



IBC Advanced Alloys

**IBC ADVANCED ALLOYS CORP.**

**CONSOLIDATED FINANCIAL STATEMENTS**

Expressed in United States Dollars

**June 30, 2020**

## Independent Auditor's Report

To the Shareholders of IBC Advanced Alloys Corp.

### Opinion

We have audited the consolidated financial statements of IBC Advanced Alloys Corp. ("the Group"), which comprise the consolidated statements of financial position as at June 30, 2020 and June 30, 2019 and the consolidated statements of loss and comprehensive loss, cash flows and changes in equity for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at June 30, 2020 and June 30, 2019, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards.

### Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Material Uncertainty Related to Going Concern

We draw attention to Note 2 to the consolidated financial statements which describes the material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### Other Information

Management is responsible for the other information. The other information comprises:

- Management's Discussion and Analysis

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained the other information prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

## **Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business

activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Keith Gagnon.

**"Crowe MacKay LLP"**

**Chartered Professional Accountants  
Vancouver, Canada  
October 26, 2020**

**IBC ADVANCED ALLOYS CORP.**  
**Consolidated Statements of Financial Position**  
(US dollars in thousands)

	Note	June 30 2020 \$	June 30 2019 \$
<b>ASSETS</b>			
<b>Current assets</b>			
Cash		509	720
Receivables, net	6	3,031	3,219
Inventories, net	7	6,639	6,208
Prepaid expenses and deposits		187	197
<b>Total current assets</b>		<b>10,366</b>	<b>10,344</b>
<b>Non-current assets</b>			
Deposits		318	319
Property, plant, and equipment	3, 8	8,597	7,150
Other assets		1	1
<b>Total non-current assets</b>		<b>8,916</b>	<b>7,470</b>
<b>Total assets</b>		<b>19,282</b>	<b>17,814</b>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Line of credit	9	3,351	2,846
Accounts payable and accrued liabilities	10, 20	2,972	4,526
Notes payable, related parties	11, 20	110	200
Leases payable	3	472	-
Note payable	11	11	-
Unearned revenue		57	1,123
Loans payable	11	869	936
Arbitration award liability	10, 20	1,395	1,395
Debentures, current portion	11	277	577
<b>Total current liabilities</b>		<b>9,514</b>	<b>11,603</b>
<b>Non-current liabilities</b>			
Loan payable	11	150	-
Lease inducement	10	-	71
Leases payable	3	1,867	-
Debentures	11	1,973	1,776
<b>Total non-current liabilities</b>		<b>3,990</b>	<b>1,847</b>
<b>Total liabilities</b>		<b>13,504</b>	<b>13,450</b>
<b>EQUITY</b>			
Share capital	13	57,515	54,737
Reserves	14	9,355	9,597
Accumulated deficit		(61,092)	(59,970)
<b>Total equity</b>		<b>5,778</b>	<b>4,364</b>
<b>Total liabilities and equity</b>		<b>19,282</b>	<b>17,814</b>
Going concern operation	2		
Commitment and contingencies	18		
Subsequent events	22		

**On behalf of the board of directors:**

<u>"Simon Anderson"</u>	Director	<u>"Mark Smith"</u>	Director
Simon Anderson		Mark Smith	

See accompanying notes

**IBC ADVANCED ALLOYS CORP.**  
**Consolidated Statements of Loss and Comprehensive Loss**  
(US dollars in thousands, except for share and per share amounts)

Year ended June 30	Note	2020	2019
		\$	\$
<b>Revenue</b>	19	21,148	18,668
<b>Cost of revenue</b>	7, 8	18,187	17,736
<b>Gross profit</b>		2,961	932
<b>Selling, general, and administrative expenses</b>			
Consulting fees	17	238	199
Depreciation	8	143	21
Director fees, cash portion	17	55	54
Doubtful debts recovery		(47)	-
Investor relations		5	100
Office and miscellaneous		619	601
Professional fees		387	394
Public company costs		211	203
Rent		106	85
Salaries, wages, and management fees	17	1,826	1,833
Share-based compensation and services	14, 15	51	330
Travel, meals and entertainment		136	194
		3,730	4,014
<b>Income (loss) before other items</b>		(769)	(3,082)
<b>Other income (expense)</b>			
Foreign exchange		(11)	(49)
Interest & accretion expense	3, 9, 11, 17	(1,111)	(925)
Loss on disposal of assets		(11)	(20)
Interest income		-	7
Other income	11	800	22
<b>Loss before income taxes</b>		(1,102)	(4,047)
<b>Income tax recovery (expense)</b>			
Current	12	(20)	4
		(20)	4
<b>Loss for the year, net of tax</b>		(1,122)	(4,043)
<b>Other comprehensive loss, net of tax</b>			
Foreign currency translation		147	5
<b>Total comprehensive income (loss), net of tax</b>		(975)	(4,038)
<b>Basic and diluted income (loss) per common share</b>	21	(0.02)	(0.11)
<b>Weighted average number of common shares outstanding</b>	21	51,244,519	36,227,834

See accompanying notes

**IBC ADVANCED ALLOYS CORP.**  
**Consolidated Statements of Cash Flows**  
(US dollars in thousands)

Year ended June 30	2020	2019
	\$	\$
<b>Cash flows used in operating activities</b>		
Loss for the year, net of tax	(1,122)	(4,043)
Adjustments for:		
Share-based compensation and services	51	330
Loss on disposal of assets	11	20
Doubtful debts	(47)	-
Depreciation	1,301	820
Sales returns & allowances expenses	98	-
Forgiveness of debt	(777)	-
Foreign exchange expense	11	-
Interest income	-	(7)
Interest expense	1,111	925
Lease inducement	-	(71)
Changes in non-cash working capital items:		
Receivables	235	(404)
Inventories	(281)	(322)
Prepaid expenses and deposits	11	7
Accounts payable and accrued liabilities	(1,594)	358
Unearned revenue	(1,066)	(908)
Net cash used in operating activities	(2,058)	(3,295)
<b>Cash flows from financing activities</b>		
Net line of credit advances	505	486
Interest paid	(454)	(340)
Notes payable, related parties repayments	(90)	(100)
Loan repayments	(67)	(73)
Loan proceeds	938	574
Leases principal repayments	(446)	-
Debentures principal repayments	(244)	-
Debentures financing costs	-	(28)
Options exercised	234	-
Warrants exercised	137	-
Private placement proceeds	1,720	405
Share issue costs	(105)	-
Net cash provided by financing activities	2,128	924
<b>Cash flows used in investing activities</b>		
Interest received	-	6
Purchase of property, plant, and equipment	(270)	(1,447)
Net cash used in investing activities	(270)	(1,441)
<b>Foreign exchange effect on cash</b>		
	(11)	5
<b>Change in cash during the period</b>	(211)	(3,807)
<b>Cash, beginning of period</b>	720	4,527
<b>Cash, end of period</b>	509	720
Supplemental Cash Flow Information:		
Interest payments, net of amounts capitalized	(454)	(340)
Income tax payments	(20)	4
Non-cash items:		
Issuances of common shares in lieu of services paid in cash	84	168
Issuances of common shares upon debentures converted to shares	47	168
Issuances of common shares in lieu of interest paid in cash	341	133

See accompanying notes

**IBC ADVANCED ALLOYS CORP.**  
**Consolidated Statement of Changes in Equity**  
(US dollars in thousands)  
For the Year Ended June 30, 2020

	Note	Share Capital \$	Reserves \$	Accumulated Deficit \$	Equity \$
At June 30, 2018		53,792	9,396	(55,927)	7,261
Shares issued for option exercised		71	(17)	-	54
Foreign currency translation adjustment		-	5	-	5
Private placement		405	-	-	405
Shares issued for services	13	168	(163)	-	5
Debentures converted to shares	13	168	(4)	-	164
Debentures interest paid in shares	13	133	-	-	133
Share-based compensation	13, 14	-	304	-	304
Warrants and conversion features issued with debentures		-	76	-	76
Loss for the year		-	-	(4,043)	(4,043)
At June 30, 2019		54,737	9,597	(59,970)	4,364
Shares issued for option exercised	13	234	-	-	234
Fair value of options exercised	13	327	(327)	-	-
Shares issued for warrants exercised	13	137	-	-	137
Return to treasury	13	(7)	-	-	(7)
Foreign currency translation adjustment		-	147	-	147
Private placement	13	1,720	-	-	1,720
Share issue costs	13	(105)	-	-	(105)
Shares issued for services	13, 14, 15	84	(86)	-	(2)
Debentures converted to shares	13, 14	47	(27)	-	20
Debentures interest paid in shares	13	341	-	-	341
Share-based compensation	14, 15	-	51	-	51
Loss for the year		-	-	(1,122)	(1,122)
At June 30, 2020		57,515	9,355	(61,092)	5,778

See accompanying notes



## **IBC ADVANCED ALLOYS CORP.**

### **Notes to the Consolidated Financial Statements**

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

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#### **1. Corporate Information**

IBC Advanced Alloys Corp. (“IBC”) was incorporated under the laws of British Columbia on December 11, 2002. IBC and its subsidiaries are collectively referred to as the “Company”. The Company is engaged in the production and development of specialty alloy products. The Company trades on the TSX Venture Exchange (“TSX-V”) under the symbol “IB” and on the OTCQB International market under the symbol “IAALF”.

IBC is the ultimate parent company of its subsidiary group. IBC’s registered office is located at 595 Burrard Street, Suite 2600, Vancouver, BC V7X 0L3.

#### **2. Basis of Presentation**

a) Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

The Company’s board of directors approved the release of these consolidated financial statements on October 26, 2020.

b) Basis of measurement

These consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments, which are measured at fair value, as explained in the significant accounting policies set out in note 23. The consolidated financial statements are presented in United States dollars and all financial amounts, other than per-share amounts, are rounded to the nearest thousand dollars. The functional currency of the parent company is the Canadian dollar, and the functional currency of the subsidiary companies is the United States dollar.

The preparation of consolidated financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Company’s accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 4.

## **IBC ADVANCED ALLOYS CORP.**

### **Notes to the Consolidated Financial Statements**

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

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## **2. Basis of Presentation (continued)**

### **c) Going concern of operations**

These consolidated financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

As of June 30, 2020, the Company had not yet achieved consistently profitable operations, having incurred a loss of \$1,122 during the year ended June 30, 2020. The Company had accumulated losses of \$61,092 since inception and was in breach of certain bank covenants related to its line of credit and term loan facility. For the quarters ended March 31, 2019 and June 30, 2019, the Company breached the minimum tangible net worth and the minimum debt service coverage ratios, and received a waiver granted on September 30, 2019. On September 30, 2019 the bank renewed the line of credit and term loan facility to September 30, 2020. For the quarters ended December 31, 2019 and March 31, 2020, the Company breached the minimum EBITDA ratios, and received a waiver on May 20, 2020. For the quarter ended June 30, 2020, the Company breached the minimum EBITDA ratio and received a waiver on September 30, 2020. On September 30, 2020 the bank renewed the line of credit and term loan facility until September 30, 2021 with certain modifications to the debt covenants, and otherwise substantially the same terms as the previous extension. As a result, the Company's line of credit and term loan have been presented as due on demand even though the bank has made no such demand. The Company expects to incur additional losses in the future until additional cost savings measures, additional revenue generation and certain manufacturing equipment are in place.

The Company's continuing operations, ability to discharge its liabilities and fulfill its commitments as they come due are dependent upon several factors. These factors include continued sales of the Company's products, the support of its bank and related parties, and the ability of the Company to continue to obtain equity and debt financing. The Company's continuing operations are dependent, ultimately, upon reaching and maintaining profitable operations at its production facilities. Management plans to continue to develop its production facilities to ensure the Company can generate sustainable, long-term profitability, and obtain additional financing.

For the year ended June 30, 2020, the Company had a loss for the year of \$1,122 (2019 – \$4,043), has a working capital surplus of \$852 (June 30, 2019 – deficit of \$1,259), and has an accumulated deficit of \$61,092 (June 30, 2019 - \$59,970). These material uncertainties lend significant doubt as to the ability of the Company to meet its obligations as they come due, and accordingly, the appropriateness of the use of accounting principles applicable to a going concern. The Company's ability to continue as a going concern is dependent upon generating positive cash flows from operations, earning sufficient returns on its investments, and upon obtaining additional financing. The outcome of these matters cannot be predicted at this time. These consolidated financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue in business.

In March 2020, there was a global outbreak of a novel coronavirus identified as "COVID-19". The actual and threatened spread of the virus globally has had a material adverse effect on the global economy and specifically, the regional economies in which the Company operates. The pandemic could result in delays in the course of business and could have a negative impact on the Company's ability to raise new capital. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or results of operations at this time. These material uncertainties may cast significant doubt on the Company's ability to continue as a going concern. Accordingly, the consolidated financial statements do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and liquidate its liabilities, contingent obligations and commitments other than in the normal course of business and at amounts different from those in the consolidated financial statements.

Management believes the Company will be successful at securing additional funding, and, if it successfully sustains profitable operations at its production facilities, would continue as a going concern for the foreseeable future.

## **IBC ADVANCED ALLOYS CORP.**

### **Notes to the Consolidated Financial Statements**

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

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### **3. New and Amended IFRS Standards that are Effective for the Current Year**

Certain pronouncements, issued by the IASB or the IFRS Interpretations Committee, were adopted during the year or are required to be adopted in future periods. The following pronouncements are relevant to the consolidated financial statements.

#### ***New standards effective in the current fiscal year:***

##### **a) IFRS 16 - Leases**

Effective July 1, 2019 the Company adopted IFRS 16 using the modified retrospective application method, where the 2019 comparatives are not restated and the cumulative effect of initially applying IFRS 16 has been recorded on July 1, 2019 for any differences identified. The Company has determined that the adoption of IFRS 16 resulted in no adjustments to the opening balance of accumulated deficit.

IFRS 16 introduces significant changes to the lessee accounting by removing the distinction between operating and finance leases under IAS 17 and requiring the recognition of a right-of use asset ("ROU asset") and a lease liability at the lease commencement for all leases, except for short-term leases (lease terms of 12 months or less) and leases of low value assets.

In applying IFRS 16 for all leases, except as noted above, the Company (i) recognizes the ROU asset and the lease liabilities in the statement of financial position, initially measured at the present value of future lease payments; (ii) recognizes the depreciation of ROU assets and interest on lease liabilities in the consolidated statement of comprehensive loss; and (iii) separates the total amount of cash paid into a principal portion presented in financing activities) and interest (presented within operating activities) in the consolidated statement of cash flows. For short-term leases and leases of low value assets, the Company has opted to recognize a lease expense on a straight-line basis, and this expense is presented within office and miscellaneous in the consolidated statement of comprehensive loss.

The Company has made use of the following practical expedients available on transition to IFRS 16:

- Measure the ROU assets equal to the present value of minimum lease payments calculated for each lease;
- Apply the recognition exemptions for low value leases and leases that end within 12 months of the date of initial application, and account for them as low value and short-term leases, respectively; and
- Accounting for non-lease components as a single lease component.

In transitioning to IFRS 16, the Company analyzed its contracts to identify whether they contain a lease arrangement. This analysis identified contracts containing leases that had an equivalent increase to both the Company's ROU assets, which were reduced by the unamortized balances of lease incentives, and lease liabilities, resulting in a \$2,497 adjustment. The incremental weighted average borrowing rate for lease liabilities initially recognized on adoption of IFRS 16 was 6%.

**IBC ADVANCED ALLOYS CORP.****Notes to the Consolidated Financial Statements**

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

**3. New and Amended IFRS Standards that are Effective for the Current Year (continued)**

The cumulative effect of the changes made to the consolidated statement of financial position as of July 1, 2019 for the adoption of the IFRS 16 is as follows:

	As previously reported on June 30, 2019	IFRS 16 adjustment	July 1, 2019 adjusted balance
	\$	\$	\$
Property, plant and equipment, net (including right of use asset)	7,150	2,328	9,478
Lease inducement	(71)	71	-
Accounts payable and accrued liabilities	(4,526)	199	(4,327)
Lease liability (current)	-	(446)	(446)
Lease liability (non-current)	-	(2,179)	(2,179)
	2,553	(27)	2,526

The operating lease obligations as of June 30, 2019 are reconciled as follows to the recognized lease liabilities as of July 1, 2019. The Operating lease obligations are reconciled below and including the leases extended or entered into in the year ended June 30, 2020.

	As previously reported on June 30, 2019	Additional lease obligations from lease extension on adoption of IFRS 16	As reported under new accounting policy on July 1, 2019	Leases extended or entered into in the period	Payment made in the period	June 30, 2020
			\$	\$	\$	\$
Operating lease obligations	981	2,206	3,187	165	(626)	2,726
Effect from discounting at the incremental borrowing rate as of July 1, 2019	(50)	(512)	(562)	(5)	180	(387)
Lease liabilities due to initial application of IFRS 16 as of July 1, 2019	931	1,694	2,625	160	(446)	2,339

**IBC ADVANCED ALLOYS CORP.****Notes to the Consolidated Financial Statements**

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

**3. New and Amended IFRS Standards that are Effective for the Current Year (continued)****Lease liabilities**

The Company leases office and factory space and has one other lease which is considered a low value lease and as such is included in the statement of comprehensive loss and not the statement of financial position. Interest expense on the lease liabilities amounted to \$133 for the year ended June 30, 2020. The Company did not incur any variable lease payments and there were not leases with residual value guarantees or leases not yet commenced to which the Company has committed. The expense relating to the low value lease amounted to \$1.

Lease liabilities	June 30, 2019	Principal payments in the period	Reclassification from long term to short term	Leases extended or entered into in the period	June 30, 2020
	\$	\$	\$	\$	\$
Lease liabilities	2,625	(446)	-	160	2,339
Less: current portion	(446)	446	(415)	(57)	(472)
Long-term portion	2,179	-	(415)	103	1,867

Undiscounted lease payments	June 30, 2019	Lease payments paid in the period	Reclassification from long term to short term	Leases extended or entered into in the period	June 30, 2020
	\$	\$	\$	\$	\$
Not later than 1 year	626	(626)	540	60	600
Later than 1 year and not later than 5 years	2,562	-	(540)	105	2,127
	3,188	(626)	-	165	2,727

**New standards, interpretations and amendments not yet effective**

There are no other pending IFRSs or IFRIC interpretations that are expected to be relevant to the Company's financial statements.

## IBC ADVANCED ALLOYS CORP.

### Notes to the Consolidated Financial Statements

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

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#### 4. Critical Accounting Estimates and Judgments

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed (note 23).

The Company makes critical judgments in the determination of income taxes and critical estimates in computing the value of share-based transactions, depreciation and inventory. The Company applies a fixed accrual for uncollectable receivables and corrects the amount quarterly based on the expected credit loss model. Factors which could affect actuals are the macro economic climate as well as customer disputes over quality and customer bad collections experience.

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

The Company measures the cost of equity-settled transactions with employees and non-employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in note 15.

##### *Income taxes*

The Company must exercise judgment in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities and contingencies for expected tax audit issues based on the Company's current understanding of the tax law. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability including the related interest and penalties in the current tax provision.

In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent there are sufficient taxable temporary differences (deferred tax liabilities) relating to the same taxation authority and the same taxable entity against which the unused tax losses can be utilized. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped.

##### *Useful lives of property, plant and equipment*

Property, plant and equipment are amortized or depreciated over their useful lives. Useful lives are based on management's estimate of the period that the assets will generate revenue, which are periodically reviewed for continued appropriateness. Changes to estimates can result in significant variations in the carrying value and amounts charged to the consolidated statement of loss and comprehensive loss in specific periods. More details including carrying values are included in note 8.

## **IBC ADVANCED ALLOYS CORP.**

### **Notes to the Consolidated Financial Statements**

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

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#### **4. Critical Accounting Estimates and Judgments (continued)**

##### *Inventory*

The Company reviews the net realizable value of, and demand for, its inventory on a quarterly basis to provide assurance that recorded inventory is stated at the lower of cost or net realizable value. Factors that could impact estimated demand and selling prices include the timing and success of future technological innovations, competitor actions, supplier prices and economic trends.

The Company's return policy allows for return of any unsatisfactory product. The inventory return accrual and reserve are determined based on an analysis of the historical rate of returns, which is applied directly against cost of sales.

The valuation of beryllium-rich metal recovered during operations (revert) is based on estimated yields and the costs of the alloy used in the production process during the period.

##### *Debentures issued with conversion features and/or warrants*

The liability portion of the debenture is initially recorded at its fair value with the residual allocated to the equity features and warrants. The fair value of the financial liability is based upon the present value of contractual cash flows. The discount rate utilized is an estimate of the expected market interest rate for the Company of a non-convertible debenture issued without conversion features or warrants.

##### *Segmented reporting*

The Company must exercise judgement in defining its business segments (note 19) and allocating revenue, expenses and assets among the segments. The Company bases allocations on the groupings used to manage the business and report to senior management. From time to time, assets and personnel of one division may be used to benefit another division resulting in inaccuracies, but these are not material.

##### *Consolidation*

The Company makes judgements about whether subsidiaries should be consolidated or not and in particular about whether IBC has control of a subsidiary. All of IBC's subsidiaries are wholly owned, directly or indirectly, and IBC is able to exert control over those subsidiaries.

##### *Contingencies*

Due to the complexity and nature of the Company's operations, various legal matters arise and are outstanding from time to time. The final outcome with respect to actions outstanding or pending on June 30, 2020, or with respect to future claims, cannot be predicted with certainty and is an area of significant management judgement. In the event that management's estimate of the future resolution of these matters changes, the Company will recognize the effects of the changes in its consolidated financial statements the date such changes occur (note 20).

**IBC ADVANCED ALLOYS CORP.****Notes to the Consolidated Financial Statements**

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

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**5. Capital Management**

The board of directors has overall responsibility for the establishment and oversight of the Company's capital management framework. The board of directors has implemented and monitors compliance with risk management policies. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are regularly reviewed and updated to reflect changes in market conditions and the Company's activities. There were no changes to the Company's approach to capital management during the year ended June 30, 2020 from the year ended June 30, 2019.

The Company's primary objectives, when managing its capital, are to maintain adequate levels of funding to support the manufacturing operations of the Company and to maintain corporate and administrative functions. The Company defines capital as bank loans, other short-term and long-term debt, and equity, consisting of the issued common shares, stock options and warrants. The capital structure of the Company is managed to provide sufficient funding for manufacturing and other operating activities. Funds are primarily secured through a combination of debt and equity capital raised by way of private placements. There can be no assurances that the Company will be able to continue raising equity capital and debt in this manner.

The Company invests all capital that is surplus to its immediate needs in short-term, liquid and highly rated financial instruments, such as cash and other short-term deposits, which are all held with major financial institutions. The Company's bank agreements require that it maintain a minimum net worth and certain ratios indicating debt coverage and debt-to-tangible net worth. In addition, there are limitations on dividends and capital withdrawals, including intercompany transfers. Imposed bank restrictions currently prevent the Company from transferring funds from Copper Alloys to our other segments. Refer to note 2(c) for consideration of covenants.

**6. Receivables, net**

	June 30 2020	June 30 2019
	\$	\$
Trade accounts receivable	3,031	3,266
Provision for impairment	-	(47)
Net trade accounts receivable	<u>3,031</u>	<u>3,219</u>

At June 30, 2020, trade accounts receivable of \$2,436 (June 30, 2019 - \$2,560) held by Copper Alloys were pledged as collateral for bank loans (notes 9 and 11) and trade accounts receivable of \$595 (June 30, 2019 - \$659) held by EMC were pledged as collateral for notes payable (note 11). On June 30, 2020 and June 30, 2019, the Company made a full allowance for the collectability of receivables that extended beyond the agreed-upon payment terms with customers.



**IBC ADVANCED ALLOYS CORP.****Notes to the Consolidated Financial Statements**

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

**7. Inventories, net**

	June 30, 2020			June 30, 2019		
	Cost	Valuation Provision	Net	Cost	Valuation Provision	Net
	\$	\$	\$	\$	\$	\$
Raw materials	4,998	(1)	4,997	4,173	(1)	4,172
Work in process	1,021	-	1,021	1,467	-	1,467
Finished goods	621	-	621	569	-	569
	6,640	(1)	6,639	6,209	(1)	6,208

On June 30, 2020, the Company recognized a \$1 valuation provision (June 30, 2019 - \$1). At June 30, 2020, inventories of \$4,084 (June 30, 2019 - \$3,547) held by Copper Alloys were pledged as collateral for bank loans (notes 9 and 11) and inventories of \$2,555 (June 30, 2019 - \$2,661) held by EMC were pledged as collateral for notes payable (note 11). The low valuation provision is the direct result of the company's ability to return product into the manufacturing process. Material always retains its intrinsic value as the commodity and can be re-introduced into the process flow by re-melting or sold as a commodity.

During the year ended June 30, 2020, cost of sales included materials of \$9,695 (2019 - \$8,837), and labor of \$3,572 (2019 - \$3,867).

In 2018, beryllium bearing alloys carried in salvage (work in process) inventory were revalued. The adjustment became necessary when a new process was developed allowing recovery of the alloys previously thought to be unrecoverable. The material in question has been stored over time in drums with the belief they would be disposed of. The new process allows the material to be heated in a furnace which allows the usable alloy to separate from contaminants. As of June 30, 2018, the new process had been tested both determining the usability of the material as well as providing yield estimates for the recovery process. The adjustment to record the value of this inventory resulted in a \$979 increase in raw material inventory values and a corresponding adjustment to cost of goods sold as of June 30, 2018. During the years ended June 30, 2020 and 2019, the process was further implemented and proven successful allowing beryllium bearing alloys previously thought to be unusable, to be heated in a furnace permitting usable alloy to separate from contaminants. The estimated value of this material included in raw material inventory was \$1,667 as of June 30, 2020 (June 30, 2019 - \$1,329).

**IBC ADVANCED ALLOYS CORP.****Notes to the Consolidated Financial Statements**

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

**8. Property, Plant, and Equipment**

	Land	Right of Use Asset	Machinery and Equipment	Vehicles	Leasehold Improve- ments	Furniture and Fixtures	Total
	\$	\$	\$	\$	\$	\$	\$
<b>Cost</b>							
At June 30, 2018	510	-	9,803	9	4,679	95	15,096
Additions	-	-	1,288	26	120	13	1,447
Disposals	-	-	(53)	-	-	-	(53)
At June 30, 2019	510	-	11,038	35	4,799	108	16,490
Recognition of right of use asset upon initial adoption of IFRS 16 (note 3)	-	2,497	-	-	(709)	-	1,788
Additions	-	160	253	-	3	14	430
Disposals	-	-	(36)	-	-	-	(36)
At June 30, 2020	510	2,657	11,255	35	4,093	122	18,672
<b>Accumulated depreciation and impairment</b>							
At June 30, 2018	90	-	6,091	7	2,281	84	8,553
Depreciation expense	-	-	557	5	257	1	820
Disposals	-	-	(33)	-	-	-	(33)
At June 30, 2019	90	-	6,615	12	2,538	85	9,340
Adjustment of Accumulated Depreciation upon initial adoption of IFRS 16 (note 3)	-	-	-	-	(540)	-	(540)
Depreciation expense	-	478	649	6	162	6	1,301
Disposals	-	-	(26)	-	-	-	(26)
At June 30, 2020	90	478	7,238	18	2,160	91	10,075
<b>Net book value</b>							
At June 30, 2018	420	-	3,712	2	2,398	11	6,543
At June 30, 2019	420	-	4,423	23	2,261	23	7,150
At June 30, 2020	420	2,179	4,017	17	1,933	31	8,597

**IBC ADVANCED ALLOYS CORP.****Notes to the Consolidated Financial Statements**

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

**8. Property, Plant, and Equipment (continued)**

On June 30, 2020, the Company pledged property, plant, and equipment held by Copper Alloys with a net book value of \$3,533 (June 30, 2019 - \$3,482) as collateral for bank loans (notes 9 and 11).

Presentation of the Company's depreciation expense is included in the following line items:

	Twelve months ended June 30	
	2020	2019
	\$	\$
Cost of revenue	1,158	799
Selling, general and administrative expenses	143	21
Total depreciation expense	1,301	820

**9. Line of Credit**

	June 30 2020	June 30 2019
	\$	\$
Line of credit with BMO Harris Bank for the maximum of \$3,500 (maximum \$3,000 - June 30, 2019) at Prime plus 2.25% with a minimum interest rate of 5% (LIBOR plus 3.75% at June 30, 2019) is collateralized by substantially all of Nonferrous', Freedom's, and EMC's assets.	3,351	2,846
	3,351	2,846

In addition to the collateral provided by the operating subsidiaries, IBC has guaranteed this line of credit.

The Company's line of credit agreement with BMO Harris Bank requires the Company to maintain minimum tangible net worth, minimum debt service coverage, maximum liabilities to tangible net worth ratios and minimum EBITDA ratios. In addition, there are limitations on dividends and capital withdrawals. For the quarter ended 12/31/2018, the Company breached the minimum tangible net worth ratio and received a waiver on 2/28/2019. For the quarters ended 3/31/2019 and 6/30/2019, the Company breached the minimum tangible net worth and the minimum debt service coverage ratios and received a waiver on 9/30/2019. On September 30, 2019 the bank renewed the line of credit and term loan facility to September 30, 2020. For the quarters ended 12/31/2019 and 3/31/2020, Company breached the minimum EBITDA ratios, and received a waiver granted on 5/20/2020. For the quarter ended 6/30/2020 the Company breached the minimum EBITDA ratio and received a waiver on 9/30/2020. On September 30, 2020 the bank renewed the line of credit and term loan facility until September 30, 2021 with certain modifications to the debt covenants, and otherwise substantially the same terms as the previous extension.

**IBC ADVANCED ALLOYS CORP.****Notes to the Consolidated Financial Statements**

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

**10. Accounts Payable and Accrued Liabilities**

	June 30 2020 \$	June 30 2019 \$
Trade accounts payable	1,742	3,427
Employee wages and payroll withholdings	117	211
Accrued liabilities	1,113	817
Lease inducement - current portion	-	71
Accounts payable and accrued liabilities	2,972	4,526
Arbitration award liability	1,395	1,395
Lease inducement - long-term	-	71

Under the terms of a facility lease entered into during the year ended June 30, 2011, the Company received a lease inducement of \$762 which was amortized on a straight-line basis over the term of the lease. On June 30, 2020, the remaining lease inducement was \$Nil (June 30, 2019 - \$142). Upon the adoption of IFRS 16, on July 1, 2019 the unamortized lease inducement was adjusted to zero.

**IBC ADVANCED ALLOYS CORP.****Notes to the Consolidated Financial Statements**

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

**11. Debentures, loans and notes payable**

	June 30 2020 \$	June 30 2019 \$
Loan payable to BMO Harris Bank in monthly payments of \$11 at the fixed rate of 6.5% per year to September 30, 2021, collateralized by substantially all the assets of Nonferrous and Freedom. Subsequent to year-end, the term loan was extended to September 30, 2021.	869	936
Notes payable to related parties with monthly accrued interest at 10% per year, principal due August 4, 2020 and September 27, 2020; monthly accrued interest at 12% per year, principal due August 28, 2020 and September 13, 2020, secured by accounts receivable and inventory of EMC.	110	200
Convertible debentures with monthly accrued interest at 8.25% per year, payable semi-annually in arrears each June 30 and December 31, with principal and any remaining unpaid accrued interest due June 6, 2023, subordinate to all existing and future secured indebtedness. <sup>1</sup>	1,875	1,816
Debentures with monthly accrued interest at 9.5% per year, payable semi-annually in arrears each June 30 and December 31, with principal and any remaining unpaid accrued interest due June 6, 2023, subordinate to all existing and future secured indebtedness. <sup>2</sup>	98	98
Convertible debt with monthly principal and interest payments of C\$45 beginning in October 2019 and continuing through the maturity date of May 31, 2021. The effective interest rate is approximately 34%. <sup>3</sup>	277	439
Paycheck protection program term note payable to PNC Bank dated May 4, 2020 with monthly accrued interest at 1% per year, 6 month deferral period with the first payment due on the 15th day of the 7th month following the date of this note, maturity date of May 4, 2022 <sup>4</sup>	11	-
Economic injury disaster loan - loan payable to SBA dated May 24, 2020, monthly accrued interest at 3.75% per year, 12 month deferral period, first payment due 1 year from the date of this note, maturity date of May 24, 2050 collateralized by substantially all the assets of IBC US holdings	150	-
	<u>3,390</u>	<u>3,489</u>
Financial statement presentation:		
Debentures:		
Gross proceeds and accrued interest from convertible and non-convertible debentures & Lind Financing	3,032	3,555
Unamortized transaction costs and original issued discount (arising from warrants and conversion features) allocated proportionately to convertible and non-convertible debentures	(782)	(1,202)
Net debentures	<u>2,250</u>	<u>2,353</u>
Net debentures (current)	277	577
Net debentures (long-term)	1,973	1,776
Net debentures	2,250	2,353
Loans payable	869	936
Notes payable, related parties	110	200
Loan payable, coronavirus aid, relief, and economic security act (CARES Act)	161	-
Total debentures, loans and notes payable	<u>3,390</u>	<u>3,489</u>

<sup>1</sup> The convertible debentures may be redeemed on or after June 6, 2020, at the option of the Company, provided the volume weighted average trading price of the common shares on the TSX Venture Exchange equal or exceed C\$0.62 for the 30 consecutive trading days preceding the date of notice. These convertible debentures are convertible into common shares at a conversion price of C\$0.31 per common share at the option of the holder. Additionally, 2,300 detached warrants were issued for each multiple of C\$1 to holders of the convertible debentures.

## IBC ADVANCED ALLOYS CORP.

### Notes to the Consolidated Financial Statements

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

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#### 11. Debentures, loans and notes payable (continued)

- <sup>2</sup> The debentures may be redeemed on or after June 6, 2020, at the option of the Company, provided the volume weighted average trading price of the common shares on the TSX Venture Exchange equal or exceed C\$0.62 for the 30 consecutive trading days preceding the date of notice. Additionally, 2,300 detached warrants were issued for each multiple of C\$1 to holders of the debentures.
- <sup>3</sup> The convertible debt may be converted into common shares at a conversion price of C\$0.195 per common share at the option of the holder beginning October 2019. The Company may in its sole discretion, buy-back the outstanding amount of the convertible debt at any time. However, the debt holder retains the right to convert 33% of the funded amount outstanding plus all of the outstanding accrued interest into shares. Additionally, approximately 3,654 detached warrants were issued to the same holders of the convertible debt, exercisable at C\$0.195 per common share on or before May 31, 2021. Based on the terms of the agreement with the holder of the convertible debt, the Company was required to raise minimum equity capital in the amount of C\$455 in net proceed within 90 days after the close, this requirement has been waived by the holder.
- <sup>4</sup> The Paycheck protection program (PPP) term note payable to PNC Bank with original proceeds of \$777, all but \$10 [advance on the Economic injury disaster loan (EIDL)] is expected to be forgiven as all of the proceeds were used for the intended purpose according to the CARES act within 8 weeks of the receipt of the PPP term note proceeds. The \$767 forgiveness of the debt is recognized in other income.

In addition to the collateral provided by the operating subsidiaries, IBC US has guaranteed the loan payable to BMO Harris Bank.

The Company's bank loan with BMO Harris Bank requires that the Company maintain minimum net worth, minimum debt coverage, and debt-to-tangible net worth ratios. For the quarter ended December 31, 2018, the Company breached the minimum tangible net worth ratio and received a waiver on February 28, 2019. For the quarters ended March 31, 2019 and June 30, 2019, the Company breached the minimum tangible net worth and the minimum debt service coverage ratios and received a waiver on September 30, 2019. On September 30, 2019 the bank renewed the line of credit and term loan facility to September 30, 2020. For the quarters ended December 31, 2019 and March 31, 2020, the Company breached minimum EBITDA ratios, and received a waiver on May 20, 2020. For the quarter ended June 30, 2020 the Company breached the minimum EBITDA ratio and received a waiver on September 30, 2020. On September 30, 2020 the bank renewed the line of credit and term loan facility until September 30, 2021 with certain modifications to the debt covenants, and otherwise substantially the same terms as the previous extension.

**IBC ADVANCED ALLOYS CORP.****Notes to the Consolidated Financial Statements**

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

**11. Debentures, loans and notes payable (continued)**

A summary of debentures activity to June 30, 2020 and 2019 is as follows:

	Convertible Debentures \$	Non- Convertible \$	Lind Financing \$	Total Debentures \$
June 30, 2018	1,548	79	-	1,627
Proceeds from issuance of debentures	-	-	574	574
Original issue discount	(1)	9	(84)	(76)
Transaction costs	-	-	(59)	(59)
Conversion of debentures	(168)	-	-	(168)
Amortization of accreted interest	332	9	5	346
Accrued interest	225	9	5	239
Interest paid in cash	(3)	-	-	(3)
Interest paid in shares issued	(126)	(7)	-	(133)
Effect of foreign exchange rate	9	(1)	(2)	6
June 30, 2019	1,816	98	439	2,353
Conversion of debentures	(47)	-	-	(47)
Amortization of accreted interest	311	13	102	426
Accrued interest	217	13	56	286
Principal paid in cash	-	-	(244)	(244)
Interest paid in cash	-	-	(57)	(57)
Interest paid in shares issued	(321)	(20)	-	(341)
Effect of foreign exchange rate	(101)	(6)	(19)	(126)
June 30, 2020	1,875	98	277	2,250

**IBC ADVANCED ALLOYS CORP.****Notes to the Consolidated Financial Statements**

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

**12. Income Taxes**

The material components of the income tax expense for the years ended June 30, 2020 and 2019 are as follows:

Year ended June 30	2020	2019
	\$	\$
Current tax (recovery) expense		
Current tax on profit for the year	20	(4)
Deferred tax expense	-	-
Total income tax (recovery) expense	20	(4)

The difference between tax expense (recovery) for the years ended June 30, 2020 and 2019 and the expected income taxes based on the statutory tax rate arises as follows:

Year ended June 30	2020	2019
	\$	\$
Loss before income taxes	(1,102)	(4,047)
Tax recovery based on the statutory rate of 27% (2019 - 27%)	(298)	(1,093)
Foreign exchange impact on deferred tax balance	532	-
Non-deductible expenses	89	82
Different tax rates in other jurisdictions	3	58
Change in enacted rates	-	(128)
Change in current tax expense estimated for prior years	231	172
State income taxes and other	16	-
Changes in unrecognized deferred tax assets	(553)	905
Total income tax (recovery) expense	20	(4)

For the year ended June 30, 2020, the Canadian federal corporate tax rate and the British Columbia provincial tax rate are 15% and 12% respectively. The US federal tax rate remained at 21%.



**IBC ADVANCED ALLOYS CORP.****Notes to the Consolidated Financial Statements**

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

**12. Income Taxes (continued)**

## Deferred Tax Assets and Liabilities

The nature and tax effect of the temporary differences giving rise to the deferred tax assets and liabilities on June 30, 2020 and 2019 are summarized as follows:

	June 30 2019	Recognized in net income	Recognized in equity	June 30 2020
	\$	\$	\$	\$
Losses carried forward	9,072	(820)	(127)	8,125
Shares issue costs	-	19	3	22
Inventories and other	565	(420)	(1)	144
Legal expenses	364	(58)	-	306
	10,001	(1,279)	(125)	8,597
Offset against deferred tax liabilities	(1,481)	519	(408)	(1,370)
Unrecognized deferred tax asset	(8,520)	760	533	(7,227)
Deferred tax assets	-	-	-	-
Property, plant and equipment	(1,481)	323	-	(1,158)
Convertible debt	-	196	(408)	(212)
Offset against deferred tax liabilities	1,481	(519)	408	1,370
Deferred tax liabilities	-	-	-	-
Net deferred tax balance	-	-	-	-

**IBC ADVANCED ALLOYS CORP.****Notes to the Consolidated Financial Statements**

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

**12. Income Taxes (continued)**

	June 30 2018	Recognized in net income	Recognized in equity	June 30 2019
	\$	\$	\$	\$
Losses carried forward	8,028	1,044	-	9,072
Shares issue costs	40	(40)	-	-
Inventories and other	426	139	-	565
Legal expenses	364	-	-	364
	8,858	1,143	-	10,001
Offset against deferred tax liabilities	(1,242)	(239)	-	(1,481)
Unrecognized deferred tax asset	(7,616)	(904)	-	(8,520)
Deferred tax assets	-	-	-	-
Property, plant and equipment Offset against deferred tax liabilities	(1,242)	(239)	-	(1,481)
	1,242	239	-	1,481
Deferred tax liabilities	-	-	-	-
Net deferred tax balance	-	-	-	-

**Tax Losses**

As at June 30, 2020, the Company has accumulated non-capital losses of approximately C\$17,652 (June 30, 2019 - C\$17,241) for Canadian income tax purposes that may be carried forward to reduce taxable income derived in future years, which expire in various amounts from 2026 to 2040. The Company also has United States non-operating losses of approximately \$19,884 (June 30, 2019 - \$19,068), of which \$17,521 expire in various amounts from 2028 to 2037.

**IBC ADVANCED ALLOYS CORP.****Notes to the Consolidated Financial Statements**

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

**13. Share Capital***Authorized capital*

Unlimited number of common shares without par value.

Unlimited number of preferred shares issuable in series without par value. The board of directors may determine the designations, rights, preferences or other variation of each class or series within the preferred shares.

*Issued capital*

No preferred shares.

	Number of Common Shares	Common Shares \$
June 30, 2018	34,175,115	53,792
Debtentures converted to shares	687,091	168
Debtentures interest paid in shares	665,135	133
Shares issue for services	641,036	168
Shares issued for option exercised	188,173	71
Private placement	2,477,080	405
June 30, 2019	38,833,630	54,737
Shares for services	406,228	84
Shares issued for options exercised	818,827	234
Fair value of options exercised	-	327
Shares issued for warrants exercised	463,648	137
Return to treasury	(36,013)	(7)
Debtentures interest paid in shares	2,529,879	341
Debtentures converted to shares	193,548	47
Private placement	19,198,550	1,720
Shares issue costs	-	(105)
June 30, 2020	62,408,297	57,515

## **IBC ADVANCED ALLOYS CORP.**

### **Notes to the Consolidated Financial Statements**

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

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

##### *Fiscal 2020*

In July 2019, the Company issued 737,059 common shares to debentures holders with an issue-date value of C\$161 in satisfaction of the June 30, 2019 interest payment in lieu of cash.

In July 2019, the Company issued 304,671 common shares for services to directors of the Company, 101,557 common shares for services to a consultant, and 185,000 common shares for options exercised by a director of the Company.

In July 2019, 16,129 shares were issued upon the conversion of C\$5,000 of the 8.25% convertible debentures to common stock.

In October 2019, 36,013 shares and 230,000 warrants were returned to treasury upon the cancellation of C\$100,000 8.25% convertible debentures.

On November 25, 2019, the Company announced a non-brokered private placement to issue up to 17.1 million common shares at a price of C\$0.117 per common share for gross proceeds of up to C\$2.0 million. There is no minimum offering amount. This private placement was closed on December 13, 2019 at which time a second non-brokered private placement was announced for an additional 2.1 million common shares at a price of C\$0.135 per common share for gross proceeds of up to C\$284,000. The second private placement closed on December 23, 2019.

In December 2019, 17,094,010 and 2,104,540 shares were issued respectively with the closure of the first tranche and second tranche of the non-brokered private placements closed in December 2019.

In December 2019, 873,023 common shares were issued to debenture holders with an issue-date value of C\$157,000 in satisfaction of the December 31, 2019 interest payment in lieu of cash.

In December 2019, 633,827 shares were issued upon the exercise of options and 169,408 shares upon the exercise of financing warrants.

In January 2020, 161,290 shares were issued upon the conversion of C\$100,000 of the 8.25% convertible debentures to common stock.

In June 2020, 16,129 shares were issued upon the conversion of C\$5,000 of the 8.25% convertible debentures to common stock.

In June 2020, 227,275 shares were issued upon the exercise of broker warrants and 66,965 shares were issued upon the exercise of financing warrants.

In June 2020, 919,797 common shares were issued to debenture holders with an issue-date value of C\$153,000 in satisfaction of the June 30, 2020 interest payment in lieu of cash.

##### *Fiscal 2019*

In August 2018, the Company issued 556,797 common shares for services to directors of the Company, 40,529 common shares for services to a consultant, 43,710 to a non-executive employee and 188,173 common shares for options exercised by a director of the Company.

In December 2018, the Company issued 665,135 common shares to debentures holders with an issue-date value of C\$183 in satisfaction of the December 31, 2018 interest payment in lieu of cash.

**IBC ADVANCED ALLOYS CORP.****Notes to the Consolidated Financial Statements**

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

**13. Share Capital (continued)**

In April 2019, the Company completed a non-brokered private placement, issuing 2,477,080 units at a price of C\$0.22 per unit for gross proceeds of C\$545,000. Each unit comprised of one common share and one common share purchase warrant (a "warrant"), each warrant entitling the holder thereof to acquire one further common share (a "warrant share") at a price of C\$0.28 per warrant share for a period of 36 months from the date of the closing of the private placement. Certain directors of the Company subscribed for an aggregate of 682,047 units in the private placement for gross proceeds of C\$151,000.

In 2019, C\$213,000 worth of debenture (issued on June 6, 2018) were converted to 687,091 shares at C\$0.31 per share.

**14. Reserves**

Reserves comprise the fair value of stock option grants, convertible debentures, and warrants prior to exercise and cumulative unrealized gains and losses on foreign exchange.

	Warrants and convertible debentures	Share-based compensation reserve	Foreign currency translation reserve	Total
	\$	\$	\$	\$
At June 30, 2018	1,498	7,739	159	9,396
Foreign currency translation gain	-	-	5	5
Shares issued for option exercise	-	(17)	-	(17)
Shares issued for services	-	(163)	-	(163)
Share-based compensation	-	304	-	304
Debentures converted to shares	(4)	-	-	(4)
Warrants and conversion features issued with debentures	76	-	-	76
At June 30, 2019	1,570	7,863	164	9,597
Foreign currency translation gain	-	-	147	147
Fair value of options exercised	-	(327)	-	(327)
Shares issued for services	-	(86)	-	(86)
Share-based compensation	-	51	-	51
Debentures converted to shares	(27)	-	-	(27)
June 30, 2020	1,543	7,501	311	9,355

**15. Share-Based Payments**

IBC's board of directors has adopted a rolling stock option plan, subsequently amended and approved by shareholders, under which the Company is authorized to grant options to directors, employees and consultants to acquire up to 10% of the issued and outstanding common shares. The exercise price of each option is based on the market price of the Company's stock for a period preceding the date of grant. The options can be granted for a maximum term of ten years and vest as determined by the board of directors. The Company's practice is to grant share options with a term of five years that vest in increments over a three-year period. The Company's shares trade in Canadian dollars and options granted to date have been denominated in Canadian funds.

The Company's shareholders re-approved the stock option plan at the December 2019 shareholders' meeting.

**IBC ADVANCED ALLOYS CORP.****Notes to the Consolidated Financial Statements**

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

**15. Share-Based Payments (continued)***Option Grants*

A summary of stock option activity to June 30, 2020 is as follows:

	Stock Options Outstanding	Weighted Average Exercise Price C\$
At June 30, 2018	1,862,250	0.67
Exercised	(188,173)	0.38
Expired	(69,250)	1.40
Forfeited	(253,500)	0.67
Granted	1,978,250	0.35
At June 30, 2019	3,329,577	0.48
Exercised	(818,827)	0.37
Expired	(84,500)	1.50
Forfeited	(578,000)	0.49
Granted	40,000	0.16
At June 30, 2020	1,888,250	0.47

During the year ended June 30, 2020 the Company recognized share-based compensation and share-based services of \$51 (2019 - \$330).

The weighted average trading price on date of exercise for the stock options exercised during the year ended June 30, 2020 was \$C0.20 (2019 – C\$0.35).

On June 30, 2020, the Company had outstanding, and exercisable stock options as follows:

Exercise Price C\$	Outstanding Options			Exercisable Options	
	Number	Weighted Average Remaining Life	Weighted Average Exercise Price C\$	Number	Weighted Average Exercise Price C\$
0.31	763,250	3.06 years	0.31	429,125	0.31
0.40	550,000	1.97 years	0.40	398,750	0.40
0.16	40,000	4.99 years	0.16	10,000	0.16
0.77	502,500	0.99 years	0.77	502,500	0.77
1.20	32,500	0.15 years	1.20	32,500	1.20
	1,888,250	2.18 years	0.47	1,372,875	0.52

**IBC ADVANCED ALLOYS CORP.****Notes to the Consolidated Financial Statements**

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

**15. Share-Based Payments (continued)**

Subsequently, in July 2020 287,500 options: 100,000 options exercisable @ C\$0.77, 112,500 options exercisable @ C\$0.40 and 75,000 options exercisable @ C\$0.31, were forfeited. Also, in August 2020 32,500 options exercisable @ C\$1.2 expired.

The Company employed the Black-Scholes option-pricing model using the following weighted average assumptions to determine share-based compensation:

	2020	2019
Annualized expected stock price volatility	125%	128%
Risk-free interest rate	1.25%	1.19%
Expected option lives	3.3 years	3.2 years
Weighted average exercise price	C\$0.47	C\$0.48
Dividend yield	0.0%	0.0%

There is a rebuttable presumption for non-employees under *IFRS 2 - Share Based Payments* that share-based awards for goods and services should be valued based on the fair value of the goods or services provided, not the computed value of the share-based award. The Company has employed an equity-based approach to determining the value of certain option awards as the parties concerned normally provide their services for a combination of cash and share options, with the result that there is not a reliable measure of market compensation on a cash-payment basis only.

The expected volatility is determined by reference to the historical volatility of the Company's shares.

**16. Warrants**

	Financing Warrants		Broker Warrants	
	Warrants Outstanding	Weighted Average Exercise Price C\$	Warrants Outstanding	Weighted Average Exercise Price C\$
At June 30, 2018	31,422,629	0.46	1,993,253	0.37
Issued	6,130,926	0.23	-	-
June 30, 2019	37,553,555	0.42	1,993,253	0.37
Exercised	(463,648)	0.39	-	-
Cancelled	(230,000)	0.37	-	-
Expired	(1,914,259)	0.45	-	-
June 30, 2020	34,945,648	0.42	1,993,253	0.37

**IBC ADVANCED ALLOYS CORP.****Notes to the Consolidated Financial Statements**

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

**16. Warrants (continued)**

On June 30, 2020, warrants were outstanding enabling holders to acquire common shares or units as follows:

Number of Financing Warrants	Number of Broker Warrants	Exercise Price  C\$	Expiry Date
2,249,805	-	0.280	April 22, 2022
3,653,846	-	0.195	May 21, 2021
19,890,297	-	0.500	May 24, 2021
-	907,000	0.375	May 24, 2021
9,151,700	1,086,253	0.370	June 6, 2023
<b>34,945,648</b>	<b>1,993,253</b>		

The Company has not assigned any value to financing warrants issued as part of unit financings as, in most cases, the pricing of the units was determined by reference to the Company's share price and no premium was attributed to the attached warrant rights. In some instances, a value was assigned to the warrant in offering documents, but the value was not material.

**17. Related Parties Transactions**

Key management personnel compensation was:

	Twelve months ended June 30,	
	2020	2019
	\$	\$
Short-term employee benefits and consulting	1,055	1,164
Share-based compensation and services	127	247
	<b>1,182</b>	<b>1,411</b>

The short-term employee benefits were paid or accrued directly to employees and directors of the Company.

As of June 30, 2020, \$184 (June 30, 2019 - \$109) is owing to directors and officers for services and \$Nil (June 30, 2019 - \$26) is owing to officers for expenses paid on the Company's behalf.

As of June 30, 2020, \$110 (June 30, 2019 - \$200) is owing to a former director and former officer and individuals related to him for notes payable principal and interest (note 11). During the year ended June 30, 2020, the Company incurred interest expense of \$20 (2019 - \$30) on amounts due to related parties.



**IBC ADVANCED ALLOYS CORP.****Notes to the Consolidated Financial Statements**

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

**18. Commitments and Contingencies**

The Company has entered into commercial property leases. These leases have an average remaining life of 5.4 years, with a certain lease having a renewal option at 95% of fair market value. While the company has signed a lease agreement for a 5 year extension and the rental payments are included below, the increase in the rental payments are not included in lease obligations according to IFRS 16 as the cash flows do not change until February 2021. The future minimum rental payments under non-cancellable operating leases on June 30, 2020 are:

Year ending June 30	\$
2021	754
2022	924
2023	843
2024	869
2025	895
2026	532
	4,817

The Company is contractually committed to purchase, on June 30, 2020 prices, an aggregate of \$1,799 (June 30, 2019 - \$1,843) in raw materials. The estimated commitment in the fiscal period is as follows:

Year ending June 30	\$
2021	1,799
	1,799

**19. Segment Reporting**

As of June 30, 2020, the Company had three reportable segments: Copper Alloys, Engineered Materials and Corporate. As of June 30, 2020, the Company had two manufacturing segments: Copper Alloys and Engineered Materials. The manufacturing segments produce beryllium copper, Beralcast<sup>®</sup> and other specialty alloy products. Corporate oversees and administers the operating divisions.

The accounting policies of the segments are the same as described in note 23 of these audited consolidated financial statements. IBC's management evaluates performance based on profit or loss from operations before other items ("operating income (loss)").

**IBC ADVANCED ALLOYS CORP.****Notes to the Consolidated Financial Statements**

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

**19. Segment Reporting (continued)**

Year ended June 30, 2020	Copper Alloys	Engineered Materials	Corporate	Total
	\$	\$	\$	\$
Revenue from external customers	14,284	6,864	-	21,148
Depreciation	594	707	-	1,301
Share-based compensation and shared-based services	9	(18)	60	51
Operating income (loss)	(364)	490	(895)	(769)
Foreign exchange gain (loss)	-	-	(11)	(11)
Interest & accretion expense	(299)	(144)	(668)	(1,111)
Loss on disposal of assets	(11)	-	-	(11)
Interest income	-	-	-	-
Other income	-	23	777	800
Income (loss) before income taxes	(674)	369	(797)	(1,102)
Income tax (expense) recovery	(6)	(3)	(11)	(20)
Capital expenditures	258	12	-	270

Year ended June 30, 2019	Copper Alloys	Engineered Materials	Corporate	Total
	\$	\$	\$	\$
Revenue from external customers	13,513	5,155	-	18,668
Depreciation	424	396	-	820
Share-based compensation and shared-based services	71	48	211	330
Operating income (loss)	(921)	(1,108)	(1,053)	(3,082)
Foreign exchange gain (loss)	-	-	(49)	(49)
Interest & accretion expense	(310)	(30)	(585)	(925)
Loss on disposal of assets	(20)	-	-	(20)
Interest income	-	-	7	7
Other income	(6)	26	2	22
Income (loss) before income taxes	(1,257)	(1,112)	(1,678)	(4,047)
Income tax (expense) recovery	6	(6)	4	4
Capital expenditures	873	574	-	1,447

Capital expenditures include additions to Property, plant and equipment but exclude Right of use assets.

**IBC ADVANCED ALLOYS CORP.****Notes to the Consolidated Financial Statements**

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

**19. Segment Reporting (continued)**

Total assets employed by each division are:

	June 30 2020	June 30 2019
	\$	\$
Copper Alloys	10,305	9,805
Engineered Materials	8,921	7,926
Corporate	56	83
	<u>19,282</u>	<u>17,814</u>

Total liabilities recognized by each division are:

	June 30 2020	June 30 2019
	\$	\$
Copper Alloys	6,415	6,419
Engineered Materials	4,215	3,974
Corporate	2,874	3,057
	<u>13,504</u>	<u>13,450</u>

The geographical division of the Company's revenues based on the customer's country of origin is as follows:

	June 30 2020	June 30 2019
	\$	\$
United States	15,360	13,605
All others	5,788	5,063
	<u>21,148</u>	<u>18,668</u>

Material revenues by countries outside of the United States are comprised of the following for the year ended June 30, 2020:

Singapore	\$1,497
Switzerland	1,118
Malaysia	841
Japan	799
Canada	604
Germany	511

The following customers represented more than 10% of sales:

For the year ended	June 30, 2020		June 30, 2019	
	Amount	%	Amount	%
	\$		\$	
Customer A	4,390	20.8	3,697	19.8

**IBC ADVANCED ALLOYS CORP.****Notes to the Consolidated Financial Statements**

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

**19. Segment Reporting (continued)**

All of the Company's Property, plant and equipment are located in the United States.

Property, plant and equipment	June 30 2020	June 30 2019
	\$	\$
United States	8,597	7,150

**20. Financial Risk Management**

The Company's activities expose it to a variety of financial risks, including foreign exchange risk, interest rate risk, commodity price risk, credit risk and liquidity risk. From time to time, the Company may use foreign exchange contracts, commodity price contracts and interest rate swaps to manage exposure to fluctuations in foreign exchange, metal prices and interest rates. The Company does not have a practice of trading derivatives.

*Fair Values*

The Company does not hold any financial instruments at fair value subject to level 1, 2 or 3 fair value measurements. There were no changes in level 1, 2, or 3 financial instruments during the year ended June 30, 2020.

*Foreign Exchange Risk*

Most of the Company's activities are in the United States, but the Company conducts business in other countries from time to time. The principal foreign exchange risk exposure arises from transactions denominated in Canadian dollars.

Below is the sensitivity analysis if holding all other variables constant, the following changes would have the following effects:

	Profit or loss		Profit or loss	
	June 30, 2020		June 30, 2019	
	Increase	(Decrease)	Increase	(Decrease)
	\$	\$	\$	\$
10% movement in cash flows	(326)	326	(319)	319
1% movement in Canadian \$ per US \$	(32)	32	(32)	32

**IBC ADVANCED ALLOYS CORP.****Notes to the Consolidated Financial Statements**

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

**20. Financial Risk Management (continued)**

Exposure to the Canadian dollar on financial instruments is as follows:

Balances at June 30, 2020		C\$
Cash	(41)	
Accounts payable and accrued liabilities	270	
Debentures	4,133	
Balances at June 30, 2019		C\$
Cash	20	
Accounts payable and accrued liabilities	325	
Debentures	4,323	

*Interest Rate Risk*

The Company's interest rate risk mainly arises from the interest rate impact on interest expense on the BMO Harris Bank line of credit. The Company's term loan has a fixed interest rate and is not exposed to interest rate risk.

Below is the sensitivity analysis if holding all other variables constant, the following changes would have the following effects:

	Profit or loss		Profit or loss	
	June 30, 2020		June 30, 2019	
	Increase	(Decrease)	Increase	(Decrease)
	\$	\$	\$	\$
10% movement in cash flows	(18)	18	(18)	18
1% movement in interest rate index	(34)	34	(28)	28

*Commodity Price Risk*

The Company's profitability depends, in part, on the market prices of copper, aluminium and beryllium. The market prices for metals can be volatile and are affected by factors beyond the Company's control, including: global or regional consumption patterns; the supply of, and demand for, these metals; speculative activities; the availability and costs of metal substitutes; expectations for inflation; and political and economic conditions, including interest rates and currency values. The Company cannot predict the effect of these factors on metal prices. The Company does not engage in hedging but, where possible, structures selling arrangements in a way that passes commodity price risk through to the customer.

*Credit Risk*

Credit risk arises from the non-performance by counterparties of contractual financial obligations. The Company's credit risk arises primarily with respect to its trade accounts receivable.

The Company manages credit risk by trading with recognized creditworthy third parties and insuring trade receivables. In addition, receivable balances are monitored on an on-going basis with the result that the Company's exposure to impaired receivables is not significant.

**IBC ADVANCED ALLOYS CORP.****Notes to the Consolidated Financial Statements**

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

**20. Financial Risk Management (continued)**

The Company also manages its credit risk by investing its cash only in obligations of Canada or the United States or their respective agencies, obligations of enterprises sponsored by any of the above governments; bankers' acceptances purchased in the secondary market and having received the highest credit rating from a recognized rating agency in Canada or the United States, with a term of less than 180 days; and bank term deposits and bearer deposit notes, with a term of less than 180 days.

The Company's maximum exposure to credit risk at the reporting date is the carrying value of cash, and receivables.

*Liquidity Risk*

The Company manages liquidity risk by maintaining adequate cash and cash equivalent balances. If necessary, it may raise funds through the issuance of debt, equity, or monetization of non-core assets. To ensure that there is sufficient capital to meet obligations, the Company continuously monitors and reviews actual and forecasted cash flows and matches the maturity profile of financial assets to development, capital and operating needs.

June 30, 2020	Less than three months \$	Three to 12 months \$	One to five years \$	Total \$
Accrued payables and accrued liabilities	2,689	283	-	2,972
Line of credit	3,351	-	-	3,351
Notes payable, related parties	110	-	-	110
Leases Payable	147	453	2,127	2,727
Loan payable	869	-	150	1,019
Note payable	-	11	-	11
Arbitration award liability	-	-	1,395	1,395
Convertible debentures	102	485	2,312	2,899
Debentures	-	13	121	134
	7,268	1,245	6,105	14,618

June 30, 2019	Less than three months \$	Three to 12 months \$	One to five years \$	Total \$
Accrued payables and accrued liabilities	4,243	283	-	4,526
Line of credit	2,846	-	-	2,846
Notes payable, related parties	200	-	-	200
Loan payable	936	-	-	936
Arbitration award liability	-	-	1,395	1,395
Convertible debentures	-	527	2,888	3,415
Debentures	-	13	131	144
	8,225	823	4,414	13,462

## **IBC ADVANCED ALLOYS CORP.**

### **Notes to the Consolidated Financial Statements**

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

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## **20. Financial Risk Management (continued)**

### *Legal Matters*

As more fully discussed below, we are involved in a variety of claims, lawsuits, investigations and proceedings concerning securities law, intellectual property law, environmental law, employment law and the Employee Retirement Income Security Act (“ERISA”). We determine whether an estimated loss from a contingency should be accrued by assessing whether a loss is deemed probable and can be reasonably estimated. We assess our potential liability by analyzing our litigation and regulatory matters using available information. We develop our views on estimated losses in consultation with outside counsel handling our defense in these matters, which involves an analysis of potential results, assuming a combination of litigation and settlement strategies. Should developments in any of these matters cause a change in our determination as to an unfavorable outcome and result in the need to recognize a material accrual, or should any of these matters result in a final adverse judgment or be settled for significant amounts, they could have a material adverse effect on our results of operations, cash flows and financial position in the period or periods in which such change in determination, judgment or settlement occurs.

On September 8, 2017, an Award was issued in favor of Claimant Gerald Hoolahan against IBC Advanced Alloys Corp. The Award, in the amount of \$1,240 plus attorney’s fees, costs, and expenses in the amount of \$155, was granted by the American Arbitration Association’s International Centre for Dispute Resolution. The amount has been accrued and the matter was under appeal. On March 27, 2019, the Company received notice of the Court affirming the September 8, 2017 arbitration award made in favor of Gerald R. Hoolahan. IBC has filed an appeal of the District Court’s decision. Subsequently, on January 22, 2020 United States Court of appeals for the First Circuit affirmed the judgment of the United States District Court for the District of Massachusetts in the case of Gerald R. Hoolahan v. IBC Advanced Alloys Corp., which found in favor of the petitioner, Mr. Hoolahan. The Company is evaluating its payment options with respect to the award granted to Mr. Hoolahan.

On January 21, 2014, a subsidiary in the Copper Alloys Division, Nonferrous Products, Inc. (“Nonferrous Products”) received a “Special Notice Letter of Potential Liability” from the U.S. Environmental Protection Agency (“EPA”). The letter references the EPA’s determination that a release of hazardous materials had occurred at the Chemetco Superfund Site located in Hartford, Illinois. Chemetco, Inc. operated a secondary smelting operation for recycling and after-market processing of copper-bearing scrap and manufacturing by-products. The EPA has identified Nonferrous Products as a potentially responsible party (“PRP”) under the Comprehensive Environmental Response, Compensation, and Liability Act (“CERCLA”). Nonferrous Products has joined a defense group of other PRPs. To date, Nonferrous Products has paid immaterial amounts related to these assessments and member fees. These assessments will be used to fund further site investigation to determine the amount of materials sent to Chemetco by each party and the best clean-up method. The Company is evaluating its options regarding notifying its insurers of potentially increased liability should the EPA and/or Chemetco PRP Group contribution lawsuit attempt to name Company’s subsidiary as a Defendant. Specialloy Metals Company was allocated with over 4 million pounds of material shipped to the Chemetco site, or more than ten times the amount allocated to Nonferrous. Should the EPA and/or PRP Group contribution lawsuit pursue alter ego theories and name the Company’s subsidiary Company, Nonferrous Products as a defendant, then IBC potentially faces significantly more liability requiring further defensive action.

### *Fair Value*

The fair value of the Company’s financial assets and financial liabilities approximate the carrying value due to the short-term maturities of the instruments, except for the debentures issued on June 6, 2018 and maturing June 6, 2023 and debenture issued on May 21, 2019 with conversion features and/or warrants as discussed in note 11. The fair value of these debentures was determined using an estimate range of the expected market interest rate (June 6, 2018 – 17.5% to 20.5%, May 21, 2019 – 32.5% to 35.5%) for the Company of a non-convertible debenture issued without warrants.

**IBC ADVANCED ALLOYS CORP.****Notes to the Consolidated Financial Statements**

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

**21. Loss per Share**

Year ended June 30	2020	2019
Loss for the year (\$000)	(1,122)	(4,043)
Weighted average number of common shares outstanding	51,244,519	36,227,834
Loss per share, basic and diluted (\$ per share)	(0.02)	(0.11)

Diluted loss per share for the year ended June 30, 2020 and 2019 is the same as basic loss per share as the exercise of the 1,372,875 share options (June 30, 2019 – 1,797,447) and 36,938,901 warrants (June 30, 2019 – 39,546,808) would be anti-dilutive.

**22. Events after the reporting date**

On July 7, 2020 the Company granted 2,000,000 stock options with an expiry date of July 7, 2025 and an exercise price of C\$0.15 per option to its director and an employee (CEO) of the Company. Also, on July 15, 2020, the Company granted 600,000 stock options to directors of the Company with an expiry date of July 15, 2025 and an exercise price of C\$0.21. Both of these stock options awards vest 25% upon grant date and then 25% on each anniversary being fully vested 3 years after the grant date.

On August 12, 2020, 80,645 shares were issued upon the conversion of C\$25,000 of the 8.25% convertible debentures to common stock.

**23. Significant Accounting Policies**

The accounting policies set out below have been applied consistently to all periods presented in these financial statements unless otherwise indicated.

## a) Basis of consolidation

The consolidated financial statements comprise the financial statements of IBC and its subsidiaries on June 30, 2020. Subsidiaries consist of entities over which IBC is exposed to, or has rights to, variable returns as well as the ability to affect these returns through the power to direct the relevant activities of the entity. To the extent that subsidiaries provide services that relate to the Company's activities, they are fully consolidated from the date control is transferred to IBC and are deconsolidated from the date control ceases. These consolidated financial statements include all the assets, liabilities, revenues, expenses and cash flows of IBC and its subsidiaries after eliminating inter-entity balances and transactions. Any other investments in subsidiaries would not be consolidated but measured at fair value through profit or loss in accordance with IFRS 9, but there are no non-consolidated subsidiaries.

The principal subsidiaries are:

Entity	Ownership Percentage	Location	Principal Activity
IBC US Holdings, Inc. ("IBC US")	100%	United States	Holding company
Freedom Alloys, Inc. ("Freedom")	100%	United States	Manufacturing
Nonferrous Products, Inc. ("Nonferrous")	100%	United States	Manufacturing
NF Industries, Inc.	100%	United States	Holding company
Specialloy Copper Alloys LLC ("Specialloy")	100%	United States	Manufacturing
IBC Engineered Materials Corp. ("EMC")	100%	United States	Manufacturing



## **IBC ADVANCED ALLOYS CORP.**

### **Notes to the Consolidated Financial Statements**

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

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#### **23. Significant Accounting Policies (continued)**

a) Basis of consolidation (continued)

Copper Alloys division consist of Freedom, Nonferrous, NF Industries, Inc., and Specialloy. Engineered Materials division consists of EMC.

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the Company elects whether it measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition costs incurred are expensed and included in administrative expenses.

When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date through profit or loss.

Any contingent consideration to be transferred by the acquirer is recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability are recognized in accordance with IAS 39 either in profit or loss or as a change to other comprehensive income. If the contingent consideration is classified as equity, it is remeasured, and subsequent settlement is accounted for within equity. In instances where the contingent consideration does not fall within the scope of IAS 39, it is measured in accordance with the appropriate IFRS.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interest over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognized in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases. The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies. All intra-group balances, transactions, unrealized gains and losses resulting from intra-group transactions and dividends are eliminated fully upon consolidation.

## **IBC ADVANCED ALLOYS CORP.**

### **Notes to the Consolidated Financial Statements**

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

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#### **23. Significant Accounting Policies (continued)**

a) Basis of consolidation (continued)

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Company loses control over a subsidiary, it:

- Derecognizes the assets (including goodwill) and liabilities of the subsidiary.
- Derecognizes the carrying amount of any non-controlling interest.
- Derecognizes the cumulative translation differences recorded in equity.
- Recognizes the fair value of the consideration received.
- Recognizes the fair value of any investment retained.
- Recognizes any surplus or deficit in profit or loss.
- Reclassifies the parent's share of components previously recognized in other comprehensive income to profit or loss or retained earnings, as appropriate.

b) Foreign currency transactions

Foreign currency accounts are translated into each entity's functional currency as follows:

At the transaction date, each asset, liability, revenue and expense denominated in a foreign currency is translated into the entity's functional currency by the use of the exchange rate in effect at that date. At the year-end date, unsettled monetary assets and liabilities are translated into the functional currency by using the exchange rate in effect at the year-end date and the related translation differences are recognized in net income.

Non-monetary assets and liabilities that are measured at historical cost are translated into the functional currency by using the exchange rate in effect at the date of the initial transaction and are not subsequently restated. Non-monetary assets and liabilities that are measured at fair value or a revalued amount are translated into the functional currency by using the exchange rate in effect at the date the value is determined and the related translation differences are recognized in net income or other comprehensive loss consistent with where the gain or loss on the underlying non-monetary asset or liability has been recognized.

The functional currency of IBC is the Canadian dollar. All other entities have a functional currency of the United States dollar. These financial statements are presented in United States dollars.

Entities with a functional currency other than US dollars are translated at the exchange rate in effect at the end of each period and the results of operations are translated at the average exchange rate for each period. The resulting exchange difference is charged to other comprehensive loss and applied to the cumulative foreign currency translation reserve.

c) Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with financial institutions and other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and subject to an insignificant risk of change in value. For cash flow statement presentation purposes, cash and cash equivalents includes bank overdrafts.

## IBC ADVANCED ALLOYS CORP.

### Notes to the Consolidated Financial Statements

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

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#### 23. Significant Accounting Policies (continued)

##### d) Inventories

Inventories are valued at the lower of cost and net realizable value. Costs incurred in bringing each product to its present location and condition are accounted for as follows:

###### *Raw materials:*

- Purchase cost on a weighted average basis.

###### *Finished goods and work in progress*

- Average cost of direct materials and labor and a proportion of manufacturing overheads based on normal operating capacity but excluding borrowing costs.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

##### e) Revenue recognition

IFRS 15 – Revenue from contracts with customers requires companies to follow a five-step model to determine if revenue should be recognized. This core principle is delivered in a five-step model framework:

- Identify the contract(s) with a customer
- Identify the performance obligations in the contract
- Determine the transaction price
- Allocate the transaction price to the performance obligations in the contract
- Recognize revenue when (or as) the entity satisfies a performance obligation

Application of this guidance depends on facts and circumstances present in a contract with a customer and requires the exercise of judgment.

###### *Sale of goods*

Revenue associated with the sale of goods is recognized when control of the asset sold is transferred to the customer. Indicators of control transferring include an unconditional obligation to pay, legal title, physical possession, transfer of risk and rewards and customer acceptance. This generally occurs when the goods are delivered to a loading port, warehouse, vessel or metal account as contractually agreed with the buyer; at which point the buyer controls the goods. In cases where the Company is responsible for the cost of shipping and certain other services after the date on which control of the goods transfers to the customer, these other services are considered separate performance obligations and thus a portion of revenue earned under the contract is allocated and recognized as these performance obligations are satisfied.

###### *Return allowance*

The Company's return policy allows for return of any unsatisfactory product. The return allowance is determined based on an analysis of the historical rate of returns, which is applied directly against sales.

###### *Interest income*

For all financial instruments measured at amortized cost and interest bearing financial assets classified as FVTPL, interest income or expense is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or liability, interest income is included in finance income in the statement of loss and other comprehensive loss.

**IBC ADVANCED ALLOYS CORP.**

**Notes to the Consolidated Financial Statements**

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

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**23. Significant Accounting Policies (continued)**

- e) Revenue recognition (continued)

*Unearned revenue*

Under terms of contract, an advance procurement provision provided revenues for the long lead purchase of metals. The balance shown for unearned revenue is that portion of the advance procurement that resides either in cash or reserved metal and is liquidated as product is delivered under contract.

- f) Property, plant and equipment

*Recognition and measurement*

On initial recognition, property, plant and equipment is valued at cost, being the purchase price and directly attributable costs of acquisition or construction required to bring the asset to the location and condition necessary to be capable of operating in the manner intended by the Company. Such costs include appropriate borrowing costs and the estimated present value of any future unavoidable costs of dismantling and removing items. The corresponding liability is recognized within provisions.

Property, plant and equipment is subsequently measured at cost less accumulated depreciation, less any accumulated impairment losses, with the exception of land which is not depreciated.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

*Subsequent costs*

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognized.

The costs of the day-to-day servicing of property, plant and equipment are recognized in profit or loss as incurred.

*Major maintenance and repairs*

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

*Gains and losses*

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount and are recognized on a net basis in profit or loss.

**IBC ADVANCED ALLOYS CORP.****Notes to the Consolidated Financial Statements**

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

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**23. Significant Accounting Policies (continued)**

## f) Property, plant and equipment (continued)

*Depreciation*

Depreciation is recognized in profit or loss and is provided on a straight-line basis over the estimated useful life of the assets as follows:

	Years
Machinery and equipment	5-35
Vehicles	5-10
Leasehold improvements	Over lease period
Furniture and fixtures	5-15

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

## g) Leases

Policy applicable from July 1, 2019

*Lease Definition*

At inception of a contract, the Company assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if it conveys the right to control the use of an identified asset for a period of time in exchange for consideration. An identified asset may be implicitly or explicitly specified in a contract, but must be physically distinct, and must not have the ability for substitution by a lessor. The Company has the right to control an identified asset if it obtains substantially all of its economic benefits and either pre-determines or directs how and for what purpose the asset is used.

*Measurement of ROU Assets and Lease Obligations*

At lease commencement, the Company recognizes a ROU Asset and a lease obligation. The ROU Asset is initially measured at cost, which comprises the initial amount of the lease obligation adjusted for any lease payments made at, or before, the commencement date, plus any initial direct costs incurred, less any lease incentives received.

The ROU Asset is subsequently amortized on a straight-line basis over the shorter of the term of the lease, or the useful life of the asset determined on the same basis as the Company's property, plant and equipment. The ROU Asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease obligation.

The lease obligation is initially measured at the present value of lease payments remaining at the lease commencement date, discounted using the Company's incremental borrowing rate. Lease payments included in the measurement of the lease obligation, when applicable, may comprise fixed payments, variable payments that depend on an index or rate, amounts expected to be payable under a residual value guarantee and the exercise price under a purchase, extension or termination option that the Company is reasonably certain to exercise.

The lease obligation is subsequently measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease obligation is remeasured, a corresponding adjustment is made to the carrying amount of the ROU Asset.

## IBC ADVANCED ALLOYS CORP.

### Notes to the Consolidated Financial Statements

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

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#### 23. Significant Accounting Policies (continued)

g) Leases (continued)

*Recognition Exemptions*

The Company has elected not to recognize ROU Assets and lease obligations for short-term leases that have a lease term of twelve months or less or for leases of low-value assets. Payments associated with these leases are recognized as an operating expense on a straight-line basis over the lease term within costs and expenses on the consolidated income statement.

h) Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. 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. In determining fair value less costs to sell, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded subsidiaries or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations, including impairment on inventories, are recognized in the income statement in expense categories consistent with the function of the impaired asset, except for a property previously revalued, where the revaluation was taken to other comprehensive income. In this case, the impairment is also recognized in other comprehensive income up to the amount of any previous revaluation.

For assets excluding goodwill, an assessment is made at each reporting date whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the income statement unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

## IBC ADVANCED ALLOYS CORP.

### Notes to the Consolidated Financial Statements

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

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#### 23. Significant Accounting Policies (continued)

i) Financial instruments

##### **Measurement – initial recognition**

Financial assets and financial liabilities are recognized in the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument. On initial recognition, all financial assets and financial liabilities are recorded at fair value, net of attributable transaction costs, except for financial assets and liabilities classified as at FVTPL. Transaction costs of financial assets and liabilities classified as at FVTPL are expensed in the period in which they are incurred.

Subsequent measurement of financial assets and liabilities depends on the classifications of such assets and liabilities.

##### **Classification of financial assets**

###### *Amortized cost:*

Financial assets that meet the following conditions are measured subsequently at amortized cost:

- (i) The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and
- (ii) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The amortized cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortization using effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. Interest income is recognized using the effective interest method. Interest income is recognized in Investment (loss) income in the Consolidated Statements of Loss.

The Company's financial assets at amortized cost primarily include cash, and receivables in the Consolidated Statement of Financial Position.

###### *FVTPL:*

By default, all other financial assets are measured subsequently at FVTPL. The Company, at initial recognition, may also irrevocably designate a financial asset as measured at FVTPL if doing so eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from measuring assets or liabilities or recognizing the gains and losses on them on different bases.

Financial assets measured at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognized in profit or loss to the extent they are not part of a designated hedging relationship.

##### **Financial liabilities**

The Company classifies its financial liabilities in the following categories: FVTPL and amortized cost.

**IBC ADVANCED ALLOYS CORP.****Notes to the Consolidated Financial Statements**

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

**23. Significant Accounting Policies (continued)**

## i) Financial instruments (continued)

**Financial liabilities (continued)**

Amortized cost liabilities are non-derivatives and are recognized initially at fair value, net of transaction costs incurred, and are subsequently stated at amortized cost. Any difference between the amounts originally received, net of transaction costs, and the redemption value is recognized in profit and loss over the period to maturity using the effective interest method. These financial liabilities are classified as current or non-current based on their maturity date. Amortized cost liabilities include accounts payable and accrued liabilities, line of credit, notes payable, debentures and loans. The Company derecognizes financial liabilities when the Company's obligations are discharged, cancelled or they expire.

The Company provides information about its financial instruments measured at fair value at one of three levels according to the relative reliability of the inputs used to estimate the fair value:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
- Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs). Transaction costs that are directly attributable to the acquisition or issue of financial instruments that are classified as other than held-for-trading, which are expensed as incurred, are included in the initial carrying value of such instruments

Derivatives

When the Company enters into derivative contracts, these transactions are designed to reduce exposures related to assets and liabilities, firm commitments or anticipated transactions. The Company does not have derivative instruments that qualify as cash flow hedges and consequently all derivatives are recorded at fair value with changes in fair value recognized in net earnings.

The following table summarizes the classification and measurement of the Company's financial assets and liabilities

		June 30 2020	June 30 2019
		\$	\$
Loans and receivables, recorded at amortized cost	<ul style="list-style-type: none"> <li>• Cash and cash equivalents</li> <li>• Receivables</li> </ul>	509 3,031	720 3,219
Financial liabilities, recorded at amortized cost	<ul style="list-style-type: none"> <li>• Lines of credit</li> <li>• Accounts payable and accrued liabilities</li> <li>• Loan and notes payable</li> <li>• Arbitration award liability</li> <li>• Convertible debentures</li> <li>• Debentures</li> </ul>	3,351 2,972 1,140 1,395 2,151 99	2,846 4,526 1,136 1,395 2,255 98



## IBC ADVANCED ALLOYS CORP.

### Notes to the Consolidated Financial Statements

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

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#### 23. Significant Accounting Policies (continued)

j) Provisions

*Other provisions*

Provisions are recognized for liabilities of uncertain timing or amount that have arisen as a result of past transactions, including legal or constructive obligations. The provision is measured at the best estimate of the expenditure required to settle the obligation at the reporting date.

k) Income taxes

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in income except to the extent that they relate to a business combination or items recognized directly in equity or in other comprehensive income.

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the period-end date.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting period the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

l) Share capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares, share options and warrants are classified as equity instruments. Incremental costs directly attributable to the issue of new shares, warrants or options are shown in equity as a deduction, net of tax, from the proceeds.

m) Compound financial instruments

Certain financial instruments may be determined to be compound instruments, which comprise of both liability and equity components in accordance with the substance of the contractual arrangement. At inception, the fair value of the liability component is initially measured with any residual amount assigned to the equity component, with no subsequent remeasurement. Transaction costs are allocated proportionately to the liability and equity components.

## **IBC ADVANCED ALLOYS CORP.**

### **Notes to the Consolidated Financial Statements**

(US dollars in thousands, except for share and per share amounts)

For the Year Ended June 30, 2020

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#### **23. Significant Accounting Policies (continued)**

n) Earnings / loss per share

Basic earnings/loss per share is computed by dividing the income or loss applicable to common shares of the Company by the weighted average number of common shares outstanding for the relevant period. Diluted earnings/loss per common share is computed by dividing the income or loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding, if potentially dilutive instruments were converted.

o) Share-based payments

Where equity-settled share options are awarded to employees, the fair value of the options at the date of grant is charged to the statement of comprehensive loss/income over the vesting period. Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether these vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied. Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to the statement of comprehensive loss/income over the remaining vesting period.

When equity instruments are granted to employees, they are recorded at the fair value of the equity instrument granted at the grant date. The grant date fair value is recognized in comprehensive loss/income over the vesting period, described as the period during which all the vesting conditions are to be satisfied. Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in the statement of loss and other comprehensive loss, unless they are related to the issuance of shares. Amounts related to the issuance of shares are recorded as a reduction of share capital.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioral considerations.

All equity-settled share-based payments are reflected in reserves until exercised. Upon exercise, shares are issued from treasury and the amount reflected in reserves is credited to share capital, adjusted for any consideration paid. Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.