# UNAUDITED INTERIM CONDENSED FINANCIAL STATEMENTS THREE MONTHS ENDED MARCH 31, 2023 AND 2022

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# NOTICE OF NO AUDITOR REVIEW OF INTERIM CONDENSED FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, Subsection 4.3 (3) (a), if an auditor has no performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor. The accompanying interim condensed financial statements of Spectra Products Inc. have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these financial statements.

# **Unaudited Interim Condensed Statements of Financial Position March 31, 2023 and December 31, 2022**

		March 31	December 31
	Note	2023	2022
	ASSETS		
Current			
Cash		\$ 1,016,955 \$	1,073,067
Investments	5	128,762	183,126
Accounts Receivable	6	294,663	369,515
Inventories	7	234,885	227,472
Prepaid expenses		 42,893	27,477
		1,718,158	1,880,657
Loan Receivable	8	20,300	20,316
Deferred Tax Asset	18	165,613	187,253
Right-of-use Asset	9	280,741	295,517
Total Assets		\$ 2,184,812 \$	·
Current Accounts payable and accrued charges Lease liability - current portion	LIABILITIES  11 12	\$ 83,923 \$ 57,250 141,173	302,592 55,876 358,468
Lease Liability	12	 265,650	280,833
		406,823	639,301
	SHAREHOLDERS' EQUITY		
Share Capital	13	791,261	791,261
Contributed Surplus	14	5,274,096	5,274,096
<b>Equity Reserve</b>	15	258,910	258,910
Accumulated Other Comprehensive Loss		(137,883)	(90,722)
Accumulated Deficit		 (4,408,395)	(4,489,103)
Total Shareholders' Equity		1,777,989	1,744,442
<b>Total Liabilities and Shareholders' Equity</b>		\$ 2,184,812 \$	2,383,743

#### APPROVED ON BEHALF OF THE BOARD

"Andrew J. Malion"	"Aidan Bolger"
Chairman	Director

Unaudited Interim Condensed Statements of Changes in Shareholders' Equity Three months ended March 31, 2023 and 2022

	Share capital	,	Contributed surplus	Equity reserve	,	Accumulated Other comprehensive income (OCI)	Accumulated deficit	Total shareholders' equity
Balance, January 01, 2023	\$ 791,261	\$	5,274,096	\$ 258,910	\$	(90,722)	\$ (4,489,103)	\$ 1,744,442
Total comprehensive income	-		-	-		(47,161)	80,708	33,547
Balance, March 31, 2023	\$ 791,261	\$	5,274,096	\$ 258,910	\$	(137,883)	\$ (4,408,395)	\$ 1,777,989
Balance, January 01, 2022  Total comprehensive	\$ Share capital 937,719		Contributed surplus 5,232,866	\$ Equity reserve	\$	Accumulated Other comprehensive income (OCI) (274)	Accumulated deficit \$ (4,579,233)	\$ Total shareholders' equity 1,763,218
income Purchase of common shares for cancellation	(12,000)		-	-		813	31,996	32,809 (12,000)
Balance, March 31, 2022	\$ 925,719	\$	5,232,866	\$ 172,140	\$	539	\$ (4,547,237)	\$ 1,784,027

# **Unaudited Interim Condensed Statements of Comprehensive Income Three months ended March 31, 2023 and 2022**

	2023		2022
Sales	\$	533,572 \$	356,561
Cost of Sales	-	277,101	186,887
Gross Profit		256,471	169,674
			_
Expenses			
Administrative costs (note 17)		96,534	92,883
Selling costs (note 17)		32,938	25,417
Finance costs		2,538	1,333
Amortization		14,776	6,520
	_	146,786	126,153
Other Income (Loss)			
Foreign exchange gain (loss)		(4,225)	_
Interest income		4,091	_
		(134)	_
Income Before Taxes		109,551	43,521
Deferred income taxes (note 18)		28,843	11,525
Net Income		80,708	31,996
Other Comprehensive Income:			
Items that will not be reclassified through profit and loss:			
Realized gains on investments net of tax of \$nil (2021 - \$3,045)		_	22,987
Unrealized loss on investments net of deferred tax of \$7,203 (2021 - \$2,921)		(47,161)	(22,174)
Officialized 1955 off investments net of deferred tax of \$\psi_1,205 \((2021 \psi_2,721)\)		(47,161)	813
		(17,101)	013
Total Comprehensive Income	\$	33,547 \$	32,809
Comprehensive Income per Share - Basic & Diluted	\$	0.00 \$	0.00
Weighted Average Number of Common Shares			
Outstanding during the year - basic		14,650,895	15,361,995
Outstanding during the year - diluted		16,050,895	16,079,008
castalang during the jour andrea		10,000,000	10,077,000

# **Unaudited Interim Condensed Statements of Cash Flows Three months ended March 31, 2023 and 2022**

	2023		2022
Cash Flows from Operating Activities			
Total comprehensive income	\$	33,547 \$	32,809
Adjustments for:		,	
Deferred taxes		28,843	11,525
Finance costs		2,538	1,333
Loss (gain) on investments (net of deferred tax)		47,161	(813)
Foreign exchange gain (loss) on long-term loan receivable		16	-
Amortization		14,776	6,520
		126,881	51,374
Changes in:			
Accounts receivable		74,852	51,468
Loan receivable		-	150
Inventories		(7,413)	(23,281)
Prepaid expenses		(15,416)	(33,750)
Accounts payable and accrued charges		(218,669)	(28,682)
		(166,646)	(34,095)
Cash used in operating activities:			
Interest paid		(2,538)	(1,333)
Net Cash Provided by (Used in) Operating Activities		(42,303)	15,946
Cash Flows from Investing Activities			
Proceeds from sale of investments		-	55,545
Net Cash Provided by Investing Activities		=	55,545
Cash Flows from Financing Activities			
Repayment of lease liability		(13,809)	(6,212)
Purchase of common shares for cancellation		-	(12,000)
Net Cash Used in Financing Activities		(13,809)	(18,212)
Net Increase (Decrease) in Cash		(56,112)	53,279
Cash - Beginning of Period		1,073,067	877,547
Cash - End of Period	\$	1,016,955 \$	930,826

### Notes to Unaudited Interim Condensed Financial Statements March 31, 2023 and December 31, 2022

#### 1 Nature of Business and Basis of Presentation

#### Nature of Business

Spectra Products Inc. ("Spectra") or (the "Company") is a manufacturing and marketing company operating in one market segment - bus and truck transportation safety equipment. The Company manufactures and markets brake and wheel-end monitoring equipment as an after-market product through transportation dealers, distributors and direct sales to fleet operators. The address of the Company is Unit 2, 41 Horner Avenue, Etobicoke, Ontario M8Z 4X4.

These unaudited interim condensed financial statements were authorized for issuance by the Company's Board of Directors on May 24, 2023.

The interim condensed financial statements have been prepared on a historical cost basis, except for certain financial instruments that are measured at fair values as described in the accounting policies.

#### Presentation and Functional Currency

The unaudited interim condensed financial statements are presented in Canadian dollars, which is the Company's functional currency.

#### 2 Revision of Income Taxes Note Disclosure

The information presented for the comparative period in Note 18 Income taxes has been revised, compared to the disclosures originally issued by the Company in its unaudited interim condensed financial statements for the three months ended March 31, 2022. The revised information pertains solely to the note disclosure of the Company's income tax provision and deferred tax asset as at and for the three months ended March 31, 2022.

#### 3 Summary of Significant Accounting Policies

#### **Basis of Presentation**

These financial statements were prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34") as issued by the International Accounting Standards Board ("IASB") on a basis consistent with the accounting policies disclosed in the annual audited financial statements for the year ended December 31, 2022.

The notes presented in these unaudited interim condensed financial statements include in general only significant changes and transactions occurring since the Company's last year end, and are not fully inclusive of all disclosures required by International Financial Reporting Standards ("IFRS") for annual financial statements. These unaudited interim condensed financial statements should be read in conjunction with the annual audited financial statements, including the notes thereto, for the year ended December 31, 2022.

#### 4 Capital Structure

The capital structure of the Company consists principally of shareholders' equity comprised of deficit, contributed surplus, equity reserve, other comprehensive income and share capital. The Company's primary uses of capital are to finance working capital requirements and capital expenditures, which are currently funded from internally generated cash flows. The Company is not subject to any externally imposed capital requirements and does not presently utilize any quantitative measures to monitor its capital. The Company's objectives in managing capital are to ensure sufficient liquidity to pursue its strategy of organic growth and to deploy capital to provide an appropriate return on investment to its shareholders.

# Notes to Unaudited Interim Condensed Financial Statements March 31, 2023 and December 31, 2022

#### 4 Capital Structure (cont'd)

The components of capital are as follows:

	March 31,	December 31,
	2023	2022
Share capital	\$ 791,261	\$ 791,261
Contributed surplus	5,274,096	5,274,096
Equity reserve	258,910	258,910
Accumulated other comprehensive loss	(137,883)	(90,722)
Accumulated deficit	 (4,408,395)	(4,489,103)
	\$ 1,777,989	\$ 1,744,442

#### 5 Investments

Investments comprise marketable securities and a subordinated convertible promissory note. The promissory note is stated at fair value, being the estimated recoverable amount of the investment.

	March 31,		December 31,
	2023		2022
Marketable securities	\$ 128,762	\$	183,126
Subordinated convertible promissory note	-	`	-
	\$ 128,762	\$	183,126

#### 6 Accounts Receivable

	March 31,	December 31,
	2023	2022
Trade receivables	\$ 269,279	\$ 350,165
Government remittances receivable	20,584	18,891
Interest receivable (note 17)	 4,800	459
	\$ 294,663	\$ 369,515

At March 31, 2023 based on the Company's experience, there was \$nil allowance for doubtful accounts (December 31, 2022 - \$nil).

#### 7 Inventories

	March 31,	December 31,
	2023	2022
Finished goods	\$ 150,160	\$ 119,274
Raw materials	 84,725	108,198
	\$ 234,885	\$ 227,472

#### 8 Loan Receivable

On July 19, 2021, the Company advanced USD \$15,000 to the Company's President, Andrew Malion. This loan was due for repayment on July 19, 2022 together with interest at 5%. In 2022, the maturity date of the loan was extended by the Board of Directors to July 19, 2024. At March 31, 2023, the Canadian dollar converted value of this loan is \$20,300 (December 31, 2022 - \$20,316).

#### 9 Right-of-use Asset

	March 31,	December 31,
	2023	2022
Cost	\$ 443,809	\$ 443,809
Less: Accumulated amortization	 (163,068)	(148,292)
	\$ 280,741	\$ 295,517

# Notes to Unaudited Interim Condensed Financial Statements March 31, 2023 and December 31, 2022

#### 10 Intangible Assets – Product Rights

	March 31,	December 31,
	2023	2022
Cost	\$ 25,000	\$ 25,000
Less: Accumulated amortization	 (25,000)	(25,000)
	 -	\$ 

The product rights are currently in use by the Company.

#### 11 Accounts Payable and Accrued Charges

	March 31,	December 31,
	2023	2022
Trade and other payables	\$ 33,523	\$ 227,801
Accrued expenses (note 17)	42,401	65,244
Government remittances payable	 7,999	9,547
	\$ 83,923	\$ 302,592

#### 12 Lease Liability

The Company has renewed its premises lease effective January 1, 2023 which continues for five years until December 31, 2027. The present value of the lease liability has been calculated using the Company's incremental borrowing rate of 3.10% per annum.

	March 31,	December 31,
	2023	2022
Lease liability	\$ 322,900	\$ 336,709
Less: current portion	(57,250)	(55,876)
Long-term portion	\$ 265,650	\$ 280,833

During the three months ended March 31, 2023, the Company paid lease payments of \$16,347 (2022- \$7,545), comprising principal repayment of the lease liability of \$13,809 (2022 - \$6,212) and interest expense of \$2,538 (2022 - \$1,333).

#### 13 Share Capital

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Unlimited common shares with no par value

Unlimited first, second, third and fourth preferred shares with no par value to be

issued in one or more series, redeemable, with rights, privileges, restrictions and conditions to be determined by the Board of Directors

upon issuance

second preferred shares Series 1, with no par value, non-cumulative

dividends of 10% per annum, redeemable at the stated value, non-

voting

 Issued and outstanding
 March 31, 2023
 December 31, 2022

 14,650,895 (2022 – 14,650,895) common shares
 \$ 791,261
 \$ 791,261

On October 31, 2022, the Company conducted a share consolidation whereby every five pre-consolidation shares were consolidated to one post-consolidation share. The number of shares disclosed in these interim condensed financial statements for any dates prior to the consolidation has been amended to reflect this share consolidation.

During the course of the year ended December 31, 2022, the Company purchased for cancellation a total of 771,100 shares (on a post-consolidated basis) for a total cost of \$146,458, including \$7,100 of transaction costs. This share repurchase was in accordance with the Company's Notice of Intention to make Normal Course Issuer Bid, as accepted by the TSX Venture Exchange on March 4, 2022.

# Notes to Unaudited Interim Condensed Financial Statements March 31, 2023 and December 31, 2022

#### 13 Share Capital (cont'd)

As of March 23, 2023, the TSX Venture Exchange accepted the Company's Notice of Intention to make a Normal Course Issuer Bid ("NCIB") to purchase for cancellation up to a maximum of 732,545 common shares of the capital of the Company from time to time, as the Company considers appropriate. The maximum number of common shares to be purchased pursuant to the NCIB represents 5.0% of the Company's 14,650,895 common shares outstanding as at the date above. The NCIB commenced on March 27, 2023 and will terminate on March 26, 2024 or at such earlier time as the NCIB is completed or terminated at the option of the Company.

#### 14 Contributed Surplus

Contributed surplus consists of the equity portion of formerly convertible preferred shares, the value attributed to unexercised warrants, the value attributed to unexercised and forfeited stock options, and the transfer of five million dollars from the stated capital account of the common shares to the contributed surplus account.

#### 15 Stock Options

The Company has a stock option plan for its directors, officers, employees and consultants. The maximum number of shares reserved for issuance under the plan is equal to 10% of the issued and outstanding common shares.

The following table represents all of the Company's stock options granted, exercised, forfeited, expired and outstanding during the periods ended March 31, 2023 and March 31, 2022. All options and exercise prices have been adjusted for the share consolidation described in note 13.

		202	3		2022
	Number of		Exercise	Number of	Exercise
	Options		Price	Options	Price
Balance, Beginning of Period	1,400,000	\$	0.16	660,000	\$ 0.25
Granted	-		-	-	-
Forfeited	-		-	-	-
Balance, End of Period	1,400,000	\$	0.16	660,000	\$ 0.25

On November 4, 2022, the Company granted 900,000 stock options to directors, which give the holder the right to acquire shares at \$0.11 per share. They vested immediately upon issuance and are exercisable on or before November 4, 2027.

The fair value of stock options granted was estimated as at the grant date using the Black-Scholes option pricing model with the following assumptions:

	2022
Risk-free interest rate	3.67%
Expected term of options	5 years
Volatility	166%
Stock price	\$0.15
Fair value per option	\$0.11

For the period ended March 31, 2023, stock-based compensation expense was \$nil (2022 - \$nil). Stock-based compensation expense for 2023 would be recorded in the statement of comprehensive income as administrative costs with a corresponding credit to equity reserve.

As at March 31, 2023, the average remaining contractual life of outstanding options was approximately 3.4 years (December 31, 2022 – 3.6 years). A total of 500,000 options (December 31, 2022 - 500,000 options) were exercisable at a price of \$0.25 and a total of 900,000 options (December 31, 2022 - 900,000) were exercisable at a price of \$0.11.

### Notes to Unaudited Interim Condensed Financial Statements March 31, 2023 and December 31, 2022

#### 16 Financial Instruments Fair Value and Risks

#### a) Fair Value

The carrying value of the Company's financial instruments consisting of cash, loan and accounts receivable and accounts payable and accrued charges approximates their fair value due to their immediate or short-term maturity. Investments are measured at fair value using Level 1 and Level 3 inputs described above.

Reconciliation of fair value measurement under Level 3 of the hierarchy for the three months ended March 31,

	2023	2022
Opening balance	\$ - \$	76,800
Purchases	-	-
Sales	-	-
Transfers	-	-
Remeasurements recognized in OCI	-	-
Closing balance	\$ - \$	76,800

The Company measures the subordinated convertible promissory note as described in note 5 at level 3 of the fair value hierarchy.

#### b) Credit Risk

Financial instruments, which potentially subject the Company to concentrations of credit risk, consist primarily of cash and accounts receivable.

Cash is maintained at a major financial institution. Deposits held with a bank may exceed the amount of insurance provided on such deposits. Generally, these deposits may be redeemed upon demand and are maintained with a financial institution of reputable credit and therefore bear minimal credit risk.

Credit risk from accounts receivable encompasses the default risk of customers. Credit risk on accounts receivable is minimized as a result of the constant review and evaluation of customer account balances. The Company also maintains an allowance for doubtful accounts at an estimated amount (if needed), to provide sufficient protection against losses resulting from collecting less than full payments from its receivables.

As at March 31, 2023, two major customers accounted for 52% and 13% of accounts receivable (December 31, 2022 – three major customers accounted for 54%, 14% and 11%).

The Company's maximum credit exposure is represented by the carrying amount of accounts receivable.

### Notes to Unaudited Interim Condensed Financial Statements March 31, 2023 and December 31, 2022

#### 16 Financial Instruments Fair Value and Risks (cont'd)

#### c) Foreign Currency Risk

The Company is exposed to currency risk due to a certain portion of the Company's sales and purchases being in U.S. currency, resulting in U.S. dollar accounts receivable and U.S dollar cash balances. In addition, the company has US dollar denominated investments. These activities result in exposure to fluctuations in foreign currency rates between the U.S. and Canadian dollar. The Company's sensitivity to these foreign currency fluctuations is such that a 10% strengthening or weakening of the U.S. dollar would result in a corresponding \$31,218 increase or decrease to the Company's income before taxes and \$14,949 to other comprehensive income for the period ended March 31, 2023. At March 31, 2023, the Company had net assets denominated in U.S. currency of USD \$341,142 (December 31, 2022 – USD \$371,872) translated into Canadian dollars as shown below. The Company does not utilize any financial instruments or cash management policies to mitigate the risks arising from changes in foreign currency rates.

	March 31,	December 31,
	2023	2022
Cash	\$ 120,272	\$ 238,404
Accounts receivable	171,608	205,097
Loan receivable	20,300	20,316
Investments	 149,488	39,846
	\$ 461,668	\$ 503,663

#### d) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages liquidity risk through regular monitoring of cash requirements by preparing short-term cash flow forecasts. The financing requirements are addressed through a combination of credit facilities and private placements.

The following are the contractual maturities of the Company's financial liabilities as at March 31, 2023

				D	ue between		
	Due within	1 and 2	2 and 3	3 and 4	4 and 5	> 5 years	Total
	1 year	years	years	years	years		
Accounts	\$ 83,923	-	-	-	-	-	\$ 83,923
payable and accrued charges							
Principal	57,250	62,850	68,624	74,577	59,599	-	\$ 322,900
repayments on lease liability							
Interest	9,084	7,255	5,254	3,073	762	-	\$ 25,428
payments on							
lease liability							
Total	\$ 150,257	70,105	73,878	77,650	60,361	-	\$ 432,251

#### e) Market Risk

The Company is exposed to market risk through its financial instruments and especially to price risk from its investing activities. It is the risk that the fair value and future cash flows of its investments will fluctuate because of market factors. Management monitors its investments on a regular basis and uses the services of an investment adviser when needed. The Company's sensitivity to market risk is such that a 10% strengthening or weakening of its portfolio would result in a respective \$12,876 increase or decrease to the Company's other comprehensive income for the year ended March 31, 2023.

# Notes to Unaudited Interim Condensed Financial Statements March 31, 2023 and December 31, 2022

#### 17 Related Party Transactions

- a) During the three months ended March 31, 2023, fees of \$12,000 (March 31, 2022 \$10,500) were paid to a company of a key executive, included within administrative costs.
- b) During the three months ended March 31, 2023, commissions of \$25,759 (March 31, 2022 \$16,726) were paid to the President of the Company, included within selling costs.
- c) The Company accrued USD \$188 of interest during the three months ended March 31, 2023 on the loan described in note 8, which is included in accounts receivable.

Included in accounts payable and accrued charges is \$8,648 (2022 - \$12,349) of commission payable to the President of the Company.

These transactions were in the normal course of business and recorded at the exchange value established and agreed upon by the related parties.

#### 18 Income Taxes

Income tax expense for the three months ended March 31 varies from the amount that would be computed by applying the combined Federal and Provincial statutory income taxes rate as a result of the following:

2023	2022
\$ 29,031 \$	11,533
(188)	(8)
\$ 28,843 \$	11,525
\$ 	\$ 29,031 \$ (188)

Major components of the income tax expense recorded on the income statements are as follows:

	2023	2022
Current	\$ - \$	-
Deferred	28,843	11,525
Provision for Income Taxes	28,843	11,525
Deferred taxes charged (credit) to OCI	\$ (7,203) \$	124

The Company has deferred tax assets of \$165,613 (2022 - \$187,253). The significant components of the Company's deferred tax assets are as follows:

	2023	2022
Net operating losses carried forward	\$ 104,803	\$ 131,973
Equipment	18,634	19,626
Intangible assets	3,929	4,191
Financing cost	2,777	3,703
Right of use asset and lease liability	11,172	10,916
Unrealized capital gains related to OCI	 24,298	16,844
Deferred Tax Asset	\$ 165,613	\$ 187,253

The Company has non-capital tax losses available in the amount of approximately \$395,485 (December 31, 2022 – \$497,811), which can be carried forward to be applied against future years' taxable income. These losses, if unused, will expire as follows:

2035		12,981
2036		62,116
2037		74,677
2038		88,341
2039	_	157,370
	\$	395,485

2022

# Notes to Unaudited Interim Condensed Financial Statements March 31, 2023 and December 31, 2022

#### 19 Segmented Information

Sales are attributed to countries based on location of customer.

	Th	Three months ending March 31,		
		2023		2022
Canada	\$	267,832	\$	198,854
United States		259,535		157,707
Other		6,205		-
	<b>\$</b>	533,572	\$	356,561

In 2023, the Company derived 49% (2022 – 44%) of its revenue from sales to the United States. The Company's equipment is located in Canada.

In 2023, the Company derived sales from one customer in the United States amounting to 26% of the total sales revenue (2022 – two customers in the United States amounting to 28% and 10%).

#### 20 Subsequent event

In connection with the NCIB program as described in note 13, the Company has purchased 66,000 common shares at a cost of \$11,200 as of the date of issuance of these unaudited interim condensed financial statements.

#### 21 Reclassification of Prior Period Balances

Certain items in the comparative period have been reclassified to conform to current period presentation.