

# **FORACO INTERNATIONAL S.A.**

## **Unaudited Condensed Interim Consolidated Financial Statements**

**Three-month period ended  
March 31, 2021**



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**Foraco International S.A.****Unaudited condensed interim consolidated financial statements as of March 31, 2021****Unaudited condensed interim consolidated balance sheet - Assets**

<b>in thousands of US\$</b>	<b>Note</b>	<b>March 31, 2021</b>	<b>December 31, 2020</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	(5)	37,658	36,090
Goodwill	(6)	66,179	69,482
Deferred income tax assets		29,384	29,846
Other non-current assets		613	906
		<b>133,834</b>	<b>136,324</b>
<b>Current assets</b>			
Inventories, net	(7)	35,036	31,387
Trade receivables, net		38,645	29,357
Other current assets		10,326	9,737
Cash and cash equivalents		16,310	20,960
		<b>100,317</b>	<b>91,441</b>
<b>Total assets</b>		<b>234,151</b>	<b>227,765</b>

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**Unaudited condensed interim consolidated balance sheet – Equity and Liabilities**

in thousands of US\$	Note	March 31, 2021	December 31, 2020
<b>EQUITY</b>			
<b>Capital and reserves attributable to the Company's equity holders</b>			
Share capital		1,772	1,772
Share premium and retained earnings		154,800	155,794
Other reserves		(145,562)	(144,640)
		<b>11,010</b>	<b>12,926</b>
Non-controlling interests		4,777	4,876
<b>Total equity</b>		<b>15,787</b>	<b>17,802</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Borrowings - Non-current portion of long term debt	(8)	148,898	153,993
Lease obligations - Non current portion	(8)	4,623	3,915
Deferred income tax liabilities		3,187	3,570
Provisions for other liabilities and charges	(9)	582	517
<b>Current liabilities</b>			
Trade payables		26,806	17,711
Other payables		21,679	23,086
Current income tax liabilities		3,186	2,319
Borrowings - Current portion of long term debt	(8)	1,674	1,837
Borrowings - Current portion of drawn credit lines	(8)	5,870	1,299
Lease obligations - Current portion	(8)	1,726	1,568
Provisions for other liabilities and charges	(9)	134	149
<b>Total liabilities</b>		<b>218,365</b>	<b>209,964</b>
<b>Total equity and liabilities</b>		<b>234,151</b>	<b>227,765</b>
Net debt excluding operating lease obligations under IFRS 16		140,135	136,169

*Net debt excluding operating lease obligations is a non IFRS measure and corresponds to the current and non-current portion of borrowings, net of cash and cash equivalents*

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**Unaudited condensed interim consolidated income statement**

In thousands of US\$	Three-month period ended March 31,		
	Note	2021	2020
Revenue	(4)	54,551	49,671
Cost of sales	(11)	(48,510)	(44,408)
<b>Gross profit</b>		<b>6,041</b>	<b>5,263</b>
Selling, general and administrative expenses	(11)	(5,238)	(5,139)
Other operating income / (expense), net		-	-
<b>Operating profit / (loss)</b>		<b>803</b>	<b>124</b>
Finance costs		(2,080)	(2,430)
<b>Profit / (loss) before income tax</b>		<b>(1,277)</b>	<b>(2,305)</b>
Income tax (expense) / profit	(12)	312	241
<b>Profit / (loss) for the period</b>		<b>(965)</b>	<b>(2,064)</b>
Attributable to:			
Equity holders of the Company		(995)	(2,042)
Non-controlling interests		30	(22)
Earnings per share for profit attributable to the equity holders of the Company during the period (expressed in US cents per share):			
- basic	(15)	(1.11)	(2.27)
- diluted	(15)	(1.11)	(2.27)

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**Unaudited condensed interim consolidated statement of changes in equity**

in thousands of US\$	Attributable to equity holders of the Company			Total	Non-controlling interests	Total Equity
	Share Capital	Share Premium and Retained Earnings	Other Reserves			
<b>Balance at January 1, 2020</b>	<b>1,772</b>	<b>151,558</b>	<b>(122,335)</b>	<b>30,996</b>	<b>5,682</b>	<b>36,678</b>
Profit / (loss) for the period	-	(2,042)	-	(2,042)	(22)	(2,064)
Currency translation differences	-	-	(21,675)	(21,675)	(1,567)	(23,242)
Employee share-based compensation	-	-	45	45	-	45
Treasury shares purchased (see Note 10)	-	-	-	-	-	-
Dividend paid to non controlling interests	-	-	-	-	(676)	(676)
<b>Balance at March 31, 2020</b>	<b>1,772</b>	<b>149,516</b>	<b>(143,965)</b>	<b>7,324</b>	<b>3,417</b>	<b>10,741</b>
<b>Balance at January 1, 2021</b>	<b>1,772</b>	<b>155,794</b>	<b>(144,640)</b>	<b>12,927</b>	<b>4,875</b>	<b>17,802</b>
Profit / (loss) for the period	-	(995)	-	(995)	30	(965)
Currency translation differences	-	-	(817)	(817)	(129)	(946)
Employee share-based compensation	-	-	50	50	-	50
Treasury shares purchased (see Note 10)	-	-	(154)	(154)	-	(154)
Dividend paid to non controlling interests	-	-	-	-	-	-
<b>Balance at March 31, 2021</b>	<b>1,772</b>	<b>154,799</b>	<b>(145,561)</b>	<b>11,011</b>	<b>4,776</b>	<b>15,787</b>

**Unaudited statement of comprehensive income**

in thousands of US\$	March 31, 2021	March 31, 2020
Net profit / (loss) for the period	(965)	(2,064)
Currency translation differences	(946)	(23,242)
<b>Total comprehensive loss for the period</b>	<b>(1,911)</b>	<b>(25,306)</b>
<i>Attributable to:</i>		
<i>Equity holders of the Company</i>	<i>(1,812)</i>	<i>(23,717)</i>
<i>Non-controlling interests</i>	<i>(99)</i>	<i>(1,589)</i>

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**Unaudited condensed interim consolidated cash flow statement**

in thousands of US\$	Three month ended March 31,	
	2021	2020
<b>Profit / (loss) for the period</b>	<b>(965)</b>	<b>(2,064)</b>
Adjustments for:		
- Depreciation, amortization and impairment (see Note 11)	4,261	4,296
- Share-based compensation expenses (see Note 11)	50	45
- Income tax expenses / (profit) (see Note 12)	(312)	(241)
- Finance costs, net	2,080	2,430
<b>Cash generated from operations before changes in operating assets and liabilities</b>	<b>5,114</b>	<b>4,466</b>
Changes in operating assets and liabilities:		
- Inventories	(4,265)	1,291
- Trade accounts receivable and other receivables	(10,477)	(3,842)
- Trade accounts payable and other payables	7,086	574
<b>Cash generated from / (used in) operations</b>	<b>(2,542)</b>	<b>2,489</b>
- Interest paid, net	(534)	(627)
- Income tax paid	(1,240)	(688)
<b>Net cash flow from / (used in) operating activities</b>	<b>(4,316)</b>	<b>1,174</b>
Purchase of property, plant and equipment (*)	(4,418)	(2,777)
<b>Net cash generated from / (used in) investing activities</b>	<b>(4,418)</b>	<b>(2,777)</b>
Proceeds from issuance of borrowings, net of issuance costs	187	417
Repayments of borrowings	(533)	(670)
Repayments of lease obligations	(340)	(250)
Proceeds from / (repayment of) short term credit facilities	4,592	(1,439)
Acquisition of treasury shares (see Note 10)	(154)	-
Dividends paid to non-controlling interests	-	(676)
<b>Net cash generated from / (used in) financing activities</b>	<b>3,752</b>	<b>(2,618)</b>
Exchange differences on cash and cash equivalents	329	(540)
<b>Net increase / (decrease) in cash and cash equivalents</b>	<b>(4,653)</b>	<b>(4,761)</b>
Cash and cash equivalents at beginning of the period	20,960	16,053
<b>Cash and cash equivalents at end of the period</b>	<b>16,310</b>	<b>11,292</b>
(*) Excluding acquisition financed through leases	None	None

**Selected notes to the unaudited condensed interim consolidated financial statements**

**1. Basis of preparation**

These unaudited condensed interim financial statements have been prepared in accordance with IAS 34, Interim Financial Reporting. All material intercompany balances have been eliminated. Because all the disclosures required by IFRS are not included, these interim statements should be read in conjunction with the audited financial statements of Foraco International S.A. and its subsidiaries (“Foraco” or the “Company”) for the year ended December 31, 2020.

Except when otherwise stated, all amounts are presented in thousands of US\$, which is the presentation currency of the Company.

**2. Selected notes on critical accounting policies and new accounting pronouncements**

**2.1. Accounting policies**

The accounting policies have been consistently applied with those of the annual financial statements for the year ended December 31, 2020 except for the following: during the year, the income tax expense is recognized based on Management’s best estimate of the average annual income tax rate expected for the full financial year on a tax jurisdiction by tax jurisdiction basis. In the last quarter of each fiscal year, Management determines the effective income tax rate for the full year based on the anticipated actual tax returns to be filed and the effective contribution of each tax jurisdiction to the consolidated financial statements.

**2.2. Seasonal fluctuations**

The worldwide presence of the Company reduces its overall exposure to seasonality and its influence on business activity, the first quarter being the weakest. In West Africa, most of the Company’s operations are suspended between July and October due to the rainy season. In Canada, seasonal slow periods occur during the winter freeze and spring thaw or break-up periods. Depending on the latitude, this can occur anytime from October until late December (freezing) and from mid-April through to mid-June (break-up). Operations at mining sites continue throughout the year. Russia is also affected by the winter period during which certain operations are slowed down. In Asia Pacific and in South America, a seasonal slowdown in activity occurs around year-end during the vacation period. Certain contracts are also affected in Chile in July and August when the winter season peaks.



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### **2.3. Going concern**

Key profitability indicators continue to improve period over period despite the ongoing disruptions due to the Covid-19 pandemic. The market for commodities is supported by the global economic recovery and the increased demand for energy transition and water management.

As at March 31, 2021, the Company met its financial covenants. The Company believes that it will have adequate financial resources to continue in operation for a period of at least twelve months.

Given the continuing improvement of the Company's financial situation and the sustained demand for commodities, management is progressing with the Company's existing and new lenders to refinance the outstanding bonds due in May 2022, in order to deleverage the balance sheet and improve and extend the terms of the debt.

### **2.4. Impairment testing**

As at December 31, 2020, the Company performed impairment tests at the level of each geographic region using the carrying value of the Company's long lived assets based on expected discounted cash flows method. Based on the internal forecasts and projections made, the expected discounted future cash flows exceeded each of the long-lived asset's carrying amount for each geographic region and accordingly no impairment was recognized as at December 31, 2020.

Based on the current activity trend, the Company considers that there is no triggering event which would justify an impairment testing as at March 31, 2021.

### **2.5. Deferred tax valuation allowance**

The Company's policy is to recognize deferred tax assets only when they can be recovered within a reasonable timeframe. As a general rule, the Company recognizes deferred tax assets only when they can be used against taxable profit generally within five years or when available tax opportunities exist. On this basis, the Company has adopted a partial recognition based approach and has recorded certain valuation allowances.

### **2.6. New accounting pronouncements**

The consolidated interim financial statements have been prepared using the same accounting policies and methods of evaluation as in the December 31, 2020 annual financial statements.

#### ***Standards, amendments and interpretations to existing standards that were applicable to the Company during the period***

- IBOR reform Phase 2 amendments - applicable on January 1, 202 – "Interest Rate Benchmark Reform"
- IFRS 16 amendment - applicable on April 1, 2021 – "Rent Concession".

The application of these amendments has not had any material impact on the consolidated financial statements of the Company.

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*Standards, amendments and interpretations to existing standards that are applicable on or after January 1, 2022*

- IAS 1 amendments on classification - applicable on January 1, 2023 – “Classification of liabilities as current or non-current”,
- Amendments to IFRS 17 - applicable on January 1, 2023 – “Insurance contract”,
- Amendments on disclosure of accounting policies - applicable on January 1, 2023 - Disclosure of accounting policies”,
- IAS 8 amendments on accounting estimates - applicable on January 1, 2023 – “Definition of accounting estimates”,
- IFRS 17 - Applicable on January 1, 2023 – “Insurance contract”,
- IAS 16 amendments regarding proceeds before intended use - applicable on January 1, 2022 – “Plant and equipment - proceeds before intended use”.
- 2018-2020 annual improvements cycle - applicable on January 1, 2022,
- IAS 37 amendments regarding onerous contracts - applicable on January 1, 2022 – “Cost of fulfilling a contract”.
- IFRS 3 amendments updating a reference to the Conceptual Framework -applicable on January 1, 2022 – “Business combination”.

The impact on the consolidated financial statements of the Company of these standards, amendments and improvements are currently being evaluated.

### 3. Financial risk management

The Company is exposed to a variety of financial risks through its activity, including: liquidity risk, currency risk, cash transfer restriction, interest rate / re-investment risk, financial counter-party risk and credit risk.

A significant portion of the cash flows of the Company are denominated in Canadian Dollars, Euros, Australian Dollars, Brazilian Real, Chilean Pesos, Russian Rubbles and US Dollars. The financial performance and position as reported in US\$ are dependent on the fluctuations of the US\$ against the other mentioned currencies of the Group.

### 4. Segment information

The business segment information for the three-month periods ended March 31, 2021 and March 31, 2020 is as follows:

Three-month period ended	Mining		Water		Group	
	March 31,		March 31,		March 31,	
	2021	2020	2021	2020	2021	2020
Revenue	45,102	40,380	9,449	9,291	54,551	49,671
Gross profit / (loss)	4,752	3,519	1,289	1,744	6,041	5,263
Operating profit / (loss)	421	(659)	382	783	803	124
Finance costs	n/a	n/a	n/a	n/a	(2,080)	(2,430)
<b>Profit / (Loss) before income tax</b>	n/a	n/a	n/a	n/a	<b>(1,277)</b>	<b>(2,306)</b>
Income tax profit / (expense)	n/a	n/a	n/a	n/a	312	241
<b>Profit / (Loss) for the period</b>	n/a	n/a	n/a	n/a	<b>(965)</b>	<b>(2,064)</b>

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The following is a summary of sales to external customers by geographic area for the three-month periods ended March 31, 2021 and March 31, 2020:

<b>Three-month period ended</b>	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Europe, Middle East and Africa	18,828	15,106
North America	18,635	18,275
South America	9,580	9,085
Asia Pacific	7,508	7,204
<b>Net sales</b>	<b>54,551</b>	<b>49,671</b>

**5. Property, plant and equipment**

Property, plant and equipment (PP&E) consists of the following:

	<b>Land &amp; Buildings</b>	<b>Drilling equipment &amp; tools</b>	<b>Automotive equipment</b>	<b>Office furniture &amp; other equipment</b>	<b>Rights of use</b>	<b>Total</b>
<b>Year ended December 31, 2020</b>						
Opening net book amount	1,640	27,162	1,814	405	4,176	35,197
Additions	193	11,343	1,915	153	1,955	15,559
Exchange differences	88	1,547	96	(41)	467	2,157
Disposals or retirements	-	(303)	(38)	-	-	(341)
Depreciation expense	(118)	(14,323)	(685)	(169)	(1,187)	(16,482)
<b>Closing net book value</b>	<b>1,803</b>	<b>25,426</b>	<b>3,102</b>	<b>348</b>	<b>5,411</b>	<b>36,090</b>
<b>Period ended March 31, 2021</b>						
Opening net book amount	1,803	25,426	3,102	348	5,411	36,090
Additions	85	4,306	366	60	1,269	6,086
Exchange differences	(38)	(151)	(31)	(13)	7	(226)
Disposals or retirements	-	(37)	-	-	-	(37)
Depreciation expense	(25)	(3,554)	(225)	(34)	(417)	(4,255)
<b>Closing net book value</b>	<b>1,825</b>	<b>25,990</b>	<b>3,212</b>	<b>361</b>	<b>6,270</b>	<b>37,658</b>

The PP&E depreciation expense and the intangible asset amortization expense have been charged to the income statement as follows:

<b>Period ended</b>	<b>March 31, 2021</b>	<b>December 31, 2020</b>
Cost of sales	3,958	15,650
Selling, general and administrative expenses	303	1,023
<b>Total depreciation and amortization</b>	<b>4,261</b>	<b>16,673</b>

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### 6. Goodwill

Goodwill can be analyzed as follows:

	March 31, 2021	March 31, 2020
<b>Goodwill at beginning of period</b>	<b>69,482</b>	<b>75,936</b>
Exchange differences	(3,302)	(6,454)
<b>Goodwill at end of the period</b>	<b>66,179</b>	<b>69,482</b>

Goodwill is denominated in the functional currency of its primary economic environment and is allocated to the following geographic regions: South America (US\$ 43.8 million), North America (US\$ 9.0 million), Asia Pacific (US\$ 7.8 million) and Europe, Middle East and Africa (US\$ 5.6 million).

The significant variations in currency exchange rates during the period resulted in the recognition of unfavorable exchange rates differences mainly in South America (US\$ 3.2 million for the period).

### 7. Inventories

Inventories break down as follows:

	March 31, 2021	December 31, 2020
Spare parts and consumables, gross	35,036	31,387
Less inventory allowance	-	-
<b>Inventories, net</b>	<b>35,036</b>	<b>31,387</b>

The Company continually assesses spare parts and consumables and writes off obsolete inventories as soon as they are identified.

### 8. Financial debt and lease obligations

As at March 31, 2021, the maturity of financial debt can be analyzed as presented in the table below:

	March 31, 2021
Credit lines	5,870
Long-term debt	
Within one year	1,674
Between 1 and 2 years	148,179
Between 2 and 3 years	611
Between 3 and 4 years	107
Between 4 and 5 years	-
<b>Total</b>	<b>156,441</b>

The borrowing above is mainly denominated in Euros.

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As part of the implementation of IFRS 16, the Company recognized lease obligations amounting to US\$ 6,349 thousand as at March 31, 2021.

## 9. Provisions

Provisions comprise the following elements:

	Pension and retirement indemnities	Provision for tax uncertainty	Claims	Total
<b>As at January 1, 2021</b>	<b>518</b>	-	<b>148</b>	<b>666</b>
Charged to consolidated income statement				
- Addition to provisions	63	-	-	63
- Used amounts reversed	-	-	-	-
- Unused amounts reversed	-	-	-	-
- Exchange differences	1	-	(14)	(13)
<b>As at March 31, 2021</b>	<b>582</b>	-	<b>134</b>	<b>716</b>

A certain number of claims have been filed by former employees of the Brazilian subsidiary. These claims may result in a cash outflow for the Company. Given the uncertainty surrounding such claims, an amount payable of US\$ 134 thousand has been provided for as at March 31, 2021.

The Company operates in various countries and may be subject to tax audits and other employee related risks. The Company is currently facing such risks in certain countries but there is no existing or contingent liability at the balance sheet date. The Company regularly reassesses its exposure and accounts for provisions accordingly.

## 10. Share capital and change in equity

### Number of shares outstanding

As at March 31, 2021, the total common shares of the Company are distributed as follows:

	Number of shares
Common shares held directly or indirectly by principal shareholders	37,594,498
Common shares held directly or indirectly by individuals in their capacity as members of the Board of Directors	1,164,754
Common shares held by the Company	651,829
Common shares held by the public	50,540,717
<b>Total shares issued and outstanding</b>	<b>89,951,798</b>
Common shares held by the Company	(651,829)
<b>Total common shares issued and outstanding</b>	<b>89,299,969</b>

### Treasury shares

The Company filed a notice on June 17, 2020, in respect of an additional NCIB with the TSX. The Company was entitled to purchase up to 1,000,000 additional common shares. As

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at March 31, 2021, the Company purchased 610,060 of its own shares at an average purchase price of Can\$ 0.53.

As at March 31, 2021, the Company owns 651,829 of its own shares (298,209 as at December 31, 2020).

The common shares held by the Company can be used for potential future free share plans, bonus schemes and for other general purposes.

## 11. Expenses by nature

Operating expenses / (income), net by nature are as follows:

	Three-month period ended	
	March 31,	
	2021	2020
Depreciation and amortization	(4,261)	(4,296)
Accruals increases / (reversals)	(63)	(108)
Raw materials, consumables used and external charges	(26,895)	(26,649)
Employee benefit expense	(22,180)	(18,048)
Taxes other than on income	(384)	(535)
Other operating (expenses) / profit, net	34	90
<b>Total operating expenses</b>	<b>(53,749)</b>	<b>(49,546)</b>

Share-based compensation expenses recognized within Employee benefit expense for the period ended March 31, 2021 amount to US\$ 50 thousand (US\$ 45 thousand in 2020).

## 12. Income tax expense

During the three-month period ended March 31, 2021, the Company recognized an income tax profit amounting to US\$ 312 thousand. The income tax is recognized based on Management's best estimate of the average annual income tax rate expected for the full financial year on a tax jurisdiction by tax jurisdiction basis, taking into account the fact that the first quarter is seasonally lower.

## 13. Commitments and contingencies

Guarantees given are as follows:

	March 31, 2021	December 31, 2020
Bid bonds	232	243
Advance payment guarantees	5,987	5,337
Performance guarantees	2,374	2,052
Retention guarantees	216	299
Financial guarantees	162	170
<b>Total</b>	<b>8,971</b>	<b>8,101</b>

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The Company benefits from a corporate contract guarantee line confirmed until May 2022 of €12.7 million (US\$ 14.9 million) of which €4.3 million (US\$ 4.7 million) was used as at March 31, 2021.

As part of the debt reorganization in 2017, the Company granted in favor of its lenders a pledge (i) on 100% of the shares held by Foraco International in certain of its subsidiaries in France, Chile, Canada, Brazil and Australia, (ii) on certain intercompany receivables, (iii) over certain bank accounts, (iv) over materials and equipment for the subsidiaries in Australia, Chile and Brazil and (v) over inventories of subsidiaries in Australia and Chile.

#### **14. Related-party transactions**

The Company accounted for certain related party transactions including lease of facility and equipment amounting to US\$ 281 thousand for the period ended March 31, 2021 (US\$ 207 thousand for the period ended March 31, 2020).

Compensation to key management for the period ended March 31, 2021 amounted to US\$ 453 thousand (US\$ 410 thousand for the period ended March 31, 2020).

#### **15. Earnings per share calculation**

For the three-month period ended March 31, 2021, the weighted basic average number of shares was 89,409,838 (89,871,257 in 2020) and the weighted diluted average number of shares was 91,833,814 (92,187,926 in 2020).

#### *Diluted earnings per share*

The dilutive earning per share calculation includes the impact of the Company's free share plan as if the related new shares were issued. Dilutive instruments cannot have an anti-dilutive effect in case of a net loss attributable to the equity holders of the Company. Therefore, the basic and diluted earnings per share are the same for loss making periods.

#### **16. Post balance sheet events**

There are no significant post balance sheet events.