credit facility.

#### 11. CONVERTIBLE DEBENTURE

On October 11, 2016, the Company issued an unsecured subordinated convertible debenture for gross proceeds of \$15.0 million. The convertible debenture bears interest at a rate of 6.85% per annum to be paid quarterly in arrears and is due on October 11, 2023. The 6.85% interest rate is subject to reaching specific covenant thresholds, in excess of these, the interest rate increases to 7.85% per annum.

	June 30, 2020	December 31, 2019
Balance, open	\$ 12,560	\$ 12,082
Interest charged	773	1,506
Interest paid	(512)	(1,028)
Balance, end	\$ 12,821	\$ 12,560

The Company uses the residual value method to allocate the fair value of the convertible debenture between the liability component and the derivative liability. Under this method, as at June 30, 2020, the derivative liabilities include the fair value of the derivative liability related to the convertible debenture in the amount of \$0.3 million (2019: \$1.7 million).

During the three and six months ended June 30, 2020, this revaluation resulted in a loss of \$0.1 million and a gain of \$1.4 million being recorded in the statement of income (2019: gain of \$0.2 million; loss of \$0.6 million).

	June 30, 2020	D	ecember 31, 2019
Balance, open	\$ 1,680	\$	910
Change in fair valuation of derivative embedded option	(1,350)		770
Balance, end	\$ 330	\$	1,680

The fair value of the derivative liability was determined using the Black-Scholes Option Pricing Model. The variables and assumptions used in computing the fair value are based on management's best estimate.

Notes to the Condensed Consolidated Interim Financial Statements For the three and six months ended June 30, 2020

(Tabular amounts are in thousands of Canadian dollars) (Unaudited)

The value varies with different variables of certain subjective assumptions. Inputs into the Black-Scholes Option Pricing Model to determine the fair value of the conversion option were as follows:

	June 30, 2020	Dece	mber 31, 2019
Share price	\$ 3.01	\$	6.92
Exercise price	\$ 8.25	\$	8.25
Option life	3.28 years		3.78 years
Volatility	43%		31%
Risk-free interest rate	0.36%		1.68%
Dividend yield	0.00%		3.61%

#### 12. SHARE CAPITAL

Swiss Water is authorized to issue an unlimited number of common shares. Each share is equally eligible to receive dividends when declared and represents one vote at meetings of shareholders.

As of June 30, 2020, there were 9,078,780 common shares issued and outstanding.

#### **Restricted share units**

On June 19, 2019, Swiss Water shareholders approved an increase in the number of common shares available for issuance under the Restricted Share Unit Plan. The increase is from a maximum of 333,760 shares to a maximum of 815,509 shares.

The movement in RSUs was as follows:

	Number of RSUs	Volume based weighted average share price		Average remaining vesting period (years)	Performance based
Balance at January 1, 2019	122,734	\$	5.01	1.83	
RSUs granted	98,000	\$	5.06	2.15	No
RSUs issued for dividends	8,142	\$	6.05	1.30	No
RSUs forfeited	(4,040)	\$	6.32	-	No
Balance at December 31, 2019	224,836	\$	7.07	1.40	
Balance at January 1, 2020	224,836	\$	7.07	1.40	
RSUs granted	121,140	\$	2.95	2.66	No
RSUs issued for dividends	2,098	\$	6.70	1.18	No
RSUs cash-settled	(23,654)	\$	6.28	-	No
RSUs exercised	(17,570)	\$	6.28	-	No
Balance at June 30, 2020	306,850	\$	2.96	1.76	

Notes to the Condensed Consolidated Interim Financial Statements For the three and six months ended June 30, 2020

(Tabular amounts are in thousands of Canadian dollars) (Unaudited)

#### **Deferred share units**

The movement in DSUs was as follows:

	Number of DSUs	We	ighted average share price	Performance based
Balance at January 1, 2019	95,239	\$	4.97	
DSUs issued	31,028	\$	5.85	No
Balance at December 31, 2019	126,267	\$	6.92	
Balance at January 1, 2020	126,267	\$	6.92	
DSUs issued	23,504	\$	4.08	No
DSUs redeemed	(10,289)	\$	2.99	No
Balance at June 30, 2020	139,482	\$	3.01	

#### 13. DIVIDENDS

There were no dividends declared during the six months ended June 30, 2020 (2019: \$1.1 million).

#### 14. REVENUE

# Disaggregation of revenue

Revenue disaggregated by geographical markets is disclosed in Note 18. The Company also disaggregates revenue by major products and services: decaffeinated coffee sales, decaffeination services, and distribution with the following results:

	3	3 months ended		3 months ended	6 months ended	6 months ended
		June 30, 2020		June 30, 2019	June 30, 2020	June 30, 2019
Decaffeinated coffee sales	\$	22,649	\$	20,670	\$ 41,523	\$ 41,427
Decaffeination services		1,838		1,826	3,093	3,398
Distribution		1,893		1,896	3,581	3,737
	\$	26,380	\$	24,392	\$ 48,197	\$ 48,562

#### **Contract balances**

As at June 30, 2020 the accounts receivable balance of \$13.1 million (December 31, 2019: \$14.6 million) consists of amounts due from customer contracts and reflects the Company's right to a consideration that is unconditional. The Company did not have other contract assets or liabilities from contracts with customers.

# 15. EMPLOYEE BENEFITS EXPENSES

Expenses recognized for employee benefits are detailed below:

	3 months ended	3 months ended	6 months ended	6 months ended	
	June 30, 2020	June 30, 2019	June 30, 2020	June 30, 2019	
Short-term benefits	\$ 2,810 \$	2,462 \$	5,489 \$	4,845	
Long-term benefits	161	141	(417)	414	
Post-employment benefits	251	175	554	433	
	\$ 3,222 \$	2,778 \$	5,626 \$	5,692	

Notes to the Condensed Consolidated Interim Financial Statements For the three and six months ended June 30, 2020

(Tabular amounts are in thousands of Canadian dollars) (Unaudited)

Short-term benefits comprise salaries, accrued bonuses, benefits and director fees. Long-term benefits comprise share-based compensation under the RSU Plan and the DSU Plan.

Post-employment benefits are contributions to employee retirement accounts, as well as statutory remittances related to post-employment benefits. These are recognized as an expense when employees have rendered service entitling them to these contributions.

#### 16. RELATED PARTY TRANSACTIONS

The Company's related parties include its subsidiaries, key management personnel and a company related to a director. Details of transactions between the Company and related parties (other than its subsidiaries identified in the Nature of Business note) are discussed below. All intercompany transactions, balances, income and expenses are eliminated on consolidation.

# **Compensation of Key Management Personnel**

The remuneration of directors and key management personnel is as follows:

	3 months ended	3 months ended	6 months ended	6 months ended	
	June 30, 2020	June 30, 2019	June 30, 2020	June 30, 2019	
Short-term benefits	\$ 668 \$	586 \$	1,208 \$	1,202	
Long-term benefits	130	113	(422)	361	
Post-employment benefits	49	15	114	40	
	\$ 847 \$	714 \$	900 \$	1,603	

#### **Trading transactions**

During the three and six months ended June 30, 2020 and 2019, the Company entered into the following transactions with a company that is related to a director:

:		3 months ended	3 months ended	6 months ended	6 months ended
		June 30, 2020	June 30, 2019	June 30, 2020	June 30, 2019
Sales	\$	121	\$ 161	\$ 190	\$ 267
Purchases of raw materials	\$	955	\$ 955	\$ 2,215	\$ 1,675

As at June 30, 2020, the Company had the following balances receivable from and payable to a company that is related to a director:

	June 30, 2020	December 31, 2019
Accounts receivable	\$ 13	\$ 11
Accounts payable	\$ 162	\$ 518

These transactions were in the normal course of operations and were measured at the fair value of the consideration or receivable, which was established and agreed to by both parties.

Notes to the Condensed Consolidated Interim Financial Statements For the three and six months ended June 30, 2020

(Tabular amounts are in thousands of Canadian dollars) (Unaudited)

# 17. BASIC AND DILUTED EARNINGS PER SHARE ("EPS")

	3	3 months ended	3 months ended	6 months ended	e	months ended
		June 30, 2020	June 30, 2019	June 30, 2020		June 30, 2019
Basic earnings per share						
Net income attributable to shareholders	\$	1,716	\$ 1,353	\$ 3,163	\$	1,344
Weighted average number of shares		9,078,780	9,061,210	9,073,567		9,061,210
Basic earnings per share	\$	0.19	\$ 0.15	\$ 0.35	\$	0.15
Diluted earnings per share						
Net income attributable to shareholders	\$	1,716	\$ 1,353	\$ 3,163	\$	1,344
Effect of diluted securities: RSUs		-	-	(19)		-
Interest on convertible debenture		-	273	564		-
Gain on fair value adjustment of embedded option		-	(157)	(1,350)		-
Net income after effect of diluted securities	\$	1,716	\$ 1,469	\$ 2,358	\$	1,344
Weighted average number of shares - basic		9,078,780	9,061,210	9,073,567		9,061,210
Effect of diluted securities: RSUs		-	-	198,672		-
Effect of diluted securities: convertible debenture		-	1,818,182	1,818,182		-
Weighted average number of shares - diluted		9,078,780	10,879,392	11,090,421		9,061,210
Diluted earnings per share	\$	0.19	\$ 0.14	\$ 0.21	\$	0.15

The following potential common shares are anti-dilutive in one or more periods and are therefore excluded from the weighted average number of common shares outstanding for the purposes of calculating the diluted earnings per share for such periods:

	June 30, 2020	June 30, 2019	June 30, 2020	June 30, 2019
Weighted average number of RSUs granted	187,041	170,100	-	143,144
Convertible debenture	1,818,182	-	-	1,818,182

#### 18. SEGMENT REPORTING

The Company's sales are primarily generated by the decaffeination of green coffee segment and in three geographic areas: Canada, the United States and other international markets. The Company's revenue from external customers and its non-current assets (not including deferred tax assets), by location, are detailed below.

#### Revenue

	3	3 months ended		3 months ended	6 months ended	6 months ended		
		June 30, 2020		June 30, 2019	June 30, 2020	June 30, 2019		
Canada	\$	7,175	\$	8,007	\$ 14,556	\$ 16,876		
United States		13,627		11,572	23,851	23,065		
International and other		5,578		4,813	9,790	8,621		
	\$	26,380	\$	24,392	\$ 48,197	\$ 48,562		

Notes to the Condensed Consolidated Interim Financial Statements For the three and six months ended June 30, 2020

(Tabular amounts are in thousands of Canadian dollars) (Unaudited)

# Non-Current Assets (excluding deferred tax assets)

	June 30, 2020	December 31, 2019
Canada	\$ 97,264	\$ 94,786
United States	275	263
Europe	206	210
	\$ 97,745	\$ 95,259

#### 19. SUPPLEMENTAL CASH FLOW INFORMATION

Changes in non-cash working capital are as follows:

	3	months ended	3 months ended	(	6 months ended	6 months ended
		June 30, 2020	June 30, 2019		June 30, 2020	June 30, 2019
Accounts receivable	\$	(451)	\$ (689)	\$	1,507	\$ (1,395)
Inventories		211	1,058		(3,254)	962
Other assets and liabilities		89	98		(707)	332
Prepaid expenses and other receivables		(57)	(3)		153	364
Accounts payable and accrued liabilities		(1,574)	(383)		(2,016)	(2,470)
Derivative assets, liabilities and hedged firm	comn	nitments				
at fair value through profit and loss		2,044	(858)		1,246	(959)
	\$	262	\$ (777)	\$	(3,071)	\$ (3,166)

During the six month period ended June 30, 2020, interest paid includes \$0.5 million of interest on the construction loan and \$0.3 million of interest on lease liabilities which were capitalized during the construction phase of the new facility (2019: \$0.2 million and \$0.4 million).

As at June 30, 2020, \$0.4 million (2019: \$6.8 million) in additions to construction in progress was accrued in accounts payable and accrued liabilities. These are operating and investing transactions that did not require the use of the Company's cash.

Also, during the six month period ended June 30, 2020, the Company capitalized \$0.4 million of depreciation related to right-of-use assets (2019:\$ 0.4 million).

Lease payments for a short-term lease not included in the measurement of the lease liability are classified as cash flows from operating activities. The Company has classified the principal portion of lease payments within financing activities and the interest portion within operating activities.

#### 20. FINANCIAL RISK MANAGEMENT

The Company's risk management program focuses on the unpredictability of commodity prices and foreign exchange rates and seeks to minimize potential adverse effects on the Company's financial performance and cash flows. The Company uses derivative financial instruments to hedge these risk exposures. In addition, the Company monitors other financial risks on a regular basis.

Risk management is carried out under policies approved by the Board of Directors. The Company's exposure to and management of financial risks is discussed in more detail below.

Notes to the Condensed Consolidated Interim Financial Statements For the three and six months ended June 30, 2020

(Tabular amounts are in thousands of Canadian dollars) (Unaudited)

#### Risks related to COVID-19

In March 2020, the World Health Organization declared a global pandemic known as COVID-19. As a result of measures taken by governments to stem the spread of COVID-19, many countries have entered into economic recession in the second quarter of 2020. This may impact the demand for our products and services in the near term and will impact our supply chains. It may also impact expected credit losses on our amounts due from customers and whether the entity continues to meet the criteria for hedge accounting. For example, if a hedged forecast transaction is no longer highly probable to occur, hedge accounting is discontinued.

#### 20.1 Commodity price risk

Commodity price risk is the risk that the fair value of inventory or future cash flows will fluctuate as a result of changes in commodity prices. The Company utilizes futures contracts to manage its commodity price exposure. The Company buys and sells futures contracts for coffee on the Intercontinental Exchange in order to offset its inventory position and fix the input cost of green coffee. As at June 30 2020, the Company had futures contracts to buy 3.3 million lbs of green coffee with a notional value of US \$3.2 million, and contracts to sell 7.3 million lbs of green coffee with a notional value of US\$7.5 million. The furthest contract matures in May 2021. (December 31, 2019: buy 3.6 million lbs of green coffee with a notional value of US\$4.7 million, and contracts to sell 6.6 million lbs of green coffee with a notional value of US\$8.3 million).

The following tables provide a summary of commodity hedges designated as hedging instruments:

Carrying amount of hedging instruments		June 30, 2020		December 31, 2019		
Fair value hodge		Commodity price risk		Commodity price risk		
Fair value hedge		Coffee futures		Coffee futures		
Nominal amount of hedging instruments (in US\$'000)	\$	4,252	\$	3,665		
Line item in the statement of financial position where						
hedging instrument is located						
Derivative Assets	\$	789	\$	576		
Changes in fair value used for calculating hedge ineffectiveness		-				
Accumulated amount of fair value hedge adjustment on hedged		luna 20, 2020		December 21, 2010		
item included in the carrying amount of the hedged items		June 30, 2020		December 31, 2019		
Fair value hedge	Pu	rchase commitments	Р	urchase commitments		
		and coffee inventory		and coffee inventory		
Nominal amount of hedged item (in '000 lbs)		3,997		3,031		
Line items in the statement of financial position where	I	nventories & hedged		Inventories & hedged		
hedged item is located		firm commitments		firm commitments		
Assets	\$	233	\$	1,617		
Liabilities		703		730		
Changes in fair value used for calculating hedge ineffectiveness		-				

# 20.2 Foreign currency risk

The Company realizes a significant portion of its sales in US\$, and purchases green coffee in US\$ which is, in some cases, sold to customers in Canadian dollars. The Company enters into forward foreign currency contracts to manage its exposure to currency rate fluctuations and to minimize the effect of exchange

Notes to the Condensed Consolidated Interim Financial Statements For the three and six months ended June 30, 2020

(Tabular amounts are in thousands of Canadian dollars) (Unaudited)

rate fluctuations on business decisions. These contracts relate to the Company's future net cash flows in US\$ from sales. In addition, the Company enters into forward contracts to buy US\$ for coffee that it resells in Canadian dollars.

As at June 30, 2020, the Company had forward currency contracts to buy US\$4.3 million and sell US\$59.7 million (December 31, 2019: buy US\$3.8 million and sell US\$53.0 million) from July 2020 through to February 2025 at various Canadian exchange rates ranging from \$1.2147 to \$1.3974.

The following tables provide a summary of amounts related to foreign currency forward contracts designated as hedging instruments. Not included in tables below are fair value changes for swap contracts, as these are not designated hedge instruments.

Currency risk hedges on US\$ purchases:

As at June 30, 2020, the Company designated as hedging instruments US\$4.3 million in forward contracts to buy US dollars, which relate to coffee purchases (2019: US\$3.8 million).

Carrying amount of hedging instruments		June 30, 2020	December 31, 2019		
Fair value hedge		Foreign currency	Foreign currency		
		purchase forwards	purchase forwards		
Nominal amount of hedging instruments (in US\$'000)	\$	4,298	\$ 3,797		
Line item in the statement of financial position where					
hedging instrument is located					
Derivative Liabilities		172	140		
Changes in fair value used for calculating hedge ineffectiveness		-	-		
Accumulated amount of fair value hedge adjustment on hedged		luna 20, 2020	December 31, 2019		
item included in the carrying amount of the hedged items		June 30, 2020	December 31, 2019		
Fair value hedge		Firm purchase	Firm purchase		
raii value lieuge		commitments	commitments		
		& inventories	& inventories		
Nominal amount of hedged item (in US\$'000)	\$	4,298	\$ 3,797		
Line item in the statement of financial position where ${\Bbb Z}$	lı	nventories & hedged	Inventories & hedged		
hedged item is located		firm commitments	firm commitments		
Assets		156	157		
Liabilities		79	-		
Changes in fair value used for calculating hedge ineffectiveness		-	-		

Currency risk hedges on sales of US\$:

As at June 30, 2020, the Company designated as hedging instruments US\$44.9 million in forward contracts to sell US dollars, which relate to highly probable forecasted sales revenue (2019: US\$35.9 million).

Notes to the Condensed Consolidated Interim Financial Statements For the three and six months ended June 30, 2020

(Tabular amounts are in thousands of Canadian dollars) (Unaudited)

Carrying amount of hedging instruments		June 30, 2020		December 31, 2019
Cashflow hedge		Currency risk Foreign currency forwards		Currency risk Foreign currency forwards
Nominal amount of hedging instruments (in US\$'000)	\$	44,854	\$	35,870
Line items in the statement of financial position where				
hedging instrument is located				
Derivative Assets		6		39
Derivative Liabilities		2,911		971
Changes in fair value used for calculating hedge ineffectiveness		-		-
Accumulated amount of fair value hedge adjustment on hedged		June 30, 2020		December 31, 2019
item included in the carrying amount of the hedged items		Julie 30, 2020		December 31, 2019
		Currency risk		Currency risk
Cashflow hedge		Foreign currency		Foreign currency
		forwards		forwards
Nominal amount of hedged item (in US\$'000)	\$	44,854	\$	35,870
Line items in the statement of financial position where		Accumulated other		Accumulated other
hedged item is located	CO	mprehensive income	CC	omprehensive income
Assets		n/a		n/a
Liabilities		n/a		n/a
Changes in fair value used for calculating hedge ineffectiveness		-		-
Cashflow hedge reserve		(2,905)		(932)

#### 20.3 Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company believes that interest rate risk is low as all cash equivalents are made in fixed rate instruments. The Company does have some interest rate risk related to its credit facilities. There is no interest rate risk on the convertible debenture and construction loan as the interest rates are fixed.

#### 20.4 Credit risk

The Company is exposed to credit risk with respect to its cash and cash equivalents, accounts receivable and derivative financial instruments.

The Company does not have significant credit risk related to cash and cash equivalents as amounts are held with major financial institutions.

The Company follows a program of credit evaluations of customers and limits the amount of credit extended when deemed necessary. For the six month period ended June 30, 2020, revenues from three customers totaled \$14.5 million (2019: \$16.0 million) and represented 31% (2019: 33%) of total revenues for the period. Three customers represented 42% of total accounts receivable as at June 30, 2020 (December 31, 2019: 53%).

The Company had 15% of its accounts receivable past due but not impaired as at June 30, 2020 (December 31, 2019: 13%). Of the past due accounts receivable, 79% are 1-30 days past due (December 31, 2019: 92%), while 21% are over 31 days past due (December 31, 2019: 8%).

Notes to the Condensed Consolidated Interim Financial Statements For the three and six months ended June 30, 2020

(Tabular amounts are in thousands of Canadian dollars) (Unaudited)

The Company manages the credit risk related to its derivative financial instruments by entering into such contracts only with high credit quality institutions.

# 20.5 Liquidity risk

The Company has in place a planning and budgeting process to assist in determining the funds required to support the Company's normal operating requirements on an ongoing basis and its future plans. The Company ensures that there are sufficient committed financing facilities to meet its short-term business requirements, taking into account its anticipated cash flows from operations, its existing bank indebtedness and additional borrowing capacity. The Company has maintained compliance with its banking covenants and remains able to satisfy its liabilities as they become due. Non-derivative financial liabilities are as follows:

		Carrying Amount		Contractual Cash Flows				
		June 30, 2020	2020		2021 to 2022	2023 to 2024	Thereafter	
Accounts payable	\$	5,403 \$	5,403	\$	- \$	- \$	-	
Credit facility		10,428	-		10,428	-	-	
Other liabilities		568	510		58	-	-	
Lease liabilities		24,220	1,403		5,637	3,448	3,182	
Construction loan and inter	est	20,081	81		3,335	3,333	13,332	
Convertible debenture		12,821	-		-	15,000	-	
Total	\$	73,521 \$	7,397	\$	19,458 \$	21,781 \$	16,514	

#### 20.6 Fair value of financial instruments

Financial instruments that are measured at fair value are categorized as follows. During the period ended June 30, 2020, there were no transfers between level 1 and 2 instruments.

	June 30, 2020	Level 1	Level 2	Level 3
Financial assets				
Cash and cash equivalents	\$ 2,783	\$ 2,783	\$ -	\$ -
Derivative assets	872	788	84	-
	\$ 3,655	\$ 3,571	\$ 84	\$ -
Financial liabilities				
Derivative liabilities	\$ 3,729	\$ -	\$ 3,729	\$ -
Credit facility	10,174	-	10,174	-
Construction loan	20,000	-	20,000	-
Other liabilities	568	-	568	-
	\$ 34,471	\$ -	\$ 34,471	\$ -

Notes to the Condensed Consolidated Interim Financial Statements For the three and six months ended June 30, 2020

(Tabular amounts are in thousands of Canadian dollars) (Unaudited)

	December 31, 2019			Level 1		Level 2		Level 3
Financial assets								
Cash and cash equivalents	\$	6,739	\$	6,739	\$	-	\$	-
Derivative assets		945		576		369		-
	\$	7,684	\$	7,315	\$	369	\$	-
Financial liabilities								
Derivative liabilities	\$	2,978	\$	-	\$	2,978	\$	-
Credit facility		3,182		-		3,182		-
Construction loan		20,000		-		20,000		-
Other liabilities		1,257		-		1,257		-
	\$	27,417	\$	-	\$	27,417	\$	-

#### 21. COMMITMENTS

In addition to lease liabilities, the Company has the following commitments:

The Company has provided a standby letter of credit in the amount of \$0.3 million as security to the landlord.

The Company has, in the normal course of business, entered into various contracts. As at June 30, 2020, these commitments related to the purchase of green coffee in the amount of \$31.8 million (December 31, 2019: \$31.5 million), and natural gas purchase commitments in the amount of \$0.3 million (December 31, 2019: \$0.5 million), and capital purchases commitments of \$1.2 million (December 31, 2019: \$2.8 million). \$33.0 million of these commitments will become payable within twelve months from June 30, 2020.