



**HPQ Silicon Inc.**  
(Formerly HPQ Silicon Resources Inc.)

**Unaudited Consolidated Financial Statements**  
**As at September 30, 2022**

**(in Canadian dollars)**

**Table of contents**

Consolidated Statements of Financial Position	2
Consolidated Statements of Comprehensive Loss	3
Consolidated Statements of Changes in Equity	4
Consolidated Statements of Cash Flows	5
Notes to Consolidated Financial Statements	6 - 34

## **QUARTER CONSOLIDATED FINANCIAL STATEMENTS**

The accompanying unaudited financial statements of HPQ Silicon Inc. have been prepared and are the responsibility of the Company's management. The Company's independent auditor has not reviewed these unaudited consolidated financial statements for the period ending September 30, 2022.

**HPQ Silicon Inc. (Formerly HPQ Silicon Resources Inc.)**  
**Consolidated Statements of Financial Position (unaudited)**  
As at September 30, 2022 and December 31, 2021  
(in Canadian dollars)

	Notes	September 30, 2022 \$	December 31, 2021 \$
<b>ASSETS</b>			
<b>Current</b>			
Cash		1,897,196	2,672,696
Marketable securities		549,433	666,000
Goods and services tax receivable		852,306	645,981
Investment tax credits receivable	10	50,000	50,000
Note receivable	6	2,650,000	-
Prepaid expenses and other		631,183	176,229
Exploration and evaluation assets held for sale	8	-	200,000
		<u>6,630,118</u>	<u>4,410,906</u>
<b>Non-current</b>			
Property and equipment	10	4,649,495	5,087,335
Intangible assets	11	13,273,189	9,856,438
Deposit on contract	26	1,950,000	1,950,000
Royalties' receivable	7	139,883	211,864
Investment accounted for using the equity method	12	190,127	206,236
		<u>20,202,694</u>	<u>17,311,873</u>
<b>Total assets</b>		<u><u>26,832,812</u></u>	<u><u>21,722,779</u></u>
<b>LIABILITIES</b>			
<b>Current</b>			
Trade and other payables	13	4,282,680	258,905
Due to directors	14	107,500	41,500
Royalties payable	11	350,000	300,935
		<u>4,740,180</u>	<u>601,340</u>
<b>Non-current</b>			
Due to directors, officers and a company owned by a director, without interest (effective rate of 3.1% in 2022 and 2021)	14	1,007,256	982,456
Royalties payable	11	2,066,562	1,806,738
		<u>3,073,818</u>	<u>2,789,194</u>
<b>Total liabilities</b>		<u><u>7,813,998</u></u>	<u><u>3,390,534</u></u>
<b>EQUITY</b>			
Share capital	16	54,410,454	49,858,704
Contributed surplus		3,824,314	3,516,870
Deficit		(39,215,954)	(35,043,329)
<b>Total equity</b>		<u>19,018,814</u>	<u>18,332,245</u>
<b>Total liabilities and equity</b>		<u><u>26,832,812</u></u>	<u><u>21,722,779</u></u>

The accompanying notes are an integral part of the consolidated financial statements.

These consolidated financial statements were approved and authorized for issue by the Board of Directors on November 25, 2022.

**ON BEHALF OF THE BOARD**

(s) Patrick Levasseur \_\_\_\_\_, Director  
(s) Bernard J. Tourillon \_\_\_\_\_, Director

**HPQ Silicon Inc. (Formerly HPQ Silicon Resources Inc.)**  
**Consolidated Statements of net loss and comprehensive loss**  
**(unaudited)**

As at September 30, 2022 and 2021  
(in Canadian dollars)

	Notes	Quarter ending September, 30		Nine-month ending September, 30	
		2022	2021	2022	2021
		\$	\$	\$	\$
<b>Expenses</b>					
Salaries and employee benefits expense	17.1	190,011	152,555	538,756	468,140
Other operating expenses	19	135,705	115,698	725,486	482,303
Amortization of property and equipment		391,666	-	1,174,777	-
Amortization of intangible assets		140,262	38,857	418,100	116,571
Recovery of impairment of exploration and evaluation assets held for sale		(91,494)	-	(91,494)	-
Research and development costs		625,776	-	625,776	-
<b>Operating loss</b>		<u>1,391,926</u>	<u>307,110</u>	<u>3,391,311</u>	<u>1,067,014</u>
<b>Other incomes (charges)</b>					
Finance income	20	(187,436)	(266,146)	(315,286)	300,704
Financial costs	20	(111,293)	(104,609)	(333,689)	(448,154)
Share of loss from equity-accounted investment		(10,200)	(4,700)	(28,498)	(46,308)
Adjustment of ownership in equity-accounted investment		(1,859)	(2,413)	12,389	29,949
Change in fair value of derivative liability	15	-	-	-	58,268
Loss on modification of royalties' receivable		(97,160)	-	(97,160)	-
		<u>(407,948)</u>	<u>(377,868)</u>	<u>(762,244)</u>	<u>(105,541)</u>
<b>Net loss and total comprehensive loss of the period</b>		<u>(1,799,874)</u>	<u>(684,978)</u>	<u>(4,153,555)</u>	<u>(1,172,555)</u>
<b>Loss per share</b>					
Basic and diluted net loss per share	20	<u>(0.00)</u>	<u>(0.00)</u>	<u>(0.01)</u>	<u>(0.00)</u>

The accompanying notes are an integral part of the consolidated financial statements.

# HPQ Silicon Inc. (Formerly HPQ Silicon Resources Inc.)

## Consolidated Statements of Changes in Equity (unaudited)

As at September 30, 2022 and 2021  
(in Canadian dollars)

	Notes	Share capital	Equity component of convertible debenture	Contributed surplus	Deficit	Total equity
		\$	\$	\$	\$	\$
<b>Balance at January 1st, 2021</b>		38,888,312	115,491	2,144,842	(28,659,966)	12,488,679
Common share issuance for the settlement of accounts payable	16.1	28,250	-	-	-	28,250
Exercise of warrants	16.2	6,498,624	-	(635,624)	-	5,863,000
Exercise of options	17.2	2,003,267	-	(607,267)	-	1,396,000
Exercised conversion rights on convertible debentures	15	1,788,972	(115,491)	-	-	1,673,481
Exercised conversion rights on the interest of the convertible debentures		276,984	-	-	-	276,984
Issuance cost		-	-	-	(30,000)	(30,000)
		<u>49,484,409</u>	<u>-</u>	<u>901,951</u>	<u>(28,689,966)</u>	<u>21,696,394</u>
Net income and total comprehensive loss for the period		-	-	-	(1,172,555)	(1,172,555)
<b>Balance at September 30, 2021</b>		<u>49,484,409</u>	<u>-</u>	<u>901,951</u>	<u>(29,862,521)</u>	<u>20,523,839</u>
<b>Balance at January 1st, 2022</b>		49,858,704	-	3,516,870	(35,043,329)	18,332,245
Private placement unit issuance		3,264,000	-	340,000	-	3,604,000
Exercise of warrants	16.2	1,047,216	-	(106,743)	-	940,473
Exercise of options	17.2	240,534	-	(90,534)	-	150,000
Share-based payments		-	-	164,721	-	164,721
Issuance cost		-	-	-	(19,070)	(19,070)
		<u>54,410,454</u>	<u>-</u>	<u>3,824,314</u>	<u>(35,062,399)</u>	<u>23,172,369</u>
Net loss and total comprehensive loss for the period		-	-	-	(4,153,555)	(4,153,555)
<b>Balance at September 30, 2022</b>		<u>54,410,454</u>	<u>-</u>	<u>3,824,314</u>	<u>(39,215,954)</u>	<u>19,018,814</u>

The accompanying notes are an integral part of the consolidated financial statements.

**HPQ Silicon Inc. (Formerly HPQ Silicon Resources Inc.)**  
**Consolidated Statements of Cash Flows (unaudited)**  
As at September 30, 2022 and 2021  
(in Canadian dollars)

	Notes	2022 \$	2021 \$
<b>OPERATING ACTIVITIES</b>			
Net loss		(4,153,555)	(1,172,555)
Non-cash items			
Share-based payments		164,721	-
Amortization of intangible assets		418,010	116,571
Amortization of property and equipment		1,174,777	-
Net change in fair value of marketable securities		409,023	(298,000)
Share of loss from equity-accounted investment		28,498	46,308
Adjustment of ownership in equity-accounted investment		(12,389)	(29,949)
Accretion revenues – royalties' receivable		(6,111)	-
Change in fair value of royalties' receivable		(19,068)	-
Accretion expenses – due to directors, officers and a company owned by a director		24,800	24,044
Accretion expenses – royalties payable		308,889	289,596
Recovery of impairment of exploration and evaluation assets held for sale		(91,494)	-
Loss on modification of royalties' receivable		97,160	-
Interest income on royalties' receivable		(18,750)	-
Accretion expenses – convertible debenture		-	85,967
Interests cost of the convertible debenture		-	48,547
Change in fair value of derivative liability		-	(58,268)
Salaries and employee benefits expense		66,000	-
Changes in working capital items	22	(218,754)	(369,314)
Cash flows used for operating activities		<u>(1,828,243)</u>	<u>(1,317,053)</u>
<b>INVESTING ACTIVITIES</b>			
Acquisition of property and equipment		(736,937)	(446,600)
Acquisition of intangible assets		(234,751)	(3,629,299)
Acquisition of exploration and evaluation assets held for sale		(962)	-
Note receivable		(2,650,000)	-
Cash flows used for investing activities		<u>(3,622,660)</u>	<u>(4,075,899)</u>
<b>FINANCING ACTIVITIES</b>			
Proceeds from issue of units by private placements		3,604,000	-
Proceeds from exercise of warrants		940,473	5,863,000
Proceeds from exercise of options		150,000	1,396,000
Payment of dues to directors		-	(205,800)
Issuance cost of units		(19,070)	(30,000)
Cash flows provided by financing activities		<u>4,675,403</u>	<u>7,023,200</u>
<b>Net change in cash</b>		(775,500)	1,630,248
Cash, beginning of the period		2,672,696	1,888,282
Cash, end of the period		<u>1,897,196</u>	<u>3,518,530</u>

For additional cash flows information refer to Note 22.

**Cash operations**

Interests received from operating activities	49,808	2,704
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The accompanying notes are an integral part of the consolidated financial statements.

# **HPQ Silicon Inc. (Formerly HPQ Silicon Resources Inc.)**

## **Notes to Consolidated Financial Statements (unaudited)**

As at September 30, 2022  
(in Canadian dollars)

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### **1. NATURE OF OPERATIONS**

HPQ-Silicon Inc. (“HPQ” or the “Company”) specializes in the development of technologies related to the transformation of quartz into silicon materials and its derivatives.

As a result of the pending change in activity, the Company will focus on the innovation of silicon solutions and related technology and will no longer focus on the exploration and evaluation of quartz properties. The pending change in activity has suspended substantive expenditures on further exploration for an evaluation of mineral resources in the properties owned by the Company. As part of its exit strategy from mining activities, the Company has committed to a plan to sell certain mining rights and as a result has classified the related exploration and evaluation assets as held for sale and was concluded on August 30, 2022. An impairment test was performed as of December 31, 2021 on the properties owned by the Company. Refer to note 8.

### **2. GOING CONCERN AND STATEMENT OF COMPLIANCE WITH IFRS**

The consolidated financial statements of the Company have been prepared in accordance with IAS 34 interim financial reporting and the basis of the going concern assumption, meaning the Company will be able to realize its assets and discharge its liabilities in the normal course of operations.

The Company has not yet generated income or positive cash flows from its operations. As at September 30, 2022, the Company has an accumulated deficit of \$39,156,022 (\$35,043,329 as at December 31, 2021). As the Company is still in its development phase and will now focus on the innovation of silicon solutions and related technology, the Company will likely continue to operate at a loss until the technology can be commercialized, and the Company will require additional financing in order to fund future operations and expansion plans. The Company does not expect to generate revenue from product sales unless and until it successfully completes development of its silicon solutions, which may take a number of years and is subject to significant uncertainty. Until such time that it can generate significant revenue from product sales, if ever, the Company expects to finance its operations through a combination of public or private equity or debt financings or other sources. The Company currently has no committed sources of financing available. While the Company has been successful in securing financing in the past, raising additional funds is dependent on a number of factors outside the Company’s control, and as such there is no assurance that it will be able to do so in the future. The ability of the Company to meet its commitments and discharge its liabilities as they become due and become profitable is dependent on the successful completion of the development of its technology and its commercial production, its ability to raise additional funding to finance these activities and the continued financial support of shareholders and lenders. The conditions mentioned above indicate the existence of a material uncertainty that may cast a significant doubt as to the Company’s ability to continue as a going concern.

The carrying amounts of assets, liabilities, revenues and expenses presented in the consolidated financial statements and the classification used in the statement of financial position have not been adjusted as would be required if the going concern assumption was not appropriate. Those adjustments could be material.

### **3. GENERAL INFORMATION**

HPQ is incorporated under the *Canada Business Corporations Act*. The address of the registered office and its principal place of business is 3000 Omer-Lavallée Street, office 306, Montreal, Quebec, Canada. HPQ shares are listed on the TSX Venture Exchange.

During the Annual General Meeting held on June 30, 2022, the shareholders approved the change of the name of the company from HPQ-Silicon Resources Inc. to HPQ-Silicon Inc. This change came to effect on July 4, 2022.

# HPQ Silicon Inc. (Formerly HPQ Silicon Resources Inc.)

## Notes to Consolidated Financial Statements (unaudited)

As at September 30, 2022  
(in Canadian dollars)

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### 4. SUMMARY OF ACCOUNTING POLICIES

#### 4.1 Overall considerations

The significant accounting policies that have been applied in the preparation of these consolidated financial statements are summarized below.

#### 4.2 Principle of consolidation

The Company's consolidated financial statements include the accounts of the parent company and its wholly owned subsidiary HPQ Nano Silicon Powders Inc. ("HPQ Nano") and HPQ Silica Polvere Inc. ("HPQ Polvere"). HPQ Nano was incorporated under the *Canada Business Corporations Act*, and specializes in the production of nano silicon materials and HPQ Polvere was incorporated under the *Canada Business Corporations Act*, and specializes in the production of fumed silica. The parent company controls a subsidiary if it is exposed, or has rights, to variable returns from its involvement with the subsidiary and has the ability to influence these returns through its power over the subsidiary. All intra-group transactions, balances, revenues and expenses are eliminated upon consolidation.

#### 4.3 Investment in associate

The associate is an entity over which the Company is able to exert significant influence, but which is not a subsidiary. Investments in the associate are initially recognized at cost and subsequently accounted for using the equity method.

The carrying amount of interest in an associate is increased or decreased to recognize the Company's share of the profit or loss of the associate adjusted where necessary to ensure consistency with the accounting policies of the Company.

When the Company's share of the associated company's losses is equal to or greater than its interest in the partnership, the Company ceases to recognize its share in subsequent losses. Additional losses are provisioned, and a liability is recognized if the Company has a legal or constructive obligation or made payments on behalf of the associated Company.

#### 4.4 Functional and presentation currency

These consolidated financial statements are presented in Canadian dollars, which is also the functional currency of the Company.

#### 4.5 Financial instruments

##### Recognition and derecognition

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument.

Financial assets and liabilities are initially measured at fair value adjusted for transaction costs, if applicable.

##### Recognition and derecognition

Financial assets are derecognized when the contractual rights to cash flows from a financial asset expire, or when a financial asset and substantially all risks and rewards are transferred. A financial liability is derecognized in the event of termination, extinction, cancellation or expiration.

The classification of financial instruments under IFRS 9 is based on the entity's business model and the characteristics of the contractual cash flows of the financial asset or liability.

# HPQ Silicon Inc. (Formerly HPQ Silicon Resources Inc.)

## Notes to Consolidated Financial Statements (unaudited)

As at September 30, 2022  
(in Canadian dollars)

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### 4.5 Financial instruments (continued)

#### Classification and initial valuation of financial assets

Financial assets are classified into one of the following categories:

- Amortized cost;
- Fair value through profit or loss (“FVTPL”);

All income and expenses relating to financial assets recognized in profit or loss are presented in finance costs or financial income.

#### Financial assets

Financial assets are measured at amortized cost if they meet the following conditions:

- They are held according to an economic model whose objective is to hold financial assets in order to collect the contractual cash flows;
- The contractual terms of the financial assets give rise to cash flows that correspond solely to repayments of principal and interest payments on the principal outstanding.

After initial recognition, they are measured at amortized cost using the effective interest rate method. Royalties receivable and the contract deposit are included in this category of financial instruments.

Financial assets that are held in a different economic model other than “holding for the purpose of collection” or “holding for the purpose of collection and sale” are classified in the FVTPL category.

#### Financial assets at fair value through profit or loss (“FVTPL”)

The class includes the marketable securities of a quoted company as an equity investment.

Assets in this category are measured at fair value and gains or losses are recognized in net income. The fair value of financial assets in this category is determined based on transactions in an active market or by applying a valuation technique when there is no active market.

#### Impairment of financial assets

The impairment provisions in IFRS 9 use more forward-looking information, the expected credit loss model, which replaces the IAS 39 loss model.

The recognition of credit losses is no longer dependent on the identification of a credit loss event by the Company. Rather, it must take into account an expanded range of information for assessing credit risk and assessing expected credit losses, including past events, current circumstances, and reasonable and justifiable forecasts that affect expected recoverability of future cash flows of the financial instrument.

The estimate of expected credit losses is determined at each reporting date to reflect changes in credit risk since the initial recognition of the related financial asset.

#### Classification and measurement of financial liabilities

The Company’s financial liabilities include trade payables and other payables (excluding salaries and personnel expenses), royalties payable, due to directors (current and non-current liabilities), officers and a corporation owned by a director (excluding salaries and personnel expenses).

# **HPQ Silicon Inc. (Formerly HPQ Silicon Resources Inc.)**

## **Notes to Consolidated Financial Statements (unaudited)**

As at September 30, 2022  
(in Canadian dollars)

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### **4.6 Basic and diluted loss per share**

Basic loss per share is calculated by dividing the loss attributable to common equity holders of the Company by the weighted average number of common shares outstanding during the period. Diluted earnings per share is calculated by adjusting loss attributable to common equity holders of the Company, and the weighted average number of common shares outstanding, for the effects of all dilutive potential common shares which include share options, brokers' warrants, brokers' units and warrants. Dilutive potential common shares shall be deemed to have been converted into common shares at the average market price at the beginning of the period or, if later, at the date of issue of the potential common shares.

### **4.7 Investment tax credits receivable**

The Company is entitled to a refundable tax credit for scientific research and experimental development tax credits. The tax credits are recognized as a reduction of the cost of assets acquired and on estimates made by management. The Company records these tax credits when there is reasonable assurance with regards to collections and assessments and that the Company will comply with the conditions associated to them. Adjustments required, if any, are reflected in the year when such assessments are received.

### **4.8 Property and equipment**

Property and equipment are held at cost less accumulated amortization and accumulated impairment losses. Cost includes all costs incurred initially to acquire or construct an item of equipment.

Amortization is recognized on a straight-line basis to reduce the cost to its estimated residual value, with a constant charge over the useful life of the asset.

Equipment and leasehold improvements are amortized on a straight-line basis over a period of 3 to 10 years and equipment under construction will be amortized on a straight-line basis over a period of 3 to 10 years when they are ready for use.

The amortization expense for each period is recognized in profit or loss. The residual value, amortization method and useful life of each asset are reviewed at least at each financial year-end.

The carrying amount of an item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an item of property and equipment is included in profit or loss when the item is derecognized.

### **4.9 Intangible assets**

Patents and intellectual property are intangible assets measured at historical cost less accumulated amortization and accumulated impairment losses, if any. The cost of patents consists of the cost of patent applications. The cost of intellectual property is initially comprised of the acquisition cost. Amortization is calculated on a straight-line basis over the estimated useful life of the patent and intellectual property, which is valued at 17 and 21 years, respectively. The amortization period and amortization method are reviewed annually and adjusted prospectively as required.

### **4.10 Impairment of assets**

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at a cash-generating unit level.

# **HPQ Silicon Inc. (Formerly HPQ Silicon Resources Inc.)**

## **Notes to Consolidated Financial Statements (unaudited)**

As at September 30, 2022  
(in Canadian dollars)

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### **4.10 Impairment of assets (continued)**

Whenever events or changes in circumstances indicate that the carrying amount may not be recoverable, an asset or cash-generating unit is reviewed for impairment, with the exception the equipment under construction and intangible assets that are not yet ready for use.

Intangible assets that are not yet ready for use must be tested for impairment annually.

An impairment loss is recognized for the amount by which the asset's (or cash-generating unit's) carrying amount exceeds its recoverable amount, which is the higher of fair value less costs of disposal and value-in-use. To determine the value-in-use, management estimates expected future cash flows from each cash-generating unit and determines a suitable discount rate in order to calculate the present value of those cash flows. Discount factors are determined individually for each cash-generating unit and reflect current market assessments of the time value of money and asset-specific risk factors.

An impairment loss is recognized in profit or loss for the amount by which the assets or cash-generating unit's carrying amount exceeds its recoverable amount. The recoverable amount of an asset or a cash-generating unit is the higher of its fair value less cost to sell and its value in use.

An impairment charge is reversed if the assets or cash-generating unit's recoverable amount exceeds its carrying amount.

### **4.11 Provisions and contingent liabilities**

Provisions are recognized when present legal or constructive obligations as a result of a past event will probably lead to an outflow of economic resources from the Company and amounts can be estimated reliably. Timing or amount of the outflow may still be uncertain. Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. No provision was recognized in the consolidated statements of financial position at September 30, 2022 and December 31, 2021.

### **4.12 Income taxes**

Tax expenses recognized in profit or loss comprises the sum of deferred tax and current tax not recognized directly in equity.

Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period. Deferred income taxes are calculated using the liability method.

Deferred tax assets are recognized to the extent that it is probable that the underlying tax loss or deductible temporary difference will be utilized against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit.

Deferred tax liabilities are generally recognized in full, although IAS 12 "Income Taxes" specifies limited exemptions. As a result of these exemptions, the Company does not recognize deferred tax on temporary differences relating to goodwill, or to its investments in subsidiaries.

# **HPQ Silicon Inc. (Formerly HPQ Silicon Resources Inc.)**

## **Notes to Consolidated Financial Statements (unaudited)**

As at September 30, 2022  
(in Canadian dollars)

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### **4.13 Equity**

Share capital represents the amount received on the issue of shares. If shares are issued when share options, brokers' warrants, brokers' units or warrants are exercised, the share capital account also comprises the compensation costs or the value of the stock options, brokers' options, warrants or brokers' warrants previously recorded as contributed surplus.

#### **Unit placements**

Proceeds from unit placements are allocated between shares and warrants issued using the residual method. Proceeds are first allocated to the shares according to the quoted price of existing shares at the time of issuance and any residual in the proceeds is allocated to warrants.

#### **Other elements of equity**

Contributed surplus includes charges related to share options, brokers' units, warrants and brokers' warrants until such options and warrants are exercised. When they are cancelled or expired, the related compensation cost is transferred to Deficit. When options and warrants are exercised, the related compensation cost is transferred to share capital.

Deficit includes all current and prior period retained profits or losses, plus issuance costs, net of any underlying income tax benefit from these issuance costs and compensation related to options and warrants cancelled or expired, transferred from contributed surplus.

### **4.14 Equity-settled share-based payments**

The Company operates an equity-settled share-based payment plan for its eligible directors, officers, employees and consultants. The Company's plan does not feature any option for a cash settlement.

All goods and services received in exchange for the grant of any share-based payments are measured at their fair values, unless that fair value cannot be estimated reliably. If the Company cannot estimate reliably the fair value of the goods or services received, the Company shall measure their value indirectly by reference to the fair value of the equity instruments granted. For the transactions with employees and others providing similar services, the Company measured the fair value of the services rendered by reference to the fair value of the equity instruments granted.

All equity-settled share-based payments (except brokers' warrants, brokers' units and brokers' options) are ultimately recognized as an expense in profit or loss or capitalized as exploration and evaluation assets, depending on the nature of the payment with a corresponding credit to Contributed surplus, in equity. Equity-settled share-based payments to brokers, in respect of an equity financing are recognized as issuance costs of the equity instruments with a corresponding credit to contributed surplus, in equity.

The expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest. Estimates are subsequently revised if there is any indication that the number of share options expected to vest differs from previous estimates. Any cumulative adjustment prior to vesting is recognized in the current period. No adjustment was made to any expense recognized in the prior period if share options ultimately exercised are different to that estimated on vesting.

### **4.15 Segmental reporting**

The Company presents and discloses segmental information based on information that is regularly reviewed by the chief operating decision maker, i.e. the Chairman and the Board of Directors. The Company has determined that there was only one operating segment, being the sector of the transformation of quartz into silicon materials and derivative products.

# HPQ Silicon Inc. (Formerly HPQ Silicon Resources Inc.)

## Notes to Consolidated Financial Statements (unaudited)

As at September 30, 2022  
(in Canadian dollars)

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### **4.16 Standards, amendments and interpretations to existing standards that are not yet effective and have not been adopted early by the Company**

At the date of authorization of these consolidated financial statements, certain new standards, amendments and interpretations to existing standards have been published but are not yet effective and have not been adopted early by the Company.

Management anticipates that all of the relevant pronouncements will be adopted in the Company's accounting policies for the first period beginning after the effective date of the pronouncement. Information on new standards, amendments and interpretations that are expected to be relevant to the Company's consolidated financial statements is provided below. Certain other new standards and interpretations have been issued but are not expected to have a material impact on the Company's consolidated financial statements.

#### ***Amendments to IAS 16, Property, Plant and Equipment: Proceeds Before Intended Use***

In May 2020, the IASB issued Property, Plant and Equipment: Proceeds before Intended Use, Amendments to IAS 16. This amendment prohibits a company from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, a company will recognize such sales proceeds and related costs in profit or loss.

This amendment is applicable to the Company beginning January 1, 2022. Management is currently assessing the impact of the adoption of this amendment but no significant impact is expected on the Company's financial statements.

#### ***IAS 1, Disclosure of Accounting Policies***

In February 2021, the IASB issued amendments to IAS 1 to require entities to disclose its material accounting policies instead of its significant accounting policies.

This amendment is applicable to the Company beginning January 1, 2023. The adoption of this amendment is not expected to have a significant impact on the Company's financial statements.

#### ***IAS 8, Definition of Accounting Estimates***

In February 2021, the IASB issued amendments to IAS 8 to replace the definition of a change in accounting estimate. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty".

This amendment is applicable to the Company beginning January 1, 2023. The adoption of this amendment is not expected to have a significant impact on the Company's financial statements.

#### ***IAS 12, Deferred Tax Related to Assets and Liabilities Arising From a Single Transaction***

In May 2021, the IASB issued amendments to IAS 12 to require entities to recognize deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences.

This amendment is applicable to the Company beginning January 1, 2023. The adoption of this amendment is not expected to have a significant impact on the Company's financial statements.

## **5. JUDGMENTS, ESTIMATES AND ASSUMPTIONS**

When preparing the consolidated financial statements, management undertakes a number of judgments, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses.

# **HPQ Silicon Inc. (Formerly HPQ Silicon Resources Inc.)**

## **Notes to Consolidated Financial Statements (unaudited)**

As at September 30, 2022  
(in Canadian dollars)

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### **5.1 Significant management judgments**

The following are significant management judgments in applying the accounting policies of the Company that have the most significant effect on the consolidated financial statements.

#### **Investment accounted for using the equity method**

The Company holds 5.36% (6.66% as at December 31, 2021) of the common shares and voting rights in Beauce Gold Fields Inc. (“BGF”). Management has concluded that it has significant influence over BGF. In making its judgement, management considered that two officers of the Company are common for both companies and two of them are also members of the Board of Directors.

#### **Recognition of deferred income tax assets and measurement of income tax expense**

Management continually evaluates the likelihood that its deferred tax assets could be realized. This requires management to assess whether it is probable that sufficient taxable income will exist in the future to utilize these losses within the carry-forward period. By its nature, this assessment requires significant judgment. To date, management has not recognized any deferred tax assets in excess of existing taxable temporary differences expected to reverse within the carry-forward period (see Note 4.12).

#### **Going concern**

The assessment of the Company’s ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures, meets its liabilities for the ensuing year, and to fund planned and contractual scientific research and experimental development, involves significant judgment based on historical experience and other factors including expectation of future events that are believed to be reasonable under the circumstances. See Note 2 for more information.

### **5.2 Assumptions and estimation uncertainty**

Information about estimates and assumptions that have the most significant effect on the recognition and measurement of assets, liabilities, income and expenses are discussed below. Actual results may be substantially different.

#### **Investment tax credits receivable**

The calculation of the Company’s refundable tax credit of scientific research and experimental development tax credits involves a degree of estimation and judgment with respect to certain items whose tax treatment cannot be finally determined until a notice of assessment has been issued by the relevant taxation authority and payment has been received. Differences arising between the actual results following final resolution of some of these items and the assumptions made could necessitate adjustments to the refundable tax credit, refundable tax credit of scientific research and experimental development, property and equipment and income tax expense in future periods. See Note 4.7 for more information.

#### **Royalties’ receivable**

Management uses its judgment to estimate the amount of royalties’ receivable under the Beauce Placer property disposition agreement (see Note 7). Uncertainty in estimates is related to net revenue assumptions and the determination of a suitable discount rate.

#### **Impairment of exploration and evaluation assets**

Determining if there are any facts and circumstances indicating impairment loss or reversal of impairment losses is a subjective process involving judgment and a number of estimates and assumptions in any cases (see Note 4.10).

# **HPQ Silicon Inc. (Formerly HPQ Silicon Resources Inc.)**

## **Notes to Consolidated Financial Statements (unaudited)**

As at September 30, 2022  
(in Canadian dollars)

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### **5.2 Assumptions and estimation uncertainty (continued)**

#### **Impairment of exploration and evaluation assets (continued)**

When an indication of an impairment loss or a reversal of an impairment loss exists, the recoverable amount of the individual asset or the cash-generating units must be estimated.

In assessing impairment, the Company must make some estimates and assumptions regarding future circumstances. Estimates and assumptions may change if new information becomes available. If, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in profit or loss in the period when the new information becomes available.

During the last year, the Company recognized an impairment of exploration and evaluation assets given its change in strategic plan. See Note 8 for the exploration and evaluation assets impairment. An impairment reversal of \$91,494 has been recorded for the 2022 period.

#### **Impairment of property and equipment and intangible assets**

An assessment of the facts and circumstances demonstrating the existence of any indication that an asset may have depreciated or recovered is a subjective process that involves judgment and often a number of estimates and assumptions.

In assessing impairment, management estimates the recoverable amount of each cash-generating asset or unit based on future cash flows and uses an interest rate to discount them. The uncertainty in the estimates is related to assumptions about future operating results and the determination of an appropriate discount rate. As at September 30, 2022 and December 31, 2021, no impairment was recorded on property and equipment and intangible assets.

#### **Share-based payments**

The estimation of share-based payment costs requires the selection of an appropriate valuation model and consideration as to the inputs necessary for the valuation model chosen. The Company has made estimates as to the volatility of its own shares, the expected life of share options and warrants granted and the time of exercise of those share options and warrants. The model used by the Company is the Black-Scholes valuation model (see Notes 17.2).

#### **Provisions and contingent liabilities**

Judgments are made as to whether a past event has led to a liability that should be recognized in the consolidated financial statements or disclosed as a contingent liability. Quantifying any such liability and provisions involves judgments and estimations. These judgments are based on a number of factors including the nature of the claims or dispute, the legal process and potential amount payable, legal advice received, previous experience and the probability of a loss being realized. Several of these factors are sources of estimation uncertainty (see Note 25).

#### **Assets held for sale**

Following a decision by the Company's executive officers to dispose of Ronceveaux properties and Martinville Properties, the related exploration and evaluation assets were classified as held for sale. Accordingly, the related assets and liabilities were measured at fair value less costs of disposal. Estimates and assumptions were used by Management in measuring these assets at their fair value less costs to dispose.

For assets and liabilities to be classified as held for sale, IFRS 5, Non-Current Assets Held for Sale and Discontinued Operations, requires cash-generating units to be available for immediate sale in their present condition and for the sale to be highly probable.

# HPQ Silicon Inc. (Formerly HPQ Silicon Resources Inc.)

## Notes to Consolidated Financial Statements (unaudited)

As at September 30, 2022  
(in Canadian dollars)

### 5.2 Assumptions and estimation uncertainty (continued)

#### Assets held for sale (continued)

The Company considered decisions made by the executive officers, ongoing processes, and the TSX-V's approval of the transaction with EBH<sub>2</sub> on condition that the Company change the nature of its activities from mining to Industrial and Technology, and it concluded that the criteria were met on December 31, 2021. As a result, the Ronceveaux and Martinville exploration and evaluation assets have been classified as held for sale in the Statement of Financial Position. During the period the Company disposed of its assets.

#### Royalties payable

Management uses its judgment to estimate the amount of royalties payable under the PUREVAP™ and PUREVAP™ NSiR technology acquisition agreement (see Note 10). Uncertainty in estimates is related to net revenue assumptions and the determination of a suitable discount rate.

### 6. NOTE RECEIVABLE

On September 28, 2022, the Company signed a note receivable in the amount of \$2,650,000 at an annual rate of 3%, repayable on the principal and interest maturity date, that it by December 31, 2022.

### 7. ROYALTIES RECEIVABLE

The Company will receive from BGF a Net Smelter return royalty ("NSR") in the amount of \$35,000 between the fifteenth and the twenty-fourth month after the date of transfer of the Beauce Placer properties and \$25,000 each subsequent year. This NSR can be redeemed at the option of BGF for \$250,000. The corresponding asset, royalties' receivable, was recognized when the property was disposed of for a total amount of \$176,563, calculated on estimated cash flows under the agreement over a four-year period at a rate of 18%. Cash outflows before discounting of \$310,000 reflect management's estimate of how long it will take to repay royalties. During 2019, an amount of \$10,000 was collected.

During 2021, the Company received 166,667 shares of the capital stock of GBF as a settlement of a royalty receivable from GBF of \$ 50,000. As a result of the exchange, the Company recognized an increase of \$ 9,770 in its investment of BGF and a loss of \$ 40,230.

On June 23, 2022, an addendum was signed to modify initial terms of the agreement. The NSR payments for each subsequent year have been replaced with 10% annual interest, the \$250,000 royalty is non-transferable and the due date is December 31, 2025 including unpaid interest. As at September 30, 2022, the balance of interest receivable is \$18,750.

	September 30, 2022	December 31, 2021
	\$	\$
Balance, beginning	211,864	229,546
Change in fair value	19,068	32,318
Reimbursement through the issuance of shares	-	(50,000)
	<u>230,932</u>	<u>211,864</u>
Derecognition of royalties	(230,932)	-
Addition to royalty payable	133,772	-
Accretion charge	6,111	-
Balance, end	<u>139,883</u>	<u>211,864</u>

# **HPQ Silicon Inc. (Formerly HPQ Silicon Resources Inc.)**

## **Notes to Consolidated Financial Statements (unaudited)**

As at September 30, 2022  
(in Canadian dollars)

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### **7. ROYALTIES RECEIVABLE (continued)**

The fair value of the royalties' receivable was estimated using a present value technique, immediately prior to the modification date. The revalued fair value of \$230,932 was estimated based on the probability of cash outflows over a four-year period at 18%, which is the interest rate for similar financial instruments. Cash outflows before discounting are \$250,000 and reflect management's estimate of the timing of royalty repayment.

The Company has estimated the royalty receivable \$133,772 calculated on the estimated cash flows under the addendum over a period of 3.5 years at a rate of 18%. The cash receipts before discounting is \$250,000 and reflects management's estimate of the timing of the royalty repayment. The change in royalty resulted in a loss of \$97,160 which was recognized in net income during the period.

### **8. ASSETS HELD FOR SALE**

In December 2021, the Company's executive officers committed to a plan to sell the Ronceveaux and Martinville properties within the next 12 months, following a strategic decision to cease the exploration and evaluation activities of mining properties. The Ronceveaux and Martinville properties are presented separately in the statement of financial position at the lower of fair value less costs to sell and their carrying amounts.

The fair value was determined by discounting the excess amount spent on work, reported to the Ministère de l'Énergie et des Ressources naturelles, that may be applied in the six subsequent claim renewal periods. In addition, to determine fair value, comparable market transactions were analyzed and standard valuation methods were used. The methodologies used to determine fair value use Level 3 data inputs based on the fair value hierarchy disclosed in note 18.

This resulted in an impairment charge of \$1,164,595 as at December 31, 2021. The Ronceveaux and Martinville properties had negligible income or expenditures given it was classified as an exploration and evaluation property and all expenditures were capitalized.

On August 30, 2022, the Company completed the sale of its properties to Québec Silica Resources Inc ("QTZ") in consideration for 3,000,000 units consisting of one share and half a warrant. Each full warrant entitles the holder to subscribe to one common share at a price of \$0.15 per share for 36 months following the closing of the placement. The value of the transaction is \$292,456 which has been recorded as an investment and a loss reversal of \$91,494 in net income.

**HPQ Silicon Inc. (Formerly HPQ Silicon Resources Inc.)**  
**Notes to Consolidated Financial Statements (unaudited)**

As at September 30, 2022  
(in Canadian dollars)

**9. EXPLORATION AND EVALUATION ASSETS**

	Balance at January 1, 2021	Additions	Impairment	Balance at December 31, 2021
	\$	\$	\$	\$
<b>Québec</b>				
<i>Ronchevaux Property</i>				
Mining rights	5,881	-	-	5,881
Exploration and evaluation expenses	1,129,534	227,035	(1,164,595)	191,974
Reclassification to assets held for sale (Note 7)				(197,855)
Classification as Held for Sale	<u>1,135,415</u>	<u>227,035</u>	<u>(1,164,595)</u>	<u>-</u>
<i>Martinville Property</i>				
Mining rights	1	2,144	-	2,145
Reclassification to assets held for sale (Note 7)				(2,145)
Classification as Held for Sale	<u>1</u>	<u>2,144</u>	<u>-</u>	<u>-</u>
<i>Summary</i>				
Mining rights	5,882	2,144	-	8,026
Exploration and evaluation expenses	1,129,534	227,035	(1,164,595)	191,974
Reclassification to assets held for sale (Note 7)				(200,000)
	<u>1,135,416</u>	<u>229,179</u>	<u>(1,164,595)</u>	<u>-</u>

During this last year, management tested the Ronchevaux properties for impairment due to the fact that no expenditures are planned for the coming years as a result of management's strategy to exit mining operations (note 1). At the same time, management committed to a plan to sell the Ronchevaux properties and present them as held for sale (note 8).

**Quebec**

***Ronchevaux Property***

During the year, the Company holds a 100% interest in 27 claims (27 claims as at December 31, 2021) acquired by staking.

***Martinville Property***

In 2019, the Company recorded an impairment for the Martinville property and holds a 100% interest in 36 claims (36 claims as at December 31, 2021) acquired by staking.

**HPQ Silicon Inc. (Formerly HPQ Silicon Resources Inc.)**  
**Notes to Consolidated Financial Statements (unaudited)**

As at September 30, 2022  
(in Canadian dollars)

**10. PROPERTY AND EQUIPMENT**

Property and equipment of the Company are composed of leasehold improvements, equipment and equipment under construction. The carrying amount is set out as follows:

	Leasehold improvements	Equipment	Equipment under construction	Total
	\$	\$	\$	\$
<b>Gross carrying amount</b>				
Balance at January 1, 2022	344,000	4,240,000	503,335	5,087,335
Additions	-	710,000	26,937	736,937
Investment tax credits	-	-	-	-
Balance at September 30, 2022	<u>344,000</u>	<u>4,950,000</u>	<u>530,272</u>	<u>5,824,272</u>
<b>Accumulated depreciation</b>				
Balance at January 1, 2022	-	-	-	-
Depreciation	114,777	1,060,000	-	1,174,777
Balance at September 30, 2022	<u>114,777</u>	<u>1,060,000</u>	<u>-</u>	<u>1,174,777</u>
<b>Carrying amount at September 30, 2022</b>	<u>229,223</u>	<u>3,890,000</u>	<u>530,272</u>	<u>4,649,495</u>

	Leasehold improvements	Equipment	Equipment under construction	Total
	\$	\$	\$	\$
<b>Gross carrying amount</b>				
Balance at January 1, 2021	344,000	-	4,314,802	4,658,802
Additions	-	-	458,533	458,533
Investment tax credits	-	-	(30,000)	(30,000)
Reclassification	-	4,240,000	(4,240,000)	-
Balance at December 31, 2021	<u>344,000</u>	<u>4,240,000</u>	<u>503,335</u>	<u>5,087,335</u>
<b>Accumulated depreciation</b>				
Balance at January 1, 2021 and December 31, 2021	-	-	-	-
<b>Carrying amount at December 31, 2021</b>	<u>344,000</u>	<u>4,240,000</u>	<u>503,335</u>	<u>5,087,335</u>

# HPQ Silicon Inc. (Formerly HPQ Silicon Resources Inc.)

## Notes to Consolidated Financial Statements (unaudited)

As at September 30, 2022  
(in Canadian dollars)

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### 11. INTANGIBLE ASSETS

#### Fumed Silica

On June 30, 2021, the Company acquired intellectual property for the production of fumed silica materials. Pursuant to the purchase agreement, the Company is committed to pay to the seller the greater of an annual royalty equal to 10% of net revenues, excluding the samples (as defined in the agreement) generated from the exploitation of the acquired technology or the minimum amounts per the agreement. Also, the seller is being granted the right to convert, at any time and at its sole discretion, its royalties into a 50% equity stake of HPQ Polvere. An amount of \$ 3,300,000 paid in cash was recorded as the cost of intellectual property.

The minimum annual royalty amounts owed when there is income under this new agreement are as follows:

	<u>\$</u>
2023	50,000
2024	100,000
2025	150,000
2026 and after	200,000

#### PUREVAP™ NSiR

On August 18, 2020, the Company acquired the PUREVAP™ NSiR technology for the fabrication of nano silicon materials. Pursuant to the purchase agreement, the Company is committed to pay to the seller the greater of an annual royalty equal to 10% of net revenues (as defined in the agreement) generated from the exploitation of the acquired technology or the minimum amounts per the agreement. Also, the seller is being granted the right to convert, at any time and at its sole discretion, its royalties into a 50% equity stake of HPQ Nano.

The minimum annual amounts under this new agreement are as follows:

	<u>\$</u>
2022	100,000
2023	150,000
2024 and after	200,000

The intellectual property, was recognized upon acquisition for a total amount of \$2,400,000, paid in cash. The related liability, royalties payable, of \$864,013 calculated based on estimated cash flows under the agreement over a period of 25 years at a discounted rate of 18%, was also recorded to intellectual property.

#### PUREVAP™ QRR

On July 29, 2016, the Company acquired PUREVAP™ QRR technology for the transformation of quartz into silicon metal of high purity. Pursuant to the purchase agreement, the Company is committed to pay to the seller the greater of an annual royalty equal to 10% of net revenues (as defined in the agreement) generated from the exploitation of the acquired technology or the minimum annual amounts per the agreement. An addendum was signed on December 8, 2019 for the cancellation of the amounts payable for the years 2019 and 2020 and the modification of the minimum amounts for 2020 and 2021. A gain of \$350,000 on the modification of the initial agreement was recognized during the fiscal 2019.

**HPQ Silicon Inc. (Formerly HPQ Silicon Resources Inc.)**  
**Notes to Consolidated Financial Statements (unaudited)**

As at September 30, 2022  
(in Canadian dollars)

**11. INTANGIBLE ASSETS (continued)**

PUREVAP™ QRR

The minimum annual amounts under this new agreement are as follows:

	\$
2022 and after	250,000

The intellectual property and its related liability, royalties payable, were recognized upon acquisition for a total amount of \$815,427 and were calculated based on estimated cash flows under the agreement over a period of 20 years at a rate of 22%. The amount of \$50,000 recorded as a deposit in 2015 was reversed at the cost of the intellectual property. In 2016, an amount of \$1,000,000 paid in cash was recorded at the cost of the intellectual property.

The following table shows the distribution of royalty payments to be paid according to PUREVAP™ technology as of September 30, 2022:

	QRR	NSiR	Total
	\$	\$	\$
Current	250,000	100,000	350,000
Non-current	1,066,140	1,000,422	2,066,562
	<u>1,316,140</u>	<u>1,100,422</u>	<u>2,416,562</u>

The following table shows the distribution of royalty payments to be paid according to PUREVAP™ technology as of December 31, 2021:

	QRR	NSiR	Total
	\$	\$	\$
Current	216,189	84,746	300,935
Non-current	921,949	884,789	1,806,738
	<u>1,138,138</u>	<u>969,535</u>	<u>2,107,673</u>

**HPQ Silicon Inc. (Formerly HPQ Silicon Resources Inc.)**  
**Notes to Consolidated Financial Statements (unaudited)**

As at September 30, 2022  
(in Canadian dollars)

**11. INTANGIBLE ASSETS (continued)**

The Company's intangible assets include patents and intellectual property. The carrying amount is as follows:

	Patents	Intellectual property	Total
	\$	\$	\$
<b>Gross carrying amount</b>			
Balance at January 1, 2022	547,991	10,005,249	10,553,240
Additions	234,760	3,600,000	3,834,760
Balance as at September 30, 2022	<u>782,751</u>	<u>13,605,249</u>	<u>14,388,000</u>
<b>Accumulated depreciation</b>			
Balance at January 1, 2022	42,619	654,183	696,802
Depreciation	31,782	386,227	418,009
Balance as at September 30, 2022	<u>74,401</u>	<u>1,040,410</u>	<u>1,111,009</u>
<b>Carrying amount at September 30, 2022</b>	<u>708,350</u>	<u>12,564,839</u>	<u>13,273,189</u>

	Patents	Intellectual property	Total
	\$	\$	\$
<b>Gross carrying amount</b>			
Balance at January 1, 2021	342,702	6,491,495	6,834,197
Additions	205,289	3,513,754	3,719,043
Balance as at December 31, 2021	<u>547,991</u>	<u>10,005,249</u>	<u>10,553,240</u>
<b>Accumulated depreciation</b>			
Balance at January 1, 2021	15,385	220,361	235,746
Depreciation	27,234	433,822	461,056
Balance as at December 31, 2021	<u>42,619</u>	<u>654,183</u>	<u>696,802</u>
<b>Carrying amount at December 31, 2021</b>	<u>505,372</u>	<u>9,351,066</u>	<u>9,856,438</u>

An amount of \$ 277,748 (\$234,021 as of December 31, 2021) is presented in Amortization of intangible assets and an amount of \$227,035 as of December 31, 2021 is presented as an increase in exploration and evaluation assets and was subsequently written down. See note 8.

# HPQ Silicon Inc. (Formerly HPQ Silicon Resources Inc.)

## Notes to Consolidated Financial Statements (unaudited)

As at September 30, 2022  
(in Canadian dollars)

### 12. INVESTMENT ACCOUNTED FOR USING THE EQUITY METHOD

On September 30, 2022, the Company holds an 5.36% (6.66% as at December 31, 2021) voting and equity interest in BGF. The investment is accounted for using the equity method since December 2018. As at September 30, 2022, the fair value of the participation amounts to \$197,392 (\$334,048 as at December 31, 2021).

The aggregate amount of the associate can be summarized as follows:

	July 31, 2022	October 31, 2021
	\$	\$
Current assets	889,749	749,645
Non-current assets	3,499,640	3,036,863
Current liabilities	287,635	126,151
Non-current liabilities	196,526	206,478
Net and total loss of comprehensive income	471,315	726,063

A reconciliation of the summarized financial information with the carrying value of the investment is as follows:

	July 31, 2022	October 31, 2021
	\$	\$
Total net assets	3,905,228	3,453,879
Contributed surplus not attached to ordinary shareholders	(356,589)	(356,589)
	3,548,639	3,097,290
Portion of the interest held by the Company	5.36%	6.66%
	<u>190,127</u>	<u>206,236</u>

The Company has not incurred any contingent liabilities or other commitments relating to its investment in this associate.

During 2021, the Company received 166,667 shares of the capital stock of GBF as a settlement of a royalty receivable from GBF of \$50,000. As a result of the exchange, the Company recognized an increase of \$9,770 in its investment of BGF and a loss of \$40,230.

During the period ended September 30, 2022, BGF issued shares for the closing of a private placement and exercise of warrants. Those issuances decreased the Company's ownership from 6.66% to 5.36%.

# HPQ Silicon Inc. (Formerly HPQ Silicon Resources Inc.)

## Notes to Consolidated Financial Statements (unaudited)

As at September 30, 2022  
(in Canadian dollars)

### 13. TRADE AND OTHER PAYABLES

	September 30, 2022	December 31, 2021
	\$	\$
Trade accounts	4,193,575	199,801
Salaries payable	-	25,000
Other	89,105	34,104
	<u>4,282,680</u>	<u>258,905</u>

### 14. DUE TO DIRECTORS, OFFICERS AND A COMPANY OWNED BY A DIRECTOR

The Company owes to directors, officers and a company owned by a director some salaries and remuneration for a nominal value of \$1,127,891 (2020: \$1,061,891). The Company has obtained confirmation for said nominal value of \$1,020,391 in debts (effective rate of 3.1%) (2021: \$1,020,391, effective rate of 3.1%), that they will not request payment thereof prior to 12 months plus one day following September 30, 2022. These amounts are classified as non-current liabilities. The remaining amount of \$107,500 (2021: \$41,500) has been classified as current liabilities and presented as due to the directors.

### 15. CONVERTIBLE DEBENTURE AND DERIVATIVE LIABILITY

In August 2018, the Company completed the offering of an unsecured convertible debenture in the amount of \$1,800,000 bearing interest at an annual rate of 5%, compounded monthly and payable on the debenture maturity date of August 20, 2023. On June 22 2021, the holder of the debenture converted \$ 1,800,000 of debentures into common shares at a price of \$ 0.11 per share and also converted the interests of \$ 276,984 into common shares at a price of \$ 0.61 per share in accordance with the terms of the convertible debenture. The Company issued 16,363,636 common shares on debenture and 454,072 common shares on interest.

	Convertible debenture	Derivative liability	Total
	\$	\$	\$
<b>Carrying amount at January 1, 2021</b>	1,261,977	383,806	1,645,783
Accretion of convertible debenture	85,967	-	85,967
Change in fair value of derivative liability	-	(58,268)	(58,268)
Conversion	(1,347,944)	(325,538)	(1,673,482)
<b>Carrying amount at December 31, 2021</b>	<u>-</u>	<u>-</u>	<u>-</u>

In accordance with IFRS, because of the discounted rate for payment of interest, the conversion option is a derivative financial liability measured at fair value and changes in fair value are recognized in the Consolidated Statement of Comprehensive Income each period.

The Company recorded interest expenses in the amount of \$45,547 and \$85,967 related to the accretion of the convertible debenture as at December 31, 2021.

# HPQ Silicon Inc. (Formerly HPQ Silicon Resources Inc.)

## Notes to Consolidated Financial Statements (unaudited)

As at September 30, 2022  
(in Canadian dollars)

### 16. EQUITY

#### 16.1 Share capital

The authorized share capital of the Corporation consists of an unlimited number of common shares without par value. They are voting, participating and eligible to receive the dividends.

	September 30, 2022	December 31, 2021
	Number of shares	Number of shares
Shares issued at the beginning	334,792,358	273,769,559
Private placements (d)	6,800,000	-
Issuance for the payment of accounts payable (c)	-	50,091
Exercise of warrants	6,131,412	38,455,000
Exercise of options	1,250,000	5,700,000
Exercise conversion rights on convertible debentures (a)	-	16,363,636
Exercise conversion interest on convertible debentures (b)	-	454,072
Total shares issued and full paid at the end	<u>348,973,770</u>	<u>334,792,358</u>

(a) On June 29, 2021, the Company issued 16,363,636 common shares upon conversion of the convertible debenture.

(b) On June 29, 2021, the Company issued 454,072 common shares upon conversion of interests on the convertible debenture.

(c) On August 27, 2021, the Company settled a trade account payable of \$42,375 by the issuance of 50,091 common shares. No profit or loss was recorded on this transaction.

(d) On May 2, 2022, the Company completed a private financing for an amount of \$3,604,000. The Company issued 6,800,000 units consisting of one common share and one warrant. Each full warrant entitles the holder thereof to subscribe an equivalent number of common shares of the Company at a price of \$0.60 per share, during a period of 24 months following the closing of the financing. An amount of \$340,000 to warrants was recorded.

During the period, 6,131,412 common shares were issued following the exercise of warrants. The weighted average share price at the exercise was \$0.15 per share.

During the period, 1,250,000 common shares were issued following the exercise of options. The weighted average share price at the exercise was \$0.12 per share.

**HPQ Silicon Inc. (Formerly HPQ Silicon Resources Inc.)**  
**Notes to Consolidated Financial Statements (unaudited)**

As at September 30, 2022  
(in Canadian dollars)

**16.2 Warrants**

Outstanding warrants entitle their holders to subscribe an equivalent number of common shares, as follows:

	September 30, 2022		December 31, 2021	
	Number of warrants	Weighted average exercise price	Number of warrants	Weighted average exercise price
		\$		\$
Balance, beginning of reporting year	24,201,012	0.20	62,656,012	0.17
Granted	6,800,000	0.60	-	-
Exercised	(6,131,412)	0.16	(38,455,000)	0.15
Balance, end of reporting period	<u>24,869,600</u>	<u>0.32</u>	<u>24,201,012</u>	<u>0.20</u>

Outlined below are the outstanding warrants which could be exercised for an equivalent number of common shares:

Expiration date	September 30, 2022		December 31, 2021	
	Number	Exercise price	Number	Exercise price
		\$		\$
January 2022 (i) (ii)	-	-	4,152,000	0.155
July 2022	-	-	1,779,412	0.15
August 2022	-	-	200,000	0.15
December 2022	1,375,000	0.10	1,375,000	0.10
April 2023	8,300,000	0.10	8,300,000	0.10
May 2023	4,394,600	0.10	4,394,600	0.10
September 2023	4,000,000	0.61	4,000,000	0.61
May 2024	6,800,000	0.60	-	-
	<u>24,869,600</u>	<u>0.32</u>	<u>24,201,012</u>	<u>0.20</u>

(i) Under the plan of arrangement, on February 6, 2019, the Company reduced the exercise price of warrants from \$0.17 to \$0.155.

(ii) On December 9, 2019, the Company extended 4,152,000 warrants until January 2022.

# HPQ Silicon Inc. (Formerly HPQ Silicon Resources Inc.)

## Notes to Consolidated Financial Statements (unaudited)

As at September 30, 2022  
(in Canadian dollars)

### 17. EMPLOYEE REMUNERATION

#### 17.1 Salaries and employee benefits expense

Salaries and employee benefits expense are analyzed below:

	Quarter ending September, 30		Period ending September, 30	
	2022	2021	2022	2021
	\$	\$	\$	\$
Salaries and benefits	87,266	98,555	232,639	290,140
Managements fees	87,500	37,500	262,500	112,500
Remuneration of director	24,500	16,500	66,000	65,500
Salaries and benefits recovered	(9,615)	-	(22,383)	-
Salaries and employee benefit expenses	<u>190,011</u>	<u>152,555</u>	<u>538,756</u>	<u>468,140</u>

#### 17.2 Share-based payments

On October 5, 2021, the Company adopted a new share-based payment plan (the “Plan”) under which the Board of Directors may award to directors, officers, employees and consultants, share options entitling the holder to purchase common shares of the Company. The maximum number of shares to be granted under the Plan is 20,750,000 (22,000,000 as at December 31, 2021). As of September 30, 2022, 17,335,000 remained exercisable (17,885,000 as at December 31, 2021).

The exercise price of each share option is determined by the Board of Directors and cannot be less than the market price of common shares as defined by TSX Venture Exchange policies on the day prior to the award, and the term of the options cannot exceed ten years.

The maximum number of common shares that can be issued to a beneficiary, during any 12-month period is limited to 5% of issued and outstanding shares.

The maximum number of shares that can be issued to a consultant during any 12-month period is limited to 2% of issued and outstanding shares; moreover, the share options granted to consultants performing investor relations activities may be exercised by stages over a 12-month period after the grant, at a rate of 25% per quarter.

All share-based payments will be settled in equity. The Company has no legal or constructive obligation to repurchase or settle the share options in cash.

The Company’s share options are as follows for the reporting periods presented:

**HPQ Silicon Inc. (Formerly HPQ Silicon Resources Inc.)**  
**Notes to Consolidated Financial Statements (unaudited)**

As at September 30, 2022  
(in Canadian dollars)

**17.2 Share-based payments (continued)**

	September 30, 2022		December 31, 2021	
	Number	Weighted average exercise price \$	Number	Weighted average exercise price \$
Outstanding, beginning of reporting year	17,885,000	0.61	8,600,000	0.23
Granted	700,000	0.35	14,985,000	0.71
Exercised	(1,250,000)	0.12	(5,700,000)	0.29
Outstanding and exercisable, end of reporting period	<u>17,335,000</u>	<u>0.64</u>	<u>17,885,000</u>	<u>0.61</u>

The table below summarizes the information related to outstanding share options as at September 30, 2022:

Outstanding options		
Number of options	Weighted average exercise price \$	Weighted average remaining contractual life (years)
1,650,000	0.12	0.50
700,000	0.35	4.87
9,650,000	0.55	1.47
5,335,000	1.00	4.47
<u>17,335,000</u>	<u>0.64</u>	<u>2.40</u>

The table below summarizes the information related to outstanding share options as at December 31, 2021:

Outstanding options		
Number of options	Weighted average exercise price \$	Weighted average remaining contractual life (years)
2,900,000	0.12	1.00
9,650,000	0.55	1.97
5,335,000	1.00	4.97
<u>17,885,000</u>	<u>0.61</u>	<u>2.71</u>

# HPQ Silicon Inc. (Formerly HPQ Silicon Resources Inc.)

## Notes to Consolidated Financial Statements (unaudited)

As at September 30, 2022  
(in Canadian dollars)

### 17.2 Share-based payments (continued)

The weighted fair value of the granted options of \$0.235 (\$ 0.181 as at December 2021) was determined using the Black-Scholes option pricing model based on the following weighted average assumptions:

	2022	2021
Average share price at date of grant	\$0.38	\$0.435
Expected dividend yield	0 %	0 %
Expected weighted volatility	73,0 %	83,9 %
Average risk-free interest rate	1.65 %	1.15 %
Expected average life	5.0 years	3.0 years
Average exercise price at date of grant	\$0.35	\$0.71

The underlying expected volatility was determined by reference to historical data of the Company's shares over the expected average life of the options. No special features inherent to the options granted were incorporated into measurement of fair value.

An amount of \$164,721 as professional and consultation fees (\$2,720,089 of employee remuneration expenses) all of which related to equity-settled share-based payment transactions were included in profit or loss and credited to contributed surplus (\$2,359,792 as salaries and employee benefits expense and \$360,297 as professional and consultation fees as at December 2021).

## 18. FAIR VALUE MEASUREMENT

### 18.1 Financial instruments measured at fair value

The hierarchy groups financial assets and liabilities into three levels based on the significance of inputs used in measuring the fair value of the financial assets and liabilities. The fair value hierarchy levels are as follows:

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

The fair value of the marketable securities in a quoted company was estimated based on the market price at the closing date. Marketable securities in a quoted company measured at fair value in the consolidated statement of financial position as at September 30, 2022 and December 31, 2021 are classified as Level 1.

# HPQ Silicon Inc. (Formerly HPQ Silicon Resources Inc.)

## Notes to Consolidated Financial Statements (unaudited)

As at September 30, 2022  
(in Canadian dollars)

### 18.2 Financial instruments measured at amortized cost for which a fair value is disclosed

The fair value of royalties' receivable, due to directors, officers and a company owned by a director and royalties payable was estimated using an analysis of discounted cash flows with an interest rate for similar financial instruments.

The fair value royalties' receivable in the current term as well as the royalties payable in the current term approximate the book value at the end of the period.

The fair value of royalties' receivable in the non-current term, due to directors, officers and a company owned by a director and royalties payable in the non-current term is \$199,815, \$1,007,256 and \$2,066,562 respectively (\$211,864, \$982,456 and \$1,806,738 respectively as at December 31, 2021). See notes 7, 14 and 11 for methods of assessing fair values.

Financial instruments are classified in Level 2 of the fair value hierarchy except for royalties' receivable and royalties' payable which are classified in Level 3 of the fair value hierarchy.

### 19. OTHER OPERATING EXPENSES

Other operating expenses are detailed as follows:

	Quarter ending September, 30		Period ending September, 30	
	2022	2021	2022	2021
	\$	\$	\$	\$
Professional fees <sup>(1)</sup>	91,899	81,708	545,079	349,382
Traveling expenses	5,850	1,267	19,787	1,391
Office expenses	23,701	12,468	67,761	45,532
Information to shareholders and registration fees	40,823	32,942	123,084	114,048
Bank charges	1,090	1,377	2,976	3,034
Loss (gain) on exchange rate	(26,138)	-	(28,272)	-
Administrative expenses recovered	(1,520)	(14,064)	(4,929)	(31,084)
	<u>135,705</u>	<u>115,698</u>	<u>725,486</u>	<u>482,303</u>

<sup>(1)</sup> Including share-based payments of \$164,721 in 2022

### 20. FINANCE INCOME AND FINANCE COSTS

Finance income consists of the following for the reporting periods presented:

	Quarter ending September, 30		Period ending September, 30	
	2022	2021	2022	2021
	\$	\$	\$	\$
Net change in fair value of marketable securities in a quoted company	(241,023)	(268,000)	(409,023)	298,000
Change in fair value of royalties' receivable	-	-	19,068	-
Accretion revenues - royalties receivable	8,111	-	6,111	-
Interest	47,476	1,854	68,558	2,704
Finance income	<u>(187,436)</u>	<u>(266,146)</u>	<u>(315,286)</u>	<u>566,850</u>

# HPQ Silicon Inc. (Formerly HPQ Silicon Resources Inc.)

## Notes to Consolidated Financial Statements (unaudited)

As at September 30, 2022  
(in Canadian dollars)

### 20. FINANCE INCOME AND FINANCE COSTS (continued)

Finance costs consists of the following for the reporting periods presented:

	Quarter ending September, 30		Period ending September, 30	
	2022	2021	2022	2021
	\$	\$	\$	\$
Interest charges on convertible debenture	-	-	-	(48,547)
Amortization change of the present value of royalties payable	(102,963)	(96,532)	(308,889)	(289,596)
Accretion expenses- due to directors, officers and companies owned by a director	(8,330)	(8,077)	(24,800)	(24,044)
Accretion expenses -Component of the convertible debenture	-	-	-	(85,967)
	<u>(111,293)</u>	<u>(104,609)</u>	<u>(333,689)</u>	<u>(448,154)</u>

### 21. INCOME (LOSS) PER SHARE

The calculation of basic loss per share is based on the loss for the period divided by the weighted average number of outstanding shares during the period. In calculating the diluted loss per share, dilutive potential common shares such as warrants, brokers' warrants, brokers' units, share options and the convertible debenture have not been included as they would have the effect of decreasing the loss per share. Decreasing the loss per share would be antidilutive. Details of share options and warrants issued that could potentially dilute earnings per share in the future are given in Notes 16.2 and 17.2.

Both the basic and diluted loss per share have been calculated using the loss as the numerator, i.e. no adjustment to the loss was necessary in 2022 and 2021.

	Quarter ending September, 30		Period ending September, 30	
	2022	2021	2022	2021
Net loss attributable to common shareholders	(1,739,942)	(684,878)	(4,093,623)	(1,172,555)
Weighted average number of outstanding shares	348,161,430	331,446,114	344,869,357	307,445,593
Basic and diluted loss per share	(0.00)	(0.00)	(0.01)	(0.00)

See note 27 for share capital transactions after September 30, 2022.

# HPQ Silicon Inc. (Formerly HPQ Silicon Resources Inc.)

## Notes to Consolidated Financial Statements (unaudited)

As at September 30, 2022  
(in Canadian dollars)

### 22. ADDITIONAL INFORMATION – CASH FLOWS

The changes in working capital items are detailed as follows:

	As at September 30,	
	2022	2021
	\$	\$
Goods and services tax receivable	(206,325)	(395,564)
Prepaid expenses and other	(454,954)	(21,849)
Trade and other payables	442,525	48,099
	<u>(218,754)</u>	<u>(369,314)</u>

Non-cash balance sheet transactions are detailed as follows:

	As at September 30,	
	2022	2021
	\$	\$
Issuance of shares for payment of an account payable	-	28,250
Trade and other payables included in intangible assets	3,600,000	28,042
Issuance of shares on conversion of the convertible debenture	-	1,673,482
Issuance of shares on conversion of interests on the convertible debenture	-	276,984
Trade and other payables included in Property and equipment	-	28,000
Marketable securities received on sale of assets and devaluation held for sale	292,456	-

### 23. RELATED PARTY TRANSACTIONS

The Company's related parties include key management and companies held by a director or an officer, as described below.

Unless otherwise stated, none of the transactions incorporated special terms and conditions and no guarantees were given or received. Outstanding balances are usually settled in cash.

#### 23.1 Transactions with key management personnel

Key management personnel of the Company are members of the Board of Directors and officers. Key management personnel remuneration includes the following expenses:

	Quarter ending September 30		Period ending September, 30	
	2022	2021	2022	2021
	\$	\$	\$	\$
Salaries and benefits	58,782	68,250	159,815	235,934
Managements fees <sup>(1)</sup>	87,500	37,500	262,500	112,500
Remuneration of director	24,500	16,500	66,000	65,500
Salaries and employee benefit expenses	<u>170,782</u>	<u>122,250</u>	<u>488,315</u>	<u>431,934</u>

<sup>(1)</sup> Paid to a company owned by a director

# HPQ Silicon Inc. (Formerly HPQ Silicon Resources Inc.)

## Notes to Consolidated Financial Statements (unaudited)

As at September 30, 2022  
(in Canadian dollars)

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### 23.1 Transactions with key management personnel (continued)

Trade and other payables include an amount of Nil due to a company owned by a director (\$59,854 as at December 31, 2021).

On September 30, 2022, due to directors, officers and a company owned by a director totalled \$1,114,756 (\$1,023,956 as at December 31, 2021).

### 24. CAPITAL MANAGEMENT POLICIES AND PROCEDURES

The Company's capital management objectives are to ensure the Company's ability to continue as a going concern, to increase the value of the assets of the business, and to provide an adequate return to owners of the Company.

These objectives will be achieved by technological development related to the transformation of quartz into silicon materials.

The Company monitors capital on the basis of the carrying amount of equity.

The Company is not exposed to any externally imposed capital requirements

The Company finances its technology development activities related to the transformation of quartz into silicon materials primarily by seeking additional capital either through private placements or public placements. When funding conditions are not optimal, the Company can sign option agreements or other agreements to be able to continue its exploration and evaluation activities or can slow down its activities until funding conditions improve.

### 25. FINANCIAL INSTRUMENT RISKS

The Company is exposed to various risks in relation to financial instruments. The main types of risks are market risk, credit risk and liquidity risk.

The Company risk management is coordinated in close cooperation with the Board of Directors. The Company's risk management focuses on actively securing the Company's short-term to medium-term cash flows by minimizing the exposure to financial markets.

The Company does not actively engage in the trading of financial assets for speculative purposes.

The most significant financial risks to which the Company is exposed are described below.

#### 25.1 Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. The Company is exposed to other price risk.

Other price risk sensitivity

The Company was exposed to fluctuations in the market prices of its marketable securities in a quoted company and derivative financial liability. The maximum risk to which the shares and derivative financial liability were exposed is equal to their fair value.

If the quoted share price for the shares had changed by  $\pm 15\%$  as at September 30, 2022 ( $\pm 15\%$  as at December 31, 2021), the profit or loss and equity would have changed by \$82,415 (\$99,900 as at December 31, 2021).

# HPQ Silicon Inc. (Formerly HPQ Silicon Resources Inc.)

## Notes to Consolidated Financial Statements (unaudited)

As at September 30, 2022  
(in Canadian dollars)

### 25.2 Credit risk

Credit risk is the risk that another party to a financial instrument fails to meet its obligations and, therefore, leads the Company to incur a financial loss.

The Company's maximum exposure to credit risk is limited to the carrying amount, note receivable and royalties' receivable for an amount of \$4,747,011 as at September 30, 2022 (\$2,884,560 as at December 31, 2021).

The credit risk for the note receivable, the deposit on a contract and the royalties' receivable is considered limited. The Company continuously monitors default of counterparts. No impairment loss has been recognized in the periods presented.

The credit risk for cash is considered negligible, since the counterpart is a reputable bank with high quality external credit ratings.

### 25.3 Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations with financial liabilities that are settled by cash or another financial asset.

Liquidity risk management serves to maintain a sufficient amount of cash and to ensure that the Company has financing sources such as private and public investments for a sufficient amount.

Over the period, the Company has financed its exploration programs, its working capital requirements and acquisitions of mining properties, equipment and intangible assets through private placements.

The following table sets out the contractual maturities of the Company's financial liabilities:

	September 30, 2022	December 31, 2021
	\$	\$
Less than a year		
Trade and other payables	4,282,680	258,905
Royalties payable	350,000	350,000
Total	<u>4,632,680</u>	<u>608,905</u>
Between one and five years		
Royalties payable	1,750,000	1,750,000
	<u>1,750,000</u>	<u>1,750,000</u>
Plus 5 years		
Royalties payable	<u>4,500,000</u>	<u>4,500,000</u>

The Company considers expected cash flows from financial assets in assessing and managing liquidity risk, in particular its cash.

# **HPQ Silicon Inc. (Formerly HPQ Silicon Resources Inc.)**

## **Notes to Consolidated Financial Statements (unaudited)**

As at September 30, 2022  
(in Canadian dollars)

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### **26. CONTINGENCIES AND COMMITMENTS**

The Company is partially financed through the issuance of flow-through shares and, and is engaged in realizing mining exploration work, under the terms of the tax rules regarding this type of financing.

These tax rules also set deadlines for carrying out the exploration work, which must be performed no later than the first of the following dates:

- Two years following the flow-through financings;
- One year after the Company has renounced the tax deductions relating to the exploration work.

However, there is no guarantee that the Company's exploration expenses will qualify as Canadian exploration expenses, even if the Company is committed to taking all the necessary measures in this regard. Refusal of certain expenses by the tax authorities would have a negative tax impact for investors.

In 2016, the Company entered into agreements with subscribers whereby the Company had to incur \$1,245,000 of Canadian Exploration Expenses ("CEE") before December 31, 2017. The Company had incurred \$919,296 in CEE before December 31, 2017 and an approximate balance of \$293,000 of CEE renounced to the investors had not been incurred as at December 31, 2017 and was used for other purposes than exploration expenses. The maximal contingency for the Company, in relation to non-compliance with its obligations with subscribers, is approximately \$220,000. As at February 28, 2018, the Company had produced the reduction forms related to the amount of \$293,000 in CEE renounced to the investors and that had not been incurred as at December 31, 2017. As at September 30, 2022, an amount of \$17,321 pertaining to part XII.6 taxes is included in trade payable accounts.

As at September 30, 2022, in addition to the royalties' payable mentioned in Note 11, the Company is committed to the purchase of test equipment for approximately \$3,006,421. Of this amount, a deposit of \$1,950,000 was made.

### **27. SUBSEQUENT EVENT**

Subsequent to period end, 100,000 warrants were exercised for a total amount of \$10,000 in cash.