

**BEVO AGRO INC.**

**CONSOLIDATED INTERIM CONDENSED  
FINANCIAL STATEMENTS**

**DECEMBER 31, 2017**

(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 STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

PERIODS ENDED DECEMBER 31 (Expressed in Canadian \$)

(Unaudited – prepared by Management)

	December 31, 2017	June 30, 2017	December 31, 2016
<b>ASSETS</b>			
<b>Current</b>			
Cash [Note 9]	\$ 926,167	\$ 4,811,556	\$ 1,730,196
Accounts receivable [Note 3 and 9]	3,880,386	2,808,956	3,070,087
Inventories [Note 4]	3,170,149	1,979,031	2,507,013
Biological assets [Note 5]	3,369,467	991,919	2,876,221
Prepaid expenses and deposits	188,924	103,213	238,039
	<b>11,535,093</b>	<b>10,694,675</b>	<b>10,421,556</b>
Property, plant and equipment [Note 6]	43,722,250	42,810,896	42,818,054
Investment in associate [Note 7]	110,000	-	-
Goodwill [Note 8]	522,665	522,665	522,665
	<b>\$ 55,890,008</b>	<b>\$ 54,028,236</b>	<b>\$ 53,762,275</b>
<b>LIABILITIES</b>			
<b>Current</b>			
Accounts payable and accruals [Note 10]	\$ 5,214,754	\$ 2,613,678	\$ 6,060,508
Current portion of long-term debt [Note 11]	2,253,545	2,287,213	2,317,313
Current portion of obligations under finance leases	-	-	-
	<b>7,468,299</b>	<b>4,900,891</b>	<b>8,377,821</b>
Long-term debt [Note 11]	21,070,105	22,101,699	22,672,268
Deferred income tax liability [Note 12]	3,447,095	3,378,695	2,416,554
	<b>31,985,499</b>	<b>30,381,285</b>	<b>33,466,643</b>
<b>SHAREHOLDERS' EQUITY [Note 15]</b>			
Capital stock [Note 13]	4,142,403	4,105,203	4,017,454
Contributed surplus [Note 13]	237,705	245,925	230,729
Revaluation surplus	742,500	742,500	742,500
Non-controlling interest [Note 14]	-	427,130	(124,800)
Retained earnings	18,781,901	18,126,193	15,429,749
	<b>23,904,509</b>	<b>23,646,951</b>	<b>20,295,632</b>
	<b>\$ 55,890,008</b>	<b>\$ 54,028,236</b>	<b>\$ 53,762,275</b>

Commitments [Note 18]

Authorized for issue by the board of directors on February 5, 2018:

“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 (Expressed in Canadian \$)

(Unaudited – prepared by Management)

	For the three months ended December 31, 2017	For the six months ended December 31, 2017	For the three months ended December 31, 2016	For the six months ended December 31, 2016
<b>Revenue [Note 20]</b>	\$ 5,580,874	\$ 10,091,467	\$ 6,847,115	\$ 11,347,268
<b>Cost of sales</b>	3,944,248	7,032,839	4,876,344	8,327,385
<b>Gross margin</b>	1,636,626	3,058,628	1,970,771	3,019,883
<b>Expenses</b>				
Selling, general and administrative expenses [Note 21]	1,238,712	2,402,787	1,125,615	2,126,020
<b>Income from operations</b>	397,914	655,841	845,156	893,863
<b>Other income (expenses)</b>				
Interest expense [Note 22]	(193,317)	(390,515)	(200,032)	(398,028)
<b>Income before income taxes</b>	204,597	265,326	645,124	495,835
Provision for income taxes - deferred	52,600	68,400	168,315	129,500
<b>Net income and comprehensive income for the period</b>	151,997	196,926	476,809	366,335
<b>Retained earnings, beginning of the period</b>	18,629,904	18,126,193	14,952,940	15,063,414
<b>Retained earnings, end of the period</b>	\$ 18,781,901	\$ 18,781,901	\$ 15,429,749	\$ 15,429,749
<b>Basic and diluted earnings per share [Note 24]</b>	\$ 0.01	\$ 0.01	\$ 0.01	\$ 0.01
<b>Weighted average number of common shares outstanding</b>	26,115,933	26,115,933	25,574,933	25,574,933

UNAUDITED

See accompanying Notes to the Financial Statements

# BEVO AGRO INC.

## CONSOLIDATED INTERIM CONDENSED STATEMENTS OF CASH FLOWS

PERIODS ENDED DECEMBER 31 (Expressed in Canadian \$)

(Unaudited – prepared by Management)

	For the three months ended December 31, 2017	For the six months ended December 31, 2017	For the three months ended December 31, 2016	For the six months ended December 31, 2016
<b>Cash flows from (used by) operating activities</b>				
Net income and comprehensive income for the period	\$ 151,997	\$ 196,926	\$ 476,809	\$ 366,335
Items not involving cash				
Depreciation of property, plant and equipment	598,165	1,153,382	474,811	904,885
Deferred income tax expense	52,600	68,400	168,315	129,500
Changes in non-cash working capital [Note 16]	345,224	(2,124,731)	1,070,991	(176,520)
Other items	-	31,652	-	-
	<b>1,147,986</b>	<b>(674,371)</b>	<b>2,190,926</b>	<b>1,224,200</b>
<b>Cash flows from (used by) investing activities</b>				
Acquisition of property, plant and equipment	(1,958,648)	(2,069,235)	(1,641,204)	(5,339,267)
Investment in CubicFarm Systems Corp.	-	(110,000)	-	-
Proceeds on disposal of property, plant and equipment	-	4,500	-	6,402
	<b>(1,958,648)</b>	<b>(2,174,735)</b>	<b>(1,641,204)</b>	<b>(5,332,865)</b>
<b>Cash flows from (used by) financing activities</b>				
Long-term debt repayments	(517,817)	(1,065,263)	(434,461)	(868,559)
Advances under long-term debt – FCC transition loan	-	-	-	833,334
Advances under long-term debt – FCC construction loan	-	-	1,346,604	4,711,059
Note payable for purchase of greenhouse	-	-	-	(833,333)
Advances (repayments) of obligations under finance leases	-	-	(5,354)	(13,265)
Non-controlling interest	-	-	(30,979)	(30,979)
Exercise of stock options [Note 13]	28,980	28,980	2,790	2,790
	<b>(488,837)</b>	<b>(1,036,283)</b>	<b>878,600</b>	<b>3,801,047</b>
<b>Increase (decrease) in cash</b>	<b>(1,299,499)</b>	<b>(3,885,389)</b>	<b>1,428,322</b>	<b>(307,618)</b>
Cash, beginning of period	2,225,666	4,811,556	301,874	2,037,814
<b>Cash, end of period</b>	<b>\$ 926,167</b>	<b>\$ 926,167</b>	<b>\$ 1,730,196</b>	<b>\$ 1,730,196</b>
<b>Supplementary information:</b>				
Interest paid [Note 22]	\$ 191,388	\$ 386,689	\$ 198,202	\$ 394,995

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See accompanying Notes to the Financial Statements

## BEVO AGRO INC.

### CONSOLIDATED INTERIM CONDENSED STATEMENT OF CHANGES IN EQUITY

PERIODS ENDED DECEMBER 31 (Expressed in Canadian \$)

(Unaudited – prepared by Management)

	Capital stock	Contributed surplus	Revaluation Surplus	Non-controlling interest	Retained earnings	Total equity
<b>Balance at June 30, 2017</b>	<b>\$ 4,105,203</b>	<b>\$ 245,925</b>	<b>\$ 742,500</b>	<b>\$ 427,130</b>	<b>\$ 18,126,193</b>	<b>\$ 23,646,951</b>
Net income and comprehensive income for the six months	-	-	-	-	196,926	196,926
Non-controlling interest	-	-	-	(427,130)	458,782	31,652
Exercise of stock options	37,200	(8,220)	-	-	-	28,980
<b>Balance at December 31, 2017</b>	<b>\$ 4,142,403</b>	<b>\$ 237,705</b>	<b>\$ 742,500</b>	<b>\$ -</b>	<b>\$ 18,781,901</b>	<b>\$ 23,904,509</b>

	Capital stock	Contributed surplus	Revaluation Surplus	Non-controlling interest	Retained earnings	Total equity
<b>Balance at June 30, 2016</b>	<b>\$ 4,013,873</b>	<b>\$ 231,520</b>	<b>\$ 742,500</b>	<b>\$ (93,821)</b>	<b>\$ 15,063,414</b>	<b>\$ 19,957,486</b>
Net income and comprehensive income for the six months	-	-	-	-	366,335	366,335
Non-controlling interest	-	-	-	(30,979)	-	(30,979)
Exercise of stock options	3,581	(791)	-	-	-	2,790
<b>Balance at December 31, 2016</b>	<b>\$ 4,017,454</b>	<b>\$ 230,729</b>	<b>\$ 742,500</b>	<b>\$ (124,800)</b>	<b>\$ 15,429,749</b>	<b>\$ 20,295,632</b>

UNAUDITED

See accompanying Notes to the Financial Statements

# **BEVO AGRO INC.**

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

PERIODS ENDED DECEMBER 31 (Expressed in 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 53 acres of propagation greenhouse facilities on 98 acres of land in Milner, BC and 20 acres of land in Pitt Meadows, 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 IAS 34, “Interim Financial Reporting” using accounting policies consistent with International Financial Reporting Standards (“IFRS”).

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 Agro Inc. (Nevada) and Bevo Farms Inc. (Arizona). 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 (Expressed in Canadian \$)

(Unaudited – prepared by Management)

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

#### **Use of estimates and judgements**

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, liabilities, income and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgements, 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, estimates of goodwill impairment, recovery of accounts receivable, fair value of financial instruments, choice of revaluation frequency on property, plant and equipment measured at revalued amounts, 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. 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.



# **BEVO AGRO INC.**

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

PERIODS ENDED DECEMBER 31 (Expressed in Canadian \$)

(Unaudited – prepared by Management)

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

#### **Biological assets**

International Accounting Standard 41, “Agriculture”, 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 price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. Cost may approximate fair value when the biological asset is at the early stage of its life and little biological transformation has taken place since the initial cost was incurred.

For vegetable plants with a grow life of 10 weeks or less, the Company has determined that fair value is determinable only at the end of the propagation growth cycle at which point the plants are delivered to the customer and revenue is recorded. For bedding / floral plants which have a grow life of up to 50 weeks, the Company has determined that fair value is determinable at the point at which the plants are spaced, which ranges from week 12 to 25 of the growth cycle. Prior to the spacing date, the cost approximates fair value as little biological transformation has taken place. After the spacing date, the fair value is calculated as the present value of the contracted sales price less estimated costs to sell and estimated costs to complete the growth cycle. Cash flows are discounted at a rate of 10% over the period from fiscal period to end of shipping date, all of which represent Level 3 of the fair value hierarchy. These estimates are subject to volatility in market prices and several uncontrollable factors, which could significantly affect the fair value of biological assets in future periods.

#### **Income taxes**

The Company follows the balance sheet 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 substantively enacted. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilized. Offsetting of deferred tax assets and liabilities occurs when the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

# **BEVO AGRO INC.**

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

PERIODS ENDED DECEMBER 31 (Expressed in Canadian \$)

(Unaudited – prepared by Management)

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

#### **Trade receivables**

Trade receivables are measured at amortized cost net of allowance for uncollectible amounts. The Company determines its allowance based on a number of factors, including length of time an account is past due, the customer's previous loss history, and the ability of the customer to pay its obligation to the Company. The Company writes off receivables when they become uncollectible.

#### **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, the amount of revenue can be reliably measured, the costs and possible return of goods can be reliably measured, there is no continuing management involvement or control with the goods, 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 (Expressed in 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 accounted for using the revaluation model and 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 2017.

Any revaluation surplus arising upon appraisal of land is recognized in other comprehensive income and credited to “revaluation surplus” in equity. Any revaluation decrease arising upon appraisal of land is charged to other comprehensive loss and, to the extent of any credit balance existing, debited to revaluation surplus in equity with the excess recognized in net income or loss.

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 (Expressed in 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.

# **BEVO AGRO INC.**

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

PERIODS ENDED DECEMBER 31 (Expressed in 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 are 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. The Black-Scholes options pricing model considers the following inputs:

- Exercise price
- Expected life of the award
- Expected volatility
- Current market price of the underlying shares
- Risk-free interest rate
- Dividend yield

#### **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.

# **BEVO AGRO INC.**

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

PERIODS ENDED DECEMBER 31 (Expressed in 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, 2017 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, 2017 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, 2017 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 FVTPL, 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 (Expressed in 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).

#### 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 now or in the future. It is not intended to be a complete list of new pronouncements made.

*IFRS 9 – Financial Instruments* - Addresses the classification, measurement and de-recognition of financial assets and financial liabilities, and is effective January 1, 2018, with earlier adoption permitted. IFRS 9 is not expected to have a material impact on the amounts recorded in the consolidated financial statements of the Company.

*IFRS 15 – Revenue from Contracts with Customers* - On May 28, 2014 the IASB issued IFRS 15 Revenue from Contracts with Customers. The new standard is effective for annual periods beginning on or after January 1, 2018. Earlier application is permitted. The standard contains a single model that applies to contracts with customers and two approaches to recognising revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. The extent of the impact of adoption of the standard has not yet been determined.

*IFRS 16 – Leases* - On January 13, 2016 the IASB issued IFRS 16 Leases. The new standard is effective for annual periods beginning on or after January 1, 2019. Earlier application is permitted for entities that apply IFRS 15 Revenue from Contracts with Customers at or before the date of initial adoption of IFRS 16. IFRS 16 will replace IAS 17 Leases. This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The extent of the impact of adoption of the standard has not yet been determined.

## BEVO AGRO INC.

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

PERIODS ENDED DECEMBER 31 (Expressed in Canadian \$)

(Unaudited – prepared by Management)

#### 3. Accounts receivable

	December 31, 2017		June 30, 2017		December 31, 2016
Trade receivables	\$ 3,809,756	\$	2,355,612	\$	3,098,170
Receivable – related party	-		396,000		-
GST receivable (payable)	70,630		57,344		(28,083)
	<b>\$ 3,880,386</b>	<b>\$</b>	<b>2,808,956</b>	<b>\$</b>	<b>3,070,087</b>

#### 4. Inventories

	December 31, 2017		June 30, 2017		December 31, 2016
Supplies inventory	\$ 3,170,149	\$	1,979,031	\$	2,507,013

#### 5. Biological assets

	December 31, 2017		June 30, 2017		December 31, 2016
Bedding / floral plants	\$ 1,132,408	\$	761,011	\$	802,894
Vegetable plants	2,237,059		230,908		2,073,327
Total biological assets	<b>\$ 3,369,467</b>	<b>\$</b>	<b>991,919</b>	<b>\$</b>	<b>2,876,221</b>



# BEVO AGRO INC.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

PERIODS ENDED DECEMBER 31 (Expressed in Canadian \$)

(Unaudited – prepared by Management)

### 6. Property, plant and equipment

	Cost/ Fair value	Accumulated Depreciation	Net book value December 31, 2017
Land*	\$ 8,330,000	\$ -	\$ 8,330,000
Land improvements	1,777,336	576,191	1,201,145
Buildings	2,149,117	624,980	1,524,137
Greenhouse, shade and packing equipment	44,560,873	18,923,593	25,637,280
Machinery and equipment	14,238,290	8,391,846	5,846,444
Capital projects in progress	1,183,244	-	1,183,244
	<b>\$ 72,238,860</b>	<b>\$ 28,516,610</b>	<b>\$ 43,722,250</b>

	Cost/ Fair value	Accumulated Depreciation	Net book value June 30, 2017
Land*	\$ 8,330,000	\$ -	\$ 8,330,000
Land improvements	1,528,910	549,816	979,094
Buildings	2,149,117	591,325	1,557,792
Equipment under finance lease	306,111	276,529	29,582
Greenhouse, shade and packing equipment	43,836,473	18,264,749	25,571,724
Machinery and equipment	13,970,809	7,743,040	6,227,769
Capital projects in progress	114,935	-	114,935
	<b>\$ 70,236,355</b>	<b>\$ 27,425,459</b>	<b>\$ 42,810,896</b>

	Cost/ Fair value	Accumulated Depreciation	Net book value December 31, 2016
Land*	\$ 8,330,000	\$ -	\$ 8,330,000
Land improvements	1,470,282	524,623	945,659
Buildings	2,091,809	556,624	1,535,185
Equipment under finance lease	306,111	272,831	33,280
Greenhouse, shade and packing equipment	43,594,714	17,576,474	26,018,240
Machinery and equipment	13,386,637	7,527,724	5,858,913
Capital projects in progress	96,777	-	96,777
	<b>\$ 69,276,330</b>	<b>\$ 26,458,276</b>	<b>\$ 42,818,054</b>

\*Original carrying value of land is \$3,806,212

# BEVO AGRO INC.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

PERIODS ENDED DECEMBER 31 (Expressed in Canadian \$)

(Unaudited – prepared by Management)

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

	Net book value June 30, 2017	Additions/ (revaluations)	Disposals	Depreciation	Net book value Dec 31, 2017
Land	\$ 8,330,000	\$ -	\$ -	\$ -	\$ 8,330,000
Land improvements	979,094	248,427	-	26,375	1,201,145
Buildings	1,557,792	-	-	33,655	1,524,137
Equipment under finance lease	29,582	(29,582)	-	-	-
Greenhouse and packing equipment	25,571,724	724,399	-	658,843	25,637,280
Machinery and equipment	6,227,769	57,684	4,500	434,509	5,846,444
Capital projects in progress	114,935	1,068,308	-	-	1,183,244
	\$ 42,810,896	\$ 2,069,235	\$ 4,500	\$ 1,153,382	\$ 43,722,250

	Net book value June 30, 2016	Additions/ (revaluations)	Disposals	Depreciation	Net book value June 30, 2017
Land	\$ 8,330,000	\$ -	\$ -	\$ -	\$ 8,330,000
Land improvements	827,410	199,336	-	47,652	979,094
Buildings	1,457,069	168,217	-	67,494	1,557,792
Equipment under finance lease	36,977	-	-	7,395	29,582
Greenhouse and packing equipment	18,566,777	8,352,572	-	1,226,220	25,571,724
Machinery and equipment	5,149,918	1,692,003	10,865	724,692	6,227,769
Capital projects in progress	4,021,923	(3,906,988)	-	-	114,935
	\$ 38,390,074	\$ 6,505,140	\$ 10,865	\$ 2,073,453	\$ 42,810,896

	Net book value June 30, 2016	Additions/ (revaluations)	Disposals	Depreciation	Net book value Dec 31, 2016
Land	\$ 8,330,000	\$ -	\$ -	\$ -	\$ 8,330,000
Land improvements	827,410	140,708	-	22,459	945,659
Buildings	1,457,069	110,910	-	32,794	1,535,185
Equipment under finance lease	36,977	-	-	3,697	33,280
Greenhouse and packing equipment	18,566,777	7,989,408	-	537,945	26,018,240
Machinery and equipment	5,149,918	1,023,387	6,402	307,989	5,858,913
Capital projects in progress	4,021,923	(3,925,146)	-	-	96,777
	\$ 38,390,074	\$ 5,339,267	\$ 6,402	\$ 904,885	\$ 42,818,054

# BEVO AGRO INC.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

PERIODS ENDED DECEMBER 31 (Expressed in Canadian \$)

(Unaudited – prepared by Management)

### 7. Investment in associate

In the previous fiscal year the Company held a 51% ownership stake in CubicFarm Systems Corp. (“Cubic”). During the current year Cubic issued shares in order to raise funds and secure a partnership with a key manufacturing group. The issuance of shares diluted the Company’s controlling interest. As a result, in the current year the ownership in Cubic is being treated as an investment rather than a subsidiary. The carrying amount of this investment at December 31, 2017 is \$110,000.

### 8. Goodwill

	December 31, 2017	June 30, 2017	December 31, 2016
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.

### 9. 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, 2017.

### 10. Accounts payable and accruals

	December 31, 2017	June 30, 2017	December 31, 2016
Trade payables	\$ 2,399,648	\$ 1,680,513	\$ 2,301,842
Accruals	318,747	922,429	429,712
Customer deposits	2,496,359	10,736	3,328,954
	\$ 5,214,754	\$ 2,613,678	\$ 6,060,508

# BEVO AGRO INC.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

PERIODS ENDED DECEMBER 31 (Expressed in Canadian \$)

(Unaudited – prepared by Management)

### 11. Long-term debt

	December 31, 2017	June 30, 2017	December 31, 2016
FCC term loan #1, maturing March 1, 2021, carries interest at FCC's fixed rate of 3.0%, repayable with blended monthly payments of \$62,354	\$ 6,738,188	\$ 7,009,263	\$ 7,277,069
FCC term loan #2, maturing July 1, 2018, carries interest at FCC's fixed rate of 3.99%, repayable with blended monthly payments of \$78,995	4,735,841	5,111,375	5,480,596
FCC term loan #3, maturing March 1, 2021, carries interest at FCC's fixed rate of 3.0%, repayable with blended monthly payments of \$16,718	2,370,139	2,434,471	2,498,113
FCC term loan #4, maturing August 1, 2019, carries interest at FCC's fixed rate of 3.02%, repayable with blended monthly payments of \$17,843	1,930,747	2,008,081	2,086,940
FCC term loan #5, maturing April 1, 2020, carries interest at FCC's fixed rate of 2.941%, repayable with blended monthly payments of \$50,678	7,113,569	7,311,733	7,373,086
BMO term loan, maturing December 31, 2021, carries interest at BMO's fixed rate of 2.89%, repayable with blended monthly payments of \$6,907	312,220	348,842	-
BMO demand loan, maturing January 3, 2024, carries interest at BMO's Prime rate plus 0.5% (currently 3.45%), repayable with blended monthly payments of \$1,520	97,672	105,035	112,502
BMO demand loan, maturing December 1, 2024, carries interest at BMO's Prime rate plus 0.5% (currently 3.45%), repayable with blended monthly payments of \$1,108	80,647	85,848	91,147
De Lage Landen loan, maturing July 2, 2017, carries interest at fixed rate of 2.35%, repayable with blended monthly payments of \$16,781	-	33,463	133,070
Deferred borrowing costs	(55,373)	(59,199)	(62,942)
<b>Total long-term debt</b>	<b>23,323,650</b>	<b>24,388,912</b>	<b>24,989,581</b>
Less: current portion of long-term debt	(2,253,545)	(2,287,213)	(2,317,313)
<b>Long-term portion of long-term debt</b>	<b>\$ 21,070,105</b>	<b>\$ 22,101,699</b>	<b>\$ 22,672,268</b>

# BEVO AGRO INC.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

PERIODS ENDED DECEMBER 31 (Expressed in Canadian \$)

(Unaudited – prepared by Management)

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

The Company has unused Advancer loans from Farm Credit Canada totaling \$4,000,000 that expire June 1, 2021. At any point the Company can draw down on these loans and pay interest only payments for a term of 5 years. These Advancer loans carry interest at FCC's variable rate minus 0.5% (currently 3.45%).

The Farm Credit Canada ("FCC") term loans are secured by a general security agreement, first mortgages on the Company land and buildings and assignments of insurance. The Bank of Montreal ("BMO") loans are secured by equipment and accounts receivable.

The deferred borrowing costs are amortized as the principal on the loan is repaid and are included as interest expense (Note 22).

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

	December 31, 2017	June 30, 2017	December 31, 2016
2017	\$ -	\$ -	\$ 2,317,313
2018	2,253,545	2,287,213	6,013,887
2019	3,776,505	5,694,869	2,944,372
2020	7,935,570	8,988,159	7,333,331
2021	7,943,613	7,437,348	-
Thereafter	1,477,359	40,522	6,443,620
Less: deferred borrowing costs	(62,942)	(59,199)	(62,942)
	\$ 23,323,650	\$ 24,388,912	\$ 24,989,581

### 12. Deferred income tax liability

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

	December 31, 2017	June 30, 2017	December 31, 2016
Opening balance - beginning of period/year	\$ 3,378,695	\$ 2,287,054	\$ 2,287,054
Estimated deferred income tax liability (adjustment on current earnings)	68,400	1,091,641	129,500
Closing balance - end of period/year	\$ 3,447,095	\$ 3,378,695	\$ 2,416,554

# BEVO AGRO INC.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

PERIODS ENDED DECEMBER 31 (Expressed in 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, 2016	25,574,933	\$ 4,017,454
Issued and outstanding as at June 30, 2017	25,954,933	\$ 4,105,203
Issued and outstanding as at December 31, 2017	26,115,933	\$ 4,142,403

Summary of stock options outstanding and exercisable as at December 31, 2017:

	Number of stock options	Weighted average exercise price
Beginning of year	1,831,000	\$ 0.36
Granted	-	-
Forfeited	-	-
Exercised	(161,000)	-
Expired	-	-
End of year	1,670,000	\$ 0.37

Security type	Number outstanding	Remaining contractual life (years)*	Expiry date
Stock options	170,000	3.3	May 11, 2021
Stock options	750,000	7.4	June 9, 2025
Stock options	750,000	8.3	May 2, 2026

\*Weighted average life of all stock options is 7.3 years

## **BEVO AGRO INC.**

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

PERIODS ENDED DECEMBER 31 (Expressed in Canadian \$)

(Unaudited – prepared by Management)

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#### **13. Capital stock (continued)**

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.

On May 11, 2011, the Company granted 750,000 stock options under its 2004 stock option plan to directors and officers for the purchase of 750,000 common shares at a price of \$0.18 per share. One-third of these options vested as of 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.

On June 9, 2015, the Company granted 750,000 stock options under its 2004 stock option plan to directors and officers for the purchase of 750,000 common shares at a price of \$0.36 per share. One-third of these options vested as of June 9, 2015, one-third vested on June 9, 2016 and one-third vested on June 9, 2017.

On May 2, 2016, the Company granted 750,000 stock options under its 2004 stock option plan to directors and officers for the purchase of 750,000 common shares at a price of \$0.43 per share. One-third of these options vested on May 2, 2016, one-third vested on May 2, 2017 and one-third will vest on May 2, 2018.

Contributed surplus is comprised of the following:

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Balance, June 30, 2017	<b>\$ 245,925</b>
Exercise of stock options	<b>(8,220)</b>
<hr/>	
Balance, December 31, 2017	<b>\$ 237,705</b>

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#### **14. Non-controlling interest**

In the previous fiscal year the Company held a 51% ownership stake in CubicFarm Systems Corp. (“Cubic”). During the current year Cubic issued shares in order to raise funds and secure a partnership with a key manufacturing group. The issuance of shares diluted the Company’s controlling interest. As a result, in the current year the ownership in Cubic is being treated as an investment rather than a subsidiary.

# BEVO AGRO INC.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

PERIODS ENDED DECEMBER 31 (Expressed in Canadian \$)

(Unaudited – prepared by Management)

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### 15. 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, 2017, total managed capital was \$23,904,509, compared to \$23,646,951 as at June 30, 2017 and \$20,295,632 as at December 31, 2016.

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.

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, 2017.

The Company is subject to externally imposed capital requirements with respect to its covenants on the Company's various credit facilities. The covenants require that the Company maintain the following ratios:

- Current ratio: greater than 1.25:1
- Debt service coverage ratio: greater than 1.20:1
- Debt / Equity ratio: less than 3.00:1

These covenants are tested annually. As such, the Company is not in violation of any covenants during the quarter ended December 31, 2017.



## BEVO AGRO INC.

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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(Unaudited – prepared by Management)

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

	For the three months ended December 31, 2017	For the six months ended December 31, 2017	For the three months ended December 31, 2016	For the six months ended December 31, 2016
Accounts receivable	\$ (52,334)	\$ (1,071,430)	\$ (33,442)	\$ (446,923)
Inventories	(1,023,290)	(1,191,118)	(523,700)	(807,517)
Biological assets	(2,034,219)	(2,377,548)	(1,637,743)	(2,062,356)
Prepaid expenses and deposits	529,451	(85,711)	74,182	(180,947)
Accounts payable and accruals	2,925,616	2,601,076	3,191,694	3,321,223
	\$ 345,224	\$ (2,124,731)	\$ 1,070,991	\$ (176,520)

#### 17. Financial instruments and risk management

The carrying values of cash, accounts receivable 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 and obligations under finance leases approximate their fair values upon initial recognition and subsequent to that date have been amortized using the effective interest rate method. At December 31, 2017, their carrying value approximates their fair value based on current market rates for similar financial instruments.

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

# BEVO AGRO INC.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

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, 2017, the Canadian/U.S. foreign exchange rate was CA\$1.00 = US\$0.7976 (December 31, 2016 – US\$0.7442).

The Company currently has a U.S. dollar bank account balance of \$116,698, U.S. dollar accounts receivables of \$1,988,049 and U.S dollar accounts payables of \$628,518. A change of \$0.10 in the Canadian dollar would not have a material impact on the Company's income and comprehensive income for the year.

#### 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, 2017, the Company's working capital balance was \$4,066,794, which indicates an ability for the Company to meet short-term obligations.

The following are the contractual maturities of financial liabilities as at December 31, 2017:

	<b>Total</b>	<b>&lt; 1 year</b>	<b>1-3 years</b>	<b>&gt; 3 years</b>
Accounts payable and accruals	\$ 5,214,754	\$ 5,214,754	\$ -	\$ -
Long-term debt	23,323,650	2,253,545	19,655,688	1,414,417
	<b>\$ 28,538,404</b>	<b>\$ 7,468,299</b>	<b>\$ 19,655,688</b>	<b>\$ 1,414,417</b>

It is the Company's intention to meet these obligations through cash provided by operating activities and funding from the FCC Advancer loans. If resources and operations fail to generate sufficient cash to satisfy its obligations, the Company may seek to arrange debt or other financing.

# **BEVO AGRO INC.**

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

PERIODS ENDED DECEMBER 31 (Expressed in Canadian \$)

(Unaudited – prepared by Management)

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### **17. Financial instruments and risk management (continued)**

#### **Interest rate risk**

Interest rate risk consists of two components:

- (a) 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.
- (b) 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 14% 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.

#### **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.

Trade receivables for each customer were evaluated for collectability and the Company felt that there was no impairment of receivables. At December 31, 2017, 57.69% (2016 – 97.65%) of trade receivables were outstanding less than 60 days, 14.83% (2016 – 0.55%) were outstanding for between 60 and 120 days, and the remaining 27.48% (2016 – 1.80%) were outstanding for more than 120 days. Trade receivables are considered past due based on the specific contract terms agreed to with a customer.

## BEVO AGRO INC.

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

PERIODS ENDED DECEMBER 31 (Expressed in Canadian \$)

(Unaudited – prepared by Management)

#### 18. 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, 2017	June 30, 2017	December 31, 2016
Less than one year	\$ 14,484	\$ 14,484	\$ 14,484
Between one and five years	7,242	14,484	21,726
More than five years	-	-	-
	\$ 21,726	\$ 28,968	\$ 36,210

#### 19. Related party transactions

The Company participated in transactions with related parties as follows:

	For the three months ended December 31, 2017	For the six months ended December 31, 2017	For the three months ended December 31, 2016	For the six months ended December 31, 2016
Management fees paid to CGM Ventures Inc, a company that owns a majority of the outstanding shares	\$ 126,000	\$ 252,000	\$ 126,000	\$ 252,000
Accounts receivable from a company with director in common	-	396,000	-	-
Directors fees	24,000	39,500	19,000	38,000

The Company considers the President, Vice President and the Directors as key management personnel. The President and Vice-president provide management services to the Company through their management company, CGM Ventures Inc. The management fees are approved annually by the Board of Directors.

During the previous year a short-term receivable of \$396,000 was advanced to Site 5 Holdings Inc., a company owned 100% by Leo Benne, Vice-president and one of the majority shareholders. The advance was required by Site 5 Holdings Inc. for the purchase of a capital asset. A promissory note was signed with an agreement to settle the debt by December 31, 2017. On October 17, 2017 the loan was repaid in full.

## BEVO AGRO INC.

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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(Unaudited – prepared by Management)

#### 20. Revenue

		For the three months ended December 31, 2017	For the six months ended December 31, 2017	For the three months ended December 31, 2016	For the six months ended December 31, 2016
Sales	-propagation	\$ 5,443,339	\$ 10,008,650	\$ 6,709,500	\$ 11,076,494
	-currency gains (losses)	13,293	(184,306)	39,830	127,309
	-other income	124,242	267,123	97,785	143,465
		\$ 5,580,874	\$ 10,091,467	\$ 6,847,115	\$ 11,347,268

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

		For the three months ended December 31, 2017	For the six months ended December 31, 2017	For the three months ended December 31, 2016	For the six months ended December 31, 2016
General operating		\$ 362,750	\$ 686,962	\$ 353,322	\$ 641,357
Employee wages and benefits		277,797	562,443	297,482	579,778
Depreciation		598,165	1,153,382	474,811	904,885
		\$ 1,238,712	\$ 2,402,787	\$ 1,125,615	\$ 2,126,020

#### 22. Interest

		For the three months ended December 31, 2017	For the six months ended December 31, 2017	For the three months ended December 31, 2016	For the six months ended December 31, 2016
Interest expense	-operating line of credit	\$ 1,807	\$ 3,049	\$ 1,880	\$ 2,936
	-long-term debt	189,253	382,984	195,932	390,963
	-finance leases	-	-	31	197
	-deferred borrowing costs	1,929	3,826	1,830	3,033
	-other	328	656	359	899
		\$ 193,317	\$ 390,515	\$ 200,032	\$ 398,028

## BEVO AGRO INC.

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

PERIODS ENDED DECEMBER 31 (Expressed in Canadian \$)

(Unaudited – prepared by Management)

#### 23. 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, 2017 Total Assets	For the six months ended December 31, 2017 Property, plant and equipment	For the six months ended December 31, 2017 Goodwill	For the six months ended December 31, 2017 Sales
Canada	\$ 55,890,008	\$ 43,722,250	\$ 522,665	\$ 4,848,868
United States	-	-	-	5,242,599
	\$ 55,890,008	\$ 43,722,250	\$ 522,665	\$ 10,091,467

	For the six months ended December 31, 2016 Total Assets	For the six months ended December 31, 2016 Property, plant and equipment	For the six months ended December 31, 2016 Goodwill	For the six months ended December 31, 2016 Sales
Canada	\$ 53,762,275	\$ 42,818,054	\$ 522,665	\$ 7,355,227
United States	-	-	-	3,992,041
	\$ 53,762,275	\$ 42,818,054	\$ 522,665	\$ 11,347,268

## BEVO AGRO INC.

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

PERIODS ENDED DECEMBER 31 (Expressed in Canadian \$)

(Unaudited – prepared by Management)

#### 24. Earnings (loss) per share

Basic earnings per share are computed by dividing net income by the weighted average number of common shares outstanding during the period.

	<b>For the six months ended December 31, 2017</b>	For the six months ended December 31, 2016
Net income	\$ 196,926	\$ 366,335
Weighted average number of common shares outstanding during the period	<b>26,115,933</b>	25,574,933
Basic earnings per share	\$ 0.01	\$ 0.01

Diluted earnings per share are computed by adjusting the weighted average number of common shares outstanding to include the potential dilution of common share equivalents, such as outstanding stock options.

	<b>For the six months ended December 31, 2017</b>	For the six months ended December 31, 2016
Net income	\$ 196,926	\$ 366,335
Weighted average number of common shares outstanding during the period	<b>26,115,933</b>	25,574,933
Adjustment for stock options	<b>1,670,000</b>	2,211,000
Weighted average number of common shares outstanding during the period for diluted earnings per share	<b>27,785,933</b>	27,785,933
Diluted earnings per share	\$ 0.01	\$ 0.01