

**BEVO AGRO INC.**

**CONSOLIDATED INTERIM CONDENSED  
FINANCIAL STATEMENTS**

**DECEMBER 31, 2013**

(Unaudited, prepared by Management)

### **Notice of No Auditor Review of Consolidated Interim Condensed Financial Statements**

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

The accompanying consolidated interim condensed financial statements of the Company have been prepared by management and have not been reviewed or audited by the Company's auditors.

# BEVO AGRO INC.

## CONSOLIDATED INTERIM CONDENSED BALANCE SHEETS

DECEMBER 31 (Canadian \$)

(Unaudited – prepared by Management)

	December 31, 2013	June 30, 2013	December 31, 2012
<b>ASSETS</b>			
<b>Current</b>			
Cash and cash equivalents	\$ 1,310,748	\$ 331,195	\$ 632,616
Accounts receivable [Note 3]	2,053,782	2,084,184	1,789,535
Inventories – supplies inventory [Note 4]	1,506,944	1,268,481	1,436,498
Inventories – Biological assets [Note 4]	2,776,506	614,448	2,442,927
Prepaid expenses and deposits	458,501	57,573	117,445
	<b>8,106,481</b>	<b>4,355,881</b>	<b>6,419,021</b>
Property, plant and equipment [Note 5]	31,949,370	31,584,236	32,243,752
Deferred costs [Note 6]	-	-	185,344
Goodwill [Note 7]	522,665	522,665	522,665
	<b>\$ 40,578,516</b>	<b>\$ 36,462,782</b>	<b>\$ 39,370,782</b>
<b>LIABILITIES</b>			
<b>Current</b>			
Accounts payable and accruals [Note 9]	\$ 5,417,155	\$ 1,220,083	\$ 3,417,331
Current portion of long-term debt [Note 10]	1,202,933	1,186,530	1,177,652
Current portion of obligations under finance leases [Note 11]	27,723	26,872	56,695
	<b>6,647,811</b>	<b>2,433,485</b>	<b>4,651,678</b>
Long-term debt [Note 10]	18,789,921	18,393,565	19,988,758
Obligations under finance leases [Note 11]	58,240	72,306	85,952
Deferred income tax liability [Note 12]	1,004,259	1,149,099	926,789
	<b>26,500,231</b>	<b>22,048,455</b>	<b>25,653,177</b>
<b>SHAREHOLDERS' EQUITY [Note 14]</b>			
Capital stock [Note 13]	4,008,443	4,008,443	4,008,443
Contributed surplus [Note 13]	104,374	104,374	100,119
Retained earnings	9,965,468	10,301,510	9,609,043
	<b>14,078,285</b>	<b>14,414,327</b>	<b>13,717,605</b>
	<b>\$ 40,578,516</b>	<b>\$ 36,462,782</b>	<b>\$ 39,370,782</b>

Commitments [Note 17]

Authorized for issue by the board of directors on January 31, 2014:

“Jack Benne”

Jack Benne, Director

“John Hoekstra”

John Hoekstra, Director

UNAUDITED

See accompanying Notes to the Financial Statements

# BEVO AGRO INC.

## CONSOLIDATED INTERIM CONDENSED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

PERIODS ENDED DECEMBER 31 (Canadian \$)

(Unaudited – prepared by Management)

	For the three months ended December 31, 2013	For the six months ended December 31, 2013	For the three months ended December 31, 2012	For the six months ended December 31, 2012
<b>Sales [Note 19]</b>	\$ 5,206,237	\$ 7,356,413	\$ 4,852,107	\$ 6,934,990
<b>Cost of sales</b>	3,732,125	5,541,492	3,625,006	5,387,197
<b>Gross margin</b>	1,474,112	1,814,921	1,227,101	1,547,793
<b>Expenses</b>				
Selling, general and administrative expenses [Note 20]	1,010,157	1,893,712	985,565	1,855,841
<b>Income (loss) from operations</b>	463,955	(78,791)	241,536	(308,048)
Interest expense [Note 21]	214,409	421,480	222,675	447,786
Gain on disposal of asset	3,373	19,389	-	-
<b>Income (loss) before income taxes</b>	252,919	(480,882)	18,861	(755,834)
Provision for (recovery of) income taxes -deferred	75,300	(144,840)	-	(247,900)
<b>Net income (loss) and comprehensive income (loss) for the period</b>	177,619	(336,042)	18,861	(507,934)
<b>Retained earnings, beginning of the period</b>	9,787,849	10,301,510	9,590,182	10,116,977
<b>Retained earnings, end of the period</b>	\$ 9,965,468	\$ 9,965,468	\$ 9,609,043	\$ 9,609,043
Basic and diluted earnings (loss) per share	\$ 0.01	\$ (0.01)	\$ 0.00	\$ (0.02)
Weighted average number of common shares outstanding	25,535,933	25,535,933	25,535,933	25,535,933

UNAUDITED

See accompanying Notes to the Financial Statements

# BEVO AGRO INC.

## CONSOLIDATED INTERIM CONDENSED STATEMENTS OF CASH FLOWS

PERIODS ENDED DECEMBER 31 (Canadian \$)

(Unaudited – prepared by Management)

	For the three months ended December 31, 2013	For the six months ended December 31, 2013	For the three months ended December 31, 2012	For the six months ended December 31, 2012
<b>Cash flows from (used by) operating activities</b>				
Net income (loss) and comprehensive income (loss) for the period	\$ 177,619	\$ (336,042)	\$ 18,861	\$ (507,934)
Items not involving cash				
Depreciation of property, plant and equipment	388,412	763,509	389,255	775,796
Deferred income taxes (recovery)	75,300	(144,840)	-	(247,900)
Gain on disposal of assets	(3,373)	(19,389)		
Changes in non-cash working capital [Note 15]	1,214,562	1,426,025	290,275	(99,780)
	<b>1,852,520</b>	<b>1,689,263</b>	698,391	(79,818)
<b>Cash flows from (used by) investing activities</b>				
Acquisition of property, plant and equipment	(530,083)	(1,138,081)	(291,015)	(330,063)
Proceeds on disposal of property, plant and equipment	-	28,827	5,006	11,321
	<b>(530,083)</b>	<b>(1,109,254)</b>	(286,009)	(318,742)
<b>Cash flows from (used by) financing activities</b>				
Bank indebtedness	(790,647)	-	-	-
Long-term debt repayments	(292,065)	(587,241)	(286,490)	(561,941)
Advances under long-term debt	1,000,000	1,000,000	500,000	1,000,000
Advances (repayments) of obligations under finance leases	(6,653)	(13,215)	(18,773)	(36,873)
	<b>(89,365)</b>	<b>399,544</b>	194,737	401,186
<b>Increase (decrease) in cash</b>	<b>1,233,072</b>	<b>979,553</b>	607,119	2,626
Cash and cash equivalents, beginning of period	77,676	331,195	25,497	629,990
<b>Cash and cash equivalents, end of period</b>	<b>\$ 1,310,748</b>	<b>\$ 1,310,748</b>	\$ 632,616	\$ 632,616
<b>Supplementary information:</b>				
Interest paid [Note 21]	\$ 212,847	\$ 418,382	\$ 221,192	\$ 444,847
Income taxes paid	\$ -	\$ -	\$ -	\$ -

UNAUDITED

See accompanying Notes to the Financial Statements

## **BEVO AGRO INC.**

### **CONSOLIDATED INTERIM CONDENSED STATEMENT OF CHANGES IN EQUITY**

PERIODS ENDED DECEMBER 31 (Canadian \$)

(Unaudited – prepared by Management)

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	<b>Capital stock</b>	<b>Contributed surplus</b>	<b>Retained earnings</b>	<b>Total equity</b>
<b>Balance at June 30, 2013</b>	<b>\$ 4,008,443</b>	<b>\$ 104,374</b>	<b>\$ 10,301,510</b>	<b>\$ 14,414,327</b>
<b>Net loss and comprehensive loss for the six months</b>	<b>-</b>	<b>-</b>	<b>(336,042)</b>	<b>(336,042)</b>
<b>Balance at December 31, 2013</b>	<b>\$ 4,008,443</b>	<b>\$ 104,374</b>	<b>\$ 9,965,468</b>	<b>\$ 14,078,285</b>

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	<b>Capital stock</b>	<b>Contributed surplus</b>	<b>Retained earnings</b>	<b>Total equity</b>
<b>Balance at June 30, 2012</b>	<b>\$ 4,008,443</b>	<b>\$ 100,119</b>	<b>\$ 10,116,977</b>	<b>\$ 14,225,539</b>
<b>Net loss and comprehensive loss for the six months</b>	<b>-</b>	<b>-</b>	<b>(507,934)</b>	<b>(507,934)</b>
<b>Balance at December 31, 2012</b>	<b>\$ 4,008,443</b>	<b>\$ 100,119</b>	<b>\$ 9,609,043</b>	<b>\$ 13,717,605</b>

UNAUDITED

See accompanying Notes to the Financial Statements

# **BEVO AGRO INC.**

## **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

PERIODS ENDED DECEMBER 31 (Canadian \$)

(Unaudited – prepared by Management)

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### **1. Nature of operations**

Bevo Agro Inc. (the “Company”) was incorporated July 9, 1985, under the *Company Act* of British Columbia, which has been replaced with the *Business Corporations Act* (British Columbia). The Company’s common shares are traded on the TSX Venture Exchange under the symbol “BVO”.

The Company’s principal place of business is located at 7170 Glover Road, Milner, British Columbia, Canada, V0X 1T0.

The Company operates 39 acres of propagation greenhouse facilities on 98 acres of land in Milner, BC. The Company's main products are the propagation of vegetable plants such as tomatoes, peppers, cucumbers, and other plants such as bedding plants, flowers and grasses. The Company markets its products to established greenhouse growers, nurseries and retail outlets throughout North America.

### **2. Significant accounting policies**

#### **Basis of preparation**

These consolidated interim condensed financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) applicable to the preparation of financial statements as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”)

The consolidated interim condensed financial statements are presented in Canadian dollars, which is also the Company’s functional currency. The accounting policies set out below have been applied consistently to all periods presented.

#### **Consolidation**

The consolidated interim condensed financial statements include the accounts of the Company and its wholly-owned subsidiaries: Bevo Farms Ltd. (Milner, BC), Bevo Energy Inc. (Milner, BC), Bevo Agro Inc. (Nevada) and Bevo Farms Inc. (Arizona). Bevo Energy Inc. (Milner, BC), Bevo Agro Inc. (Nevada) and Bevo Farms Inc. (Arizona) are inactive. All significant intercompany balances and transactions have been eliminated upon consolidation.

# **BEVO AGRO INC.**

## **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

PERIODS ENDED DECEMBER 31 (Canadian \$)

(Unaudited – prepared by Management)

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### **2. Significant accounting policies (continued)**

#### **Use of estimates**

The preparation of consolidated interim condensed financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments, estimates and assumptions.

Significant areas requiring management's judgement include the useful lives of property, plant and equipment, calculation of deferred income taxes and the likelihood of realization of same, calculation of fair value of biological assets, recovery of accounts receivable, fair value of financial instruments, and the assumptions used in the calculation of stock-based compensation expense. While management believes the estimates are reasonable, actual results could differ from those estimates and may impact future results of operations and cash flows.

#### **Foreign currency translation**

Transactions in currencies other than the Canadian dollar are recorded at exchange rates prevailing on the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies have been translated into Canadian dollars at the rate of exchange prevailing at the balance sheet date and non-monetary items are translated at rates of exchange in effect when the assets are acquired or obligations incurred. Revenue and expense items are translated at the average rate of exchange for the year. Foreign exchange gains and losses are included in operations.

#### **Inventories**

Inventories are measured at the lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less any cost to complete and sell the goods.

The cost of supplies inventories includes expenditures incurred in acquiring the inventories, production or conversion costs, and other costs incurred in bringing them to their existing location and condition.

Biological assets (work in progress) inventories includes materials, labour and direct overhead costs, which approximates fair value less costs to sell.

# **BEVO AGRO INC.**

## **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

PERIODS ENDED DECEMBER 31 (Canadian \$)

(Unaudited – prepared by Management)

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### **2. Significant accounting policies (continued)**

#### **Income taxes**

The Company follows the balance sheet liability method of accounting for income taxes. Under this method of tax allocation, deferred tax assets and liabilities are determined based on differences between the financial statement carrying values and their respective income tax basis (temporary differences). Deferred tax assets and liabilities are measured using the tax rates expected to be in effect when the temporary differences are likely to reverse. The effect on deferred tax assets and liabilities of a change in tax rates is included in operations in the period in which the change is enacted or substantially assured. The amount of deferred tax assets is limited to the amount of the benefit that is more likely than not to be realized.

#### **Cash and cash equivalents**

Cash and cash equivalents consist of cash and highly liquid investments, having maturity dates of three month or less from the date of purchase, and are readily convertible into a known amount of cash. The Company's cash and cash equivalents are invested with major financial institutions.

#### **Revenue recognition**

Revenue comprises the fair value of consideration received or receivable for the sale of goods and services in the ordinary course of the Company's activities. Revenue is shown net of value-added tax, returns, rebates and discounts, and after eliminating intercompany sales.

Revenue is recognized when the risk and rewards of ownership pass to the buyer, when the amount of revenue can be reliably measured, and when collection is reasonably assured. This generally occurs when the products are shipped from the Company's premises.

#### **Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of that asset. Other borrowing costs not directly attributable to a qualifying asset are expensed in the period incurred.

# BEVO AGRO INC.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

PERIODS ENDED DECEMBER 31 (Canadian \$)

(Unaudited – prepared by Management)

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### 2. Significant accounting policies (continued)

#### Property, plant and equipment

Land held for use in production or administration is stated at revalued amounts. Revalued amounts are fair values determined by appropriate external revaluation methods. Land is revalued every three years, with the next valuation to take place June 2014.

Any revaluation surplus arising upon appraisal of land is recognized in other comprehensive income and credited to the “revaluation reserve” in equity. Any revaluation decrease arising upon appraisal of land is charged to other comprehensive income.

As land is assumed to have an unlimited useful life, it is not depreciated. All other items of property, plant and equipment (“PPE”) are carried at cost less accumulated depreciation and accumulated impairment losses. The cost of an item of PPE consists of the purchase price and any costs directly attributable to bringing the asset to the location and condition necessary for its intended use.

When an item of plant and equipment comprises major components with different useful lives, the components are accounted for as separate items of plant and equipment.

Estimates of residual values and useful lives of all items of PPE are assessed annually.

Depreciation is provided using the declining balance method at the following annual rates:

Land improvements	5%
Buildings	2.5%-10%
Greenhouse, shade and packaging equipment	5%
Machinery and equipment	5-30%
Equipment under finance lease	10-30%
Capital projects in progress	See below

Capital projects in progress include PPE in the course of construction not yet completed and ready for intended use. Capital projects in progress are carried at cost less any impairment loss, and are classified to the appropriate category of PPE once completed and ready for use. Depreciation of these assets commences when the assets are ready for their intended use.

An item of PPE is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Gains and losses on disposal of PPE are determined by comparing the proceeds from disposal with the carrying value, and are recognized in profit or loss.

# **BEVO AGRO INC.**

## **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

PERIODS ENDED DECEMBER 31 (Canadian \$)

(Unaudited – prepared by Management)

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### **2. Significant accounting policies (continued)**

#### **Impairment**

At the end of each reporting period, the carrying amount of the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell, and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

An impairment loss is reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount. If an impairment loss reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. A reversal of impairment loss is recognized immediately in profit or loss.

#### **Deferred costs**

Development costs are expensed unless, in management's view, they meet specific criteria related to technical, market and financial feasibility, in which case they are deferred and amortized. Amortization is then calculated on a straight-line basis over the expected period of recovery from related future revenues. These costs are reviewed on an annual basis, and if there is found to be an impairment in value, any unamortized balance will be written off as a charge to operations.

#### **Goodwill**

Goodwill is recorded at cost less any reduction for impairment. Goodwill is tested for impairment on an annual basis or when events occur that may indicate impairment.

#### **Intangible assets**

Intangible assets are amortized over their estimated useful lives, unless the life is determined to be indefinite, in which case no amortization is taken. Intangible assets are tested for impairment on an annual basis or when events occur that may indicate impairment.

# **BEVO AGRO INC.**

## **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

PERIODS ENDED DECEMBER 31 (Canadian \$)

(Unaudited – prepared by Management)

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### **2. Significant accounting policies (continued)**

#### **Basic and diluted earnings (loss) per common share**

Basic earnings (loss) per share is computed by dividing net income (loss) by the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share reflects the potential dilution of common share equivalents, such as outstanding stock options, in the weighted average number of common shares outstanding during the period. The Company uses the treasury stock method for calculating diluted earnings (loss) per share.

#### **Share-based payment transactions**

The Company grants stock options to allow directors and employees to acquire common shares of the Company. The fair value of options granted is recognized as an expense with a corresponding credit to contributed surplus. If and when the stock options are ultimately exercised, the applicable amounts of contributed surplus are transferred to capital stock.

The fair value of stock options is measured on the grant date, using the Black-Scholes option pricing model, and is recognized over the vesting period. At each financial reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

#### **Leases**

Leases meeting certain criteria are accounted for as finance leases. The imputed interest is charged against operations. If the lease contains a term that allows ownership to pass to the Company, or there is a bargain purchase option, the capitalized value is amortized over the estimated useful life of the related asset. Otherwise, the capitalized value is amortized over the lesser of the lease term and its estimated useful life. All other leases are accounted for as operating leases and the leased assets are not recognized on the Company's balance sheet.

#### **Agriculture – biological assets**

International accounting standard 41 prescribes the accounting treatment for agricultural activity. Agricultural activity is the management by an entity of the biological transformation of biological assets for sale, into agricultural produce or into additional biological assets. A biological asset is a living animal or plant. Biological assets are recognized when the Company controls the asset as a result of past events, it is probable that future benefits will flow to the Company, and the fair value can be reliably measured. A biological asset is measured on initial recognition and at the end of each reporting period, at its fair value less costs to sell. Fair value is the current market value at which a willing buyer and seller would enter into a transaction. Changes in fair value less costs to sell are included in profit and loss for the period.

# **BEVO AGRO INC.**

## **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

PERIODS ENDED DECEMBER 31 (Canadian \$)

(Unaudited – prepared by Management)

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### **2. Significant accounting policies (continued)**

#### **Financial assets**

All financial assets are initially recorded at fair value and designated upon inception into one of the following four categories: fair value through profit or loss, held-to-maturity, loans and receivables or available-for-sale.

Financial assets classified as fair value through profit or loss (“FVTPL”) are measured at fair value with unrealized gains and losses recognized through earnings. The Company’s cash and cash equivalents are classified as FVTPL.

Financial assets classified as held-to-maturity and loans and receivables are measured at amortized cost. The Company’s accounts receivable are classified as loans-and-receivables. At December 31, 2013 the Company has not classified any financial assets as held-to-maturity.

Financial assets classified as available-for-sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income (loss) until the investment is no longer recognized or impaired, at which time the amounts would be recorded in net income. At December 31, 2013 the Company has not classified any financial assets as available-for-sale.

All financial assets except those measured at fair value through profit or loss are subject to review for impairment at each reporting date. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after initial recognition of the asset, the estimated future cash flows of the asset has been impacted.

#### **Financial liabilities**

All financial liabilities are initially recorded at fair value and designated upon inception into one of the following two categories: fair value through profit or loss or other financial liabilities.

Financial liabilities classified as fair value through profit or loss are measured at fair value with changes in fair value recognized in profit or loss. At December 31, 2013 the Company has not classified any financial liabilities as FVTPL.

Financial liabilities classified as other financial liabilities are measured at amortized cost using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and allocating interest expense over the relevant period. The Company’s bank indebtedness, accounts payable and accruals and long-term debt are classified as other financial liabilities.

Transaction costs other than those related to financial instruments classified as held-for-trading, which are expensed as incurred, are added to the fair value of the financial asset or financial liability on initial recognition and amortized using the effective interest method.

# **BEVO AGRO INC.**

## **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

PERIODS ENDED DECEMBER 31 (Canadian \$)

(Unaudited – prepared by Management)

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### **2. Significant accounting policies (continued)**

#### **Segment reporting**

The Company operates in a single operating segment – propagation and production of greenhouse products.

#### **Comprehensive income (loss)**

Comprehensive income (loss) is the overall change in the net assets of the Company for a period, other than changes attributable to transactions with shareholders. It is made up of net earnings (loss) and other comprehensive earnings (loss). Other comprehensive income (loss) consists of gains and losses affecting shareholders' equity that are excluded from net income (loss).

The Company has no material items of other comprehensive income (loss) in any period presented. Therefore, net income (loss) as presented in the Company's statement of operations equals comprehensive income (loss).

#### **Going concern**

These consolidated interim condensed financial statements have been prepared on the basis that the Company continue as a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of operations as they come due.

#### **Future accounting changes**

The IASB periodically issues new standards and amendments to existing standards. The following new accounting standards are those that the Company considers relevant to the Company. It is not intended to be a complete list of new pronouncements made. The Company has not yet assessed the impact of these standards or determined whether it will adopt these standards early.

*IFRS 9 – Financial Instruments* - Addresses the classification, measurement and de-recognition of financial assets and financial liabilities, and is effective January 1, 2015 with earlier adoption permitted.

## BEVO AGRO INC.

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

PERIODS ENDED DECEMBER 31 (Canadian \$)

(Unaudited – prepared by Management)

#### 3. Accounts receivable

	December 31, 2013		June 30, 2013		December 31, 2012
Trade receivables	\$ 1,842,791	\$	2,023,460	\$	1,737,598
Other receivables - AgriStability	250,629		-		-
GST / HST receivable	(39,638)		60,724		51,937
	<b>\$ 2,053,782</b>	<b>\$</b>	<b>2,084,184</b>	<b>\$</b>	<b>1,789,535</b>

#### 4. Inventories

	December 31, 2013		June 30, 2013		December 31, 2012
Supplies	\$ 1,506,944	\$	1,268,481	\$	1,436,498
Biological assets	2,776,506		614,448		2,442,927
	<b>\$ 4,283,450</b>	<b>\$</b>	<b>1,882,929</b>	<b>\$</b>	<b>3,879,425</b>

# BEVO AGRO INC.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

PERIODS ENDED DECEMBER 31 (Canadian \$)

(Unaudited – prepared by Management)

### 5. Property, plant and equipment

	Cost	Accumulated Depreciation	Net book value December 31, 2013
Land	\$ 5,940,000	\$ -	\$ 5,940,000
Land improvements	1,191,965	391,037	800,928
Buildings	1,141,979	393,593	748,386
Equipment under finance lease	306,111	241,112	64,999
Greenhouse, shade and packing equipment	33,900,814	14,419,745	19,481,069
Machinery and equipment	10,745,602	5,831,614	4,913,988
	<b>\$ 53,226,471</b>	<b>\$ 21,277,101</b>	<b>\$ 31,949,370</b>

	Cost	Accumulated Depreciation	Net book value June 30, 2013
Land	\$ 5,940,000	\$ -	\$ 5,940,000
Land improvements	1,099,717	370,966	728,751
Buildings	1,122,287	379,895	742,391
Equipment under finance lease	306,111	233,890	72,221
Greenhouse, shade and packing equipment	33,739,087	13,942,614	19,796,473
Machinery and equipment	10,038,088	5,733,689	4,304,400
	<b>\$ 52,245,290</b>	<b>\$ 20,661,054</b>	<b>\$ 31,584,236</b>

	Cost	Accumulated Depreciation	Net book value December 31, 2012
Land	\$ 5,940,000	\$ -	\$ 5,940,000
Land improvements	1,085,247	350,885	734,362
Buildings	1,122,287	365,573	756,714
Equipment under finance lease	464,079	288,838	175,241
Greenhouse, shade and packing equipment	33,719,937	13,414,432	20,305,505
Machinery and equipment	9,888,838	5,564,760	4,324,078
Capital projects in progress	7,852		7,852
	<b>\$ 52,228,240</b>	<b>\$ 19,984,488</b>	<b>\$ 32,243,752</b>

# BEVO AGRO INC.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

PERIODS ENDED DECEMBER 31 (Canadian \$)

(Unaudited – prepared by Management)

### 5. Property, plant and equipment (continued)

	Opening net book value June 30, 2013	Additions	Disposals	Depreciation	Closing net book value Dec 31, 2013
Land	\$ 5,940,000	\$ -	\$ -	\$ -	\$ 5,940,000
Land improvements	728,751	92,248	-	20,071	800,928
Buildings	742,391	19,692	-	13,697	748,386
Equipment under finance lease	72,221	-	-	7,222	64,999
Greenhouse and packing equipment	19,796,473	185,036	-	500,440	19,481,069
Machinery and equipment	4,304,400	841,105	9,438	222,079	4,913,988
	<b>\$ 31,584,236</b>	<b>\$ 1,138,081</b>	<b>\$ 9,438</b>	<b>\$ 763,509</b>	<b>\$ 31,949,370</b>

	Net book value June 30, 2012	Additions/ reclassifications	Disposals	Depreciation	Net book value June 30, 2013
Land	\$ 5,940,000	\$ -	\$ -	\$ -	\$ 5,940,000
Land improvements	673,703	93,057	-	38,009	728,751
Buildings	771,037	-	-	28,646	742,391
Equipment under finance lease	191,889	(101,613)	-	18,055	72,221
Greenhouse and packing equipment	20,821,180	31,150	-	1,055,857	19,796,473
Machinery and equipment	4,302,997	495,222	53,677	440,142	4,304,400
	<b>\$ 32,700,806</b>	<b>\$ 517,816</b>	<b>\$ 53,677</b>	<b>\$ 1,580,709</b>	<b>\$ 31,584,236</b>

	Opening net book value June 30, 2012	Additions	Disposals	Depreciation	Closing net book value Dec 31, 2012
Land	\$ 5,940,000	\$ -	\$ -	\$ -	\$ 5,940,000
Land improvements	673,703	78,587	-	17,928	734,362
Buildings	771,037	-	-	14,323	756,714
Equipment under finance lease	191,889	-	-	16,648	175,241
Greenhouse and packing equipment	20,821,180	12,000	-	527,675	20,305,505
Machinery and equipment	4,302,997	231,624	11,321	199,222	4,324,078
Capital projects in progress	-	7,852	-	-	7,852
	<b>\$ 32,700,806</b>	<b>\$ 330,063</b>	<b>\$ 11,321</b>	<b>\$ 775,796</b>	<b>\$ 32,243,752</b>

## BEVO AGRO INC.

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

PERIODS ENDED DECEMBER 31 (Canadian \$)

(Unaudited – prepared by Management)

#### 6. Deferred costs

	December 31, 2013	June 30, 2013	December 31, 2012
Deferred investment tax credit expenditures	\$ -	\$ -	\$ 185,344

Deferred investment tax credit (ITC) expenditures consist of costs incurred for the submission of Scientific Research & Experimental Development claims.

#### 7. Goodwill

	December 31, 2013	June 30, 2013	December 31, 2012
Goodwill	\$ 522,665	\$ 522,665	\$ 522,665

Goodwill represents the excess of the purchase price over the fair values of net assets acquired in the acquisition of a propagation greenhouse facility and wood fuel supply facility.

#### 8. Bank indebtedness

The Company has a revolving line of credit with the Bank of Montreal in the amount of \$2,000,000. This line of credit bears interest at prime plus 0.50%, is due on demand, and is secured by a first charge on accounts receivable. There was no balance on the line of credit at December 31, 2013.

#### 9. Accounts payable and accruals

	December 31, 2013	June 30, 2013	December 31, 2012
Trade payables	\$ 1,709,585	\$ 761,459	\$ 1,313,283
Other accruals	288,922	440,768	305,905
Customer deposits	3,418,648	17,856	1,798,143
	\$ 5,417,155	\$ 1,220,083	\$ 3,417,331

## BEVO AGRO INC.

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

PERIODS ENDED DECEMBER 31 (Canadian \$)

(Unaudited – prepared by Management)

#### 10. Long-term debt

	December 31, 2013	June 30, 2013	December 31, 2012
FCC term loan #1, maturing July 1, 2016, carries interest at FCC's fixed rate of 4.45%, repayable with blended monthly payments of \$67,597	\$ 8,680,244	\$ 8,890,796	\$ 9,099,194
FCC term loan #2, maturing July 1, 2018, carries interest at FCC's fixed rate of 3.995%, repayable with blended monthly payments of \$78,995	7,545,014	7,870,855	8,198,060
FCC term loan #3, maturing July 1, 2016, carries interest at FCC's variable rate minus 0.5% (currently 3.5%), repayable with blended monthly payments of \$17,360	2,849,266	2,903,212	2,956,966
FCC advancer loan, maturing November 1, 2015, carries interest at FCC's variable rate minus 0.25% (currently 3.75%), payable with monthly payments of interest only	1,000,000	-	1,000,000
Deferred borrowing costs	(81,670)	(84,768)	(87,810)
	19,992,854	19,580,095	21,166,410
Less: current portion of long-term debt	1,202,933	1,186,530	1,177,652
<b>Long-term debt</b>	<b>\$ 18,789,921</b>	<b>\$ 18,393,565</b>	<b>\$ 19,988,758</b>

The Farm Credit Canada term loans are secured by a general security agreement, first mortgages on the Company land and buildings, assignments of insurance and a limited guarantee from a related company.

The deferred borrowing costs are amortized as the principal on the loan is repaid and are included as interest on term debt (Note 21).

# BEVO AGRO INC.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

PERIODS ENDED DECEMBER 31 (Canadian \$)

(Unaudited – prepared by Management)

### 10. Long-term debt (continued)

Principal repayments required to be made in each of the next four years and thereafter are as follows:

	December 31, 2013	June 30, 2013	December 31, 2012
2013	\$ -	\$ -	\$ 1,177,652
2014	1,202,933	1,186,530	1,223,623
2015	1,253,331	1,227,797	1,271,414
2016	1,303,937	1,277,367	1,319,275
2017	1,360,504	1,332,775	-
Thereafter	14,953,819	14,640,394	16,262,256
Less: deferred borrowing costs	(81,670)	(84,768)	(87,810)
	\$ 19,992,854	\$ 19,580,095	\$ 21,166,410

### 11. Obligations under finance leases

	December 31, 2013	June 30, 2013	December 31, 2012
Obligations under finance leases	\$ 94,248	\$ 110,391	\$ 159,028
Less: imputed interest	8,285	11,213	16,381
Present value of minimum lease payments	85,963	99,178	142,647
Less: current portion	27,723	26,872	56,695
Long-term portion	\$ 58,240	\$ 72,306	\$ 85,952

Future minimum lease payments for the next five years and thereafter are as follows:

	December 31, 2013	June 30, 2013	December 31, 2012
Less than one year	\$ 27,723	\$ 26,872	\$ 56,695
Between one and five years	58,240	72,306	85,952
More than five years	-	-	-
	\$ 85,963	\$ 99,178	\$ 142,647

Annualized interest rate is 6.25%.

## BEVO AGRO INC.

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

PERIODS ENDED DECEMBER 31 (Canadian \$)

(Unaudited – prepared by Management)

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#### 12. Deferred income tax liability

The company has recorded a provision for estimated deferred income tax liability as follows:

	<b>December 31, 2013</b>	June 30, 2013	December 31, 2012
Opening balance - beginning of period/year	\$ 1,149,099	\$ 1,587,117	\$ 1,174,689
Estimated deferred income tax liability (adjustment on current earnings (losses))	<b>(144,840)</b>	(412,428)	(247,900)
Closing balance - end of period/year	<b>\$ 1,004,259</b>	\$ 1,149,099	\$ 926,789

# BEVO AGRO INC.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

PERIODS ENDED DECEMBER 31 (Canadian \$)

(Unaudited – prepared by Management)

### 13. Capital stock

#### Authorized:

Unlimited common shares without par value

#### Issued:

	Number of Shares	Amount
Issued and outstanding as at December 31, 2013, June 30, 2013 and December 31, 2012	25,535,933	\$ 4,008,443

(a) Summary of stock options outstanding and exercisable as at December 31, 2013:

Security type	Number outstanding	Price	Expiry date
Stock options	750,000	\$ 0.18	May 11, 2021

(b) The Company adopted a stock option plan in 2004, which reserved 2,411,900 shares for issuance under Plan options and any outstanding prior options granted outside of the Plan. Shares reserved under Plan options or prior options that expire, terminate or otherwise cease to be exercisable will become available for the issuance of future options under the Plan, subject to the 2,411,900 share maximum.

(c) On May 11, 2011, the Company granted stock options under its 2004 stock option plan to directors and officers for the purchase of common shares at a price of \$0.18 per share. One-third of these options vested on May 11, 2011, one-third vested on May 11, 2012 and one-third vested on May 11, 2013. The options will expire on May 11, 2021.

(d) Contributed surplus

Contributed surplus is comprised of the following:

Balance, June 30, 2012	\$ 100,119
Stock - based compensation for 2013	4,255
Balance, June 30, 2013	104,374
Stock - based compensation for the first six months	-
Balance, December 31, 2013	\$ 104,374

During the year ended June 30, 2013, the compensation cost of stock options vested was \$4,255, which was included in expenses.

# BEVO AGRO INC.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

PERIODS ENDED DECEMBER 31 (Canadian \$)

(Unaudited – prepared by Management)

### 14. Capital Management

The Company defines capital that it manages as its shareholders' equity. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its business and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. As at December 31, 2013, total managed capital was \$14,078,285, compared to \$14,414,327 as at June 30, 2013 and \$13,717,605 as at December 31, 2012.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may issue shares, acquire debt, or acquire or dispose of assets.

In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. These budgets are approved by the Company's Board of Directors.

In order to maximize its ongoing operations, the Company does not pay out dividends. The Company's investment policy is to invest its cash in capital assets for future corporate growth.

The Company expects the capital resources available to it will be sufficient to carry its business and operations for the next twelve months.

There were no changes in the Company's approach to capital management during the quarter ended December 31, 2013. The Company is not subject to externally imposed capital requirements.

### 15. Changes in non-cash working capital

	<b>For the three months ended December 31, 2013</b>	<b>For the six months ended December 31, 2013</b>	For the three months ended December 31, 2012	For the six months ended December 31, 2012
Accounts receivable	\$ (1,120,369)	\$ 30,402	\$ (858,324)	\$ 299,367
Inventories	(1,439,238)	(2,400,521)	(1,592,886)	(2,289,944)
Prepaid expenses and deposits	(90,668)	(400,928)	(34,838)	(34,838)
Accounts payable and accruals	3,864,837	4,197,072	2,562,571	1,995,635
	<b>\$ 1,214,562</b>	<b>\$ 1,426,025</b>	<b>\$ 290,275</b>	<b>\$ (99,780)</b>

# **BEVO AGRO INC.**

## **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

PERIODS ENDED DECEMBER 31 (Canadian \$)

(Unaudited – prepared by Management)

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### **16. Financial instruments and risk management**

The carrying values of cash, accounts receivable, bank indebtedness, and accounts payable and accruals approximate their fair values because of the short-term maturity of these financial instruments.

The carrying value of long-term debt approximates its fair value upon initial recognition and subsequent to that date it has been amortized using the effective interest rate method. At December 31, 2013, its carrying value approximates its fair value.

The following classifies financial assets and liabilities that are recognized on the balance sheet at fair value in a hierarchy that is based on significance of the inputs used in making the measurements. The levels in the hierarchy are as follows:

- Level 1- Quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly
- Level 3 – Inputs for the asset or liability that are not based on observable market data

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

#### **Foreign currency risk**

Foreign currency risk is the risk that variations in exchange rates between currencies will affect the Company's operating and financial results. The Company is exposed to foreign currency fluctuations to the extent revenues earned and expenditures incurred by the Company are not denominated in Canadian dollars. From time to time the Company enters into foreign currency contracts to manage foreign currency risk.

At December 31, 2013, the Canadian/U.S. foreign exchange rate was CA\$1.00 = US\$0.9412 (December 31, 2012 – US\$1.003).

The Company currently has a U.S. dollar bank account balance of \$31,337, U.S. dollar accounts receivables of \$861,298, U.S. dollar accounts payables of \$382,657 and U.S. dollar customer deposits of \$48,217. A change of \$0.10 in the Canadian dollar would not have a significant impact on the Company's income and comprehensive income for the year.

# BEVO AGRO INC.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

PERIODS ENDED DECEMBER 31 (Canadian \$)

(Unaudited – prepared by Management)

### 16. Financial instruments and risk management (continued)

#### Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations, investing and financing activities. At December 31, 2013, the Company's working capital balance was \$1,458,670, which indicates an ability to meet short-term obligations.

The following are the contractual maturities of financial liabilities as at December 31, 2013:

	Total	< 1 year	1-3 years	> 3 years
Accounts payable and accruals	\$ 5,417,155	\$ 5,417,155	\$ -	\$ -
Obligations under finance leases	85,963	27,723	58,240	-
Long-term debt	19,992,854	1,202,933	3,917,772	14,872,149
	\$ 25,495,972	\$ 6,647,811	\$ 3,976,012	\$ 14,872,149

It is the Company's intention to meet these obligations through the collection of current accounts receivable and cash from sales. If resources and operations fail to generate sufficient cash to satisfy its obligations, the Company may seek to arrange debt or other financing.

#### Interest rate risk

Interest rate risk consists of two components:

- To the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in prevailing market interest rates, the Company is exposed to interest rate cash flow risk.
- To the extent that changes in prevailing market interest rates differ from the interest rates in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk.

The Company's long-term debt is primarily at fixed interest rates. However, approximately 15% of the long-term debt is at variable interest rates and, therefore, the Company is exposed to interest rate cash flow risk during the term of the debt. A plus or minus 1% change in market interest rates would not have a significant effect on the Company's income and comprehensive income for the year.

# BEVO AGRO INC.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

PERIODS ENDED DECEMBER 31 (Canadian \$)

(Unaudited – prepared by Management)

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### 16. Financial instruments and risk management (continued)

#### Credit risk

Credit risk is the risk that a party to one of the Company's financial instruments will fail to discharge an obligation and will cause the Company to incur a financial loss. The Company is exposed to credit risk with respect to its cash and cash equivalents and accounts receivable. Cash and cash equivalents are placed with a major Canadian financial institution. Accounts receivable are from geographically dispersed customers and substantial portions are from customers with whom long-term business relationships have been established.

### 17. Commitments

#### Operating leases

The Company has entered into an automobile operating lease. The future minimum lease payments for the next five years and thereafter are as follows:

	December 31, 2013		June 30, 2013		December 31, 2012
Less than one year	\$ 19,192	\$	19,192	\$	17,448
Between one and five years	30,386		39,984		36,350
More than five years	-		-		-
	\$ 49,578	\$	59,176	\$	53,798

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# BEVO AGRO INC.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

PERIODS ENDED DECEMBER 31 (Canadian \$)

(Unaudited – prepared by Management)

### 18. Related party transactions

The Company participated in transactions with related parties as follows:

	<b>For the three months ended December 31, 2013</b>	<b>For the six months ended December 31, 2013</b>	For the three months ended December 31, 2012	For the six months ended December 31, 2012
Management fees paid to a company that owns a majority of the outstanding shares	\$ 126,000	\$ 252,000	\$ 126,000	\$ 252,000
Directors fees	19,000	38,000	19,000	38,000

The president and vice-president provide management services to the Company through their management company. The management fees are approved annually by the Board of Directors.

All of the above transactions and balances are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

### 19. Sales

	<b>For the three months ended December 31, 2013</b>	<b>For the six months ended December 31, 2013</b>	For the three months ended December 31, 2012	For the six months ended December 31, 2012
Sales				
-propagation	\$ 4,908,820	\$ 7,075,025	\$ 4,822,539	\$ 6,988,946
-AgriStability payment	250,629	250,629	-	-
-other income (losses)	46,788	30,759	29,568	(53,956)
	\$ 5,206,237	\$ 7,356,413	\$ 4,852,107	\$ 6,934,990

AgriStability is a federal program that provides financial assistance to farms that experience declines in sales and margins due to weather, disease and low market prices. Payments are made in the form of grants, which require no repayment. The AgriStability payment of \$250,629 represents a payment for the 2011 program year.

## BEVO AGRO INC.

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

PERIODS ENDED DECEMBER 31 (Canadian \$)

(Unaudited – prepared by Management)

#### 20. Selling, general and administrative expenses

	For the three months ended December 31, 2013	For the six months ended December 31, 2013	For the three months ended December 31, 2012	For the six months ended December 31, 2012
General operating	\$ 337,996	\$ 567,544	\$ 322,366	\$ 538,672
Employee wages and benefits	283,749	562,659	273,944	541,373
Depreciation	388,412	763,509	389,255	775,796
	\$ 1,010,157	\$ 1,893,712	\$ 985,565	\$ 1,855,841

#### 21. Interest

	For the three months ended December 31, 2013	For the six months ended December 31, 2013	For the three months ended December 31, 2012	For the six months ended December 31, 2012
Interest expense				
-operating line of credit	\$ 11,913	\$ 13,050	\$ 6,605	\$ 19,167
-long-term debt	199,394	401,814	210,596	416,683
-finance leases	1,424	2,940	3,877	8,427
-deferred financing costs	1,562	3,098	1,483	2,939
-other	116	578	114	570
	\$ 214,409	\$ 421,480	\$ 222,675	\$ 447,786

## BEVO AGRO INC.

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

PERIODS ENDED DECEMBER 31 (Canadian \$)

(Unaudited – prepared by Management)

#### 22. Segmented information

The company operates in the following industry segment: propagation and production of greenhouse products. Geographic information is as follows:

	For the six months ended December 31, 2013	For the six months ended December 31, 2013	For the six months ended December 31, 2013	For the six months ended December 31, 2013
	Assets	Property, plant and equipment	Goodwill	Sales
Canada	\$ 40,578,516	\$ 31,949,370	\$ 522,665	\$ 5,072,953
United States	-	-	-	2,283,460
	\$ 40,578,516	\$ 31,940,370	\$ 522,665	\$ 7,356,413

	For the six months ended December 31, 2012	For the six months ended December 31, 2012	For the six months ended December 31, 2012	For the six months ended December 31, 2012
	Assets	Property, plant and equipment	Goodwill	Sales
Canada	\$ 39,370,782	\$ 32,243,752	\$ 522,665	\$ 4,723,474
United States	-	-	-	2,211,516
	\$ 39,370,782	\$ 32,243,752	\$ 522,665	\$ 6,934,990