



**BAYLIN TECHNOLOGIES INC.**

**INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**AS AT MARCH 31, 2020**

**(Canadian dollars in thousands)**

**UNAUDITED**

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Date of approval of consolidated financial statements: June 16, 2020

*"Harold Wolkin"*

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**Harold Wolkin**

**Chairman of the Audit Committee**

*"Don Simmonds"*

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**Don Simmonds**

**Audit Committee Member**

*"David Saska"*

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**David Saska**

**Audit Committee Member**

# Baylin Technologies Inc.

## Interim Condensed Consolidated Statements of Financial Position (unaudited)

Canadian dollars in thousands

	<b>March 31, 2020</b>	<b>December 31, 2019</b>	
<b>ASSETS</b>		Note 6	
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	\$ 13,568	\$ 13,974	
Trade and other receivables	21,311	19,443	
Other current assets	9,000	9,788	
Inventories	21,084	21,088	
	<u>64,963</u>	<u>64,293</u>	
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	25,821	19,359	
Right of use assets	14,557	14,509	
Other long-term assets	253	3,126	
Deferred tax assets	8,473	7,285	
Equity method investment	270	78	
Intangibles	18,751	19,999	
Goodwill	18,908	18,908	
	<u>87,033</u>	<u>83,264</u>	
<b>TOTAL ASSETS</b>	<u>\$ 151,996</u>	<u>\$ 147,557</u>	
<b>LIABILITIES AND EQUITY</b>			
<b>CURRENT LIABILITIES</b>			
Credit from banks	Note 6	\$ 12,061	\$ 10,874
Accounts payable and accrued liabilities		24,717	20,342
Short-term portion of term loan	Note 7	25,076	3,896
Short-term portion of lease liability		1,279	1,437
Income tax payable		599	299
		<u>63,732</u>	<u>36,848</u>
<b>NON-CURRENT LIABILITIES</b>			
Long-term portion of lease liability		12,728	12,412
Term Loan	Note 7	-	19,979
Convertible debentures	Note 8	10,352	14,231
Employee benefit liabilities, net	Note 9	2,027	1,925
Deferred tax liabilities		2,616	2,732
Other long-term liabilities		1,045	549
		<u>28,768</u>	<u>51,828</u>
<b>TOTAL LIABILITIES</b>		<u>92,500</u>	<u>88,676</u>
<b>SHAREHOLDERS' EQUITY</b>			
Share capital		137,431	137,195
Share-based payment reserve	Note 10	2,820	2,715
Accumulated other comprehensive income		13,290	10,555
Accumulated deficit		(94,045)	(91,584)
<b>TOTAL EQUITY</b>		<u>59,496</u>	<u>58,881</u>
<b>TOTAL LIABILITIES AND EQUITY</b>		<u>\$ 151,996</u>	<u>\$ 147,557</u>

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

# Baylin Technologies Inc.

## Interim Condensed Consolidated Statements of Loss and Comprehensive Loss (unaudited)

Canadian dollars in thousands except per share and weighted average share figures

		For the three months ended	
		March 31,	
		2020	2019
<b>Revenues</b>	Note 14	\$ 26,942	\$ 39,033
<b>Cost of sales</b>		18,343	24,702
<b>Gross profit</b>		8,599	14,331
<b>Operating expenses</b>			
Selling and marketing expenses		2,686	3,383
Research and development expenses		3,428	3,824
General and administrative expenses		5,676	6,827
Acquisition expenses		24	180
		11,814	14,214
<b>Operating income (loss)</b>		(3,215)	117
Finance expense (income), net	Note 15	3,639	5,561
Investment income, net	Note 11	(192)	(12)
Fair value adjustments		(3,392)	-
<b>Loss before income taxes</b>		(3,270)	(5,432)
Income tax expense (recovery)		(809)	469
<b>Net loss</b>		\$ (2,461)	\$ (5,901)
Items that may be reclassified to profit or loss			
Amount arising from translation of foreign operations, net of tax		2,735	123
Items that will not be reclassified to profit or loss			
Actuarial gains, net of tax		-	41
<b>Other comprehensive income (net of tax effect)</b>		\$ 2,735	\$ 164
<b>Total comprehensive income (loss)</b>		\$ 274	\$ (5,737)
<b>Basic and diluted net loss per share</b>		\$ (0.06)	\$ (0.19)
<b>Weighted average shares outstanding</b>		40,247,047	40,053,429

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

# Baylin Technologies Inc.

## Interim Condensed Consolidated Statements of Changes in Equity (unaudited)

Canadian dollars in thousands except number of shares outstanding

	<u>Number of shares outstanding</u>	<u>Share capital</u>	<u>Share- based payment reserve</u>	<u>Accumulated deficit</u>	<u>Accumulated other comprehen- sive income</u>	<u>Total equity</u>
			Note 10			
Balance as of January 1, 2020	40,231,090	\$ 137,195	\$ 2,715	\$ (91,584)	\$ 10,555	\$ 58,881
Net loss	-	-	-	(2,461)	-	(2,461)
Other comprehensive loss	-	-	-	-	2,735	2,735
Share-based payment	27,817	111	175	-	-	286
Employee Share Compensation Plan and Purchase Plan	-	125	(70)	-	-	55
Balance as of March 31, 2020	<u>40,258,907</u>	<u>\$ 137,431</u>	<u>\$ 2,820</u>	<u>\$ (94,045)</u>	<u>\$ 13,290</u>	<u>\$ 59,496</u>
			Note 10			
Balance as of December 31, 2018	40,006,454	\$ 136,675	\$ 3,798	\$ (71,486)	\$ 12,840	\$ 81,827
Impact of modified retrospective adoption of new lease standard	-	-	-	(474)	-	(474)
Balance as of January 1, 2019	40,006,454	136,675	3,798	(71,960)	12,840	81,353
Net loss	-	-	-	(5,901)	-	(5,901)
Other comprehensive income	-	-	-	-	164	164
Share-based payments	-	-	278	-	-	278
Employee Share Compensation Plan and Purchase Plan	128,126	446	(191)	-	-	255
Balance as of March 31, 2019	<u>40,134,580</u>	<u>\$ 137,121</u>	<u>\$ 3,885</u>	<u>\$ (77,861)</u>	<u>\$ 13,004</u>	<u>\$ 76,149</u>

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

# Baylin Technologies Inc.

## Interim Condensed Consolidated Statements of Cash Flows (unaudited)

Canadian dollars in thousands

	For the three months ended March 31,	
	2020	2019
<b>Cash flows from operating activities</b>		
Net loss	\$ (2,461)	\$ (5,901)
Adjustments to reconcile net loss to net cash generated by (used in) operating activities		
Share-based payment	341	584
Depreciation, amortization and impairment	3,090	2,912
Finance expense, net	3,639	4,571
Gain from sale of property, plant and equipment	(198)	-
Share of net income of equity method investment	(192)	(12)
Income tax (income) expense	(809)	469
Fair value adjustment	(3,392)	-
Unrealized foreign exchange losses	2,548	407
	<u>5,027</u>	<u>8,931</u>
Changes in asset and liability items		
Increase in trade receivables	(1,012)	(5,144)
Decrease (increase) in other current assets	1,143	(1,062)
Decrease in inventories	425	13
Increase (decrease) in current liabilities and employee benefits	636	(2,306)
	<u>1,192</u>	<u>(8,499)</u>
Cash paid and received during the year for		
Interest paid, net	(626)	(692)
Taxes paid, net	(32)	(919)
	<u>(658)</u>	<u>(1,611)</u>
Net cash generated by (used in) operating activities	3,100	(7,080)
<b>Cash flows from investing activities</b>		
Purchase of property, plant and equipment	\$ (3,661)	\$ (1,765)
Proceeds from sale of property, plant and equipment	497	-
Net cash used in investing activities	<u>(3,164)</u>	<u>(1,765)</u>
<b>Cash flows from financing activities</b>		
Receipt of credit from banks and others	\$ 336	\$ 6,308
Receipt (repayment) of term loan	(1,064)	27,766
Repayment of loan	-	(33,000)
Principal elements of lease payments	(457)	(386)
Net cash generated by (used in) financing activities	<u>(1,185)</u>	<u>688</u>
Exchange differences on balances of cash and cash equivalents	<u>843</u>	<u>(282)</u>
Decrease in cash and cash equivalents	\$ (406)	\$ (8,439)
Cash and cash equivalents at the beginning of the period	<u>13,974</u>	<u>20,859</u>
<b>Cash and cash equivalents at the end of the period</b>	<u>\$ 13,568</u>	<u>\$ 12,420</u>

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

# **Baylin Technologies Inc.**

Notes to the Interim Condensed Consolidated Financial Statements (unaudited)

Canadian dollars in thousands, except per share amounts

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## **NOTE 1: NATURE OF OPERATIONS**

Baylin Technologies Inc. (“Baylin”) was incorporated pursuant to the laws of the province of Ontario on September 24, 2013. Baylin's registered office is located at 60 Columbia Way, Suite 205, Markham, Ontario, Canada.

Baylin, together with its subsidiaries (collectively the “Company” or the “Group”), is a leading, diversified, global wireless technology company. Baylin focuses on research, design, development, manufacturing and sales of passive and active radio frequency (“RF”) and terrestrial microwave products and services. The Company’s products are marketed and sold under the brand names Galtronics, Advantech Wireless, Alga Microwave and Mitec VSAT through certain subsidiaries of the Company. The Company’s shares are publicly traded on the Toronto Stock Exchange (TSX: BYL).

### **Approval of financial statements**

These interim condensed consolidated financial statements of the Company for the three months ended March 31, 2020 have been prepared by management of Baylin and were authorized for issue in accordance with a resolution of the audit committee on June 16, 2020.

## **NOTE 2: BASIS OF PREPARATION**

The interim condensed consolidated financial statements for the three months ended March 31, 2020 have been prepared in accordance with IAS 34, Interim Financial Reporting.

The interim condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the Company's annual audited consolidated financial statements for the year ended December 31, 2019 (the “Annual Financial Statements”) which have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

## **NOTE 3: SIGNIFICANT ACCOUNTING POLICIES**

As of March 31, 2020 there have been no material changes to the significant accounting policies as outlined in Note 3 of the Annual Financial Statements, except as disclosed in Note 4.

# Baylin Technologies Inc.

Notes to the Interim Condensed Consolidated Financial Statements (unaudited)

Canadian dollars in thousands, except per share amounts

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## **NOTE 4: DISCLOSURES OF NEW STANDARDS ADOPTED AND PRIOR TO ADOPTION**

### **New standards and amendments adopted**

Certain new standards and amendments that have an impact on the interim condensed consolidated financial statements of the Company became effective on January 1, 2020 are as follows:

The IASB issued Amendments to IAS 1 Presentation of Financial Statements and IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors for 'Definition of Material,' to clarify the definition of 'material' and to align the definition used in the Conceptual Framework and the standards themselves. The amendments are effective for annual reporting periods beginning on or after January 1, 2020. The Company has adopted the amendments and determined the application did not have a material impact on the Company's consolidated financial statements as its policies were in line with the guidance.

### **New standards and interpretations not yet adopted**

The following are new standards that have been issued but are not yet in effect and which are relevant to the Group:

On January 23, 2020, the IASB issued 'Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)' providing a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments are effective for annual reporting periods beginning on or after January 1, 2022. The Company is in the process of evaluating the impact of the standard on its consolidated financial statements.

## **NOTE 5: SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS**

There have been no significant changes to the Company's critical accounting judgments, estimates and assumptions made since our annual financial reporting for the year ended December 31, 2019, except as discussed in Note 4. Impacts of the COVID-19 pandemic have been considered as of March 31, 2020 when assessing accounting judgments, estimates and assumptions.

## **NOTE 6: CREDIT FROM BANKS**

The Group has revolving credit lines which are being drawn as needed. As at March 31, 2020, the aggregate revolving credit facilities of the Group were \$24,069 of which \$12,061 was drawn and utilized. As at December 31, 2019, the aggregate revolving credit facilities of the Group were approximately \$23,807 of which \$10,874 was drawn and utilized.

- a. On March 29, 2019, the Company entered into a credit agreement (the "Credit Agreement") with Royal Bank of Canada and HSBC Bank Canada (collectively, the "Lenders") pursuant to which the Lenders established a revolving credit facility (the "Revolving Facility") in favour of the Company for up to \$20,000. As at March 31, 2020, \$12,061 was outstanding under the Revolving Facility. The availability of the Revolving Facility is based on the Company's accounts receivables and inventory balances. The interest rate on the Revolving Facility is determined based on the type of advance, the applicable margin and the Company's senior debt to EBITDA ratio and is payable monthly in arrears, as set out in the Credit



# Baylin Technologies Inc.

## Notes to the Interim Condensed Consolidated Financial Statements (unaudited)

Canadian dollars in thousands, except per share amounts

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Agreement. The Revolving Facility matures on March 29, 2022. As at March 31, 2020, the interest rate on the Revolving Facility was 5.50% on United States Dollar advances, 4.20% on Canadian Dollar advances and 3.75% LIBO Rate advances. As at March 31, 2020, the standby fee on the undrawn portion of the Revolving Facility was 0.50% per annum if the Company's senior debt to EBITDA ratio was less than 1.75:1.00 and 0.55% per annum if the Company's senior debt to EBITDA ratio was equal to or greater than 1.75:1.00. Certain of Baylin's subsidiaries are guarantors of the Revolving Facility. The Revolving Facility is secured by substantially all the assets of Baylin and the guarantors. The Credit Agreement contains certain covenants that the Company must comply with, including the following financial covenants: the Company must maintain a fixed charge coverage ratio and senior debt to EBITDA ratio (as defined in the Credit Agreement) calculated at the end of each quarter. The Credit Agreement also includes other customary covenants and events of default.

As at March 31, 2020, the Company was not in compliance with its financial covenants contained in the Credit Agreement, namely the fixed charge coverage ratio and senior debt to EBITDA ratio. On June 8, 2020, the Company and the Lenders agreed to make certain amendments to the Credit Agreement including amendments to the fixed charge coverage ratio and senior debt to EBITDA ratio calculated at the end of each quarter, adding a minimum Adjusted EBITDA covenant for the trailing twelve months ending June 30, 2020, adding a minimum liquidity covenant until December 31, 2020, a reduction of \$2,000 to the Revolving Facility, an increase of 0.5% in the rate of interest that would otherwise apply at any time the senior debt to EBITDA ratio is more than 2.75:1.00 and an increase of 0.1% in the standby fee that would otherwise apply at any time the senior debt to EBITDA ratio is more than 2.75:1.00. The Lenders have waived compliance with the financial covenants as at March 31, 2020.

- b. The Company's Chinese subsidiary has a \$3,604 Yuan equivalent (December 31, 2019 - \$3,357) short-term credit facility with the Shanghai Pudong Development Bank ("SPD") secured by the Company's Chinese subsidiary's building. As at March 31, 2020 and December 31, 2019, there was no outstanding balance under this facility.
- c. The Company's Korean subsidiary has a \$466 (December 31, 2019 - \$450) short-term credit facility with the Shinhan Bank in South Korean Won currency equivalent. The credit facility is secured by an irrevocable letter of credit issued by Baylin to the lender in Korea. As at March 31, 2020 and December 31, 2019, there was no balance outstanding under this facility.

### **NOTE 7: LOAN AND TERM LOAN**

On January 17, 2018, the Company entered into a term loan ("Loan") with Crown Capital Fund IV, LP with a principal amount of \$33,000, an annual interest rate of 9% and a maturity date of January 17, 2023. Debt issuance costs of \$3,427, including the common share purchase warrants issued in connection with the Loan, were incurred and were capitalized against the Loan. During the period from January 1, 2019 to March 29, 2019, \$142 of amortization of debt issuance costs was recognized in finance expense.

On March 29, 2019, the Company prepaid the Loan thus extinguishing the debt, using funds advanced under the Term Loan (as defined below) and the Revolving Facility. The Company paid Crown Capital Fund IV, LP a prepayment fee of \$990 and expensed the unamortized debt issuance costs in the amount of \$2,777 which were included in finance expense.

# Baylin Technologies Inc.

## Notes to the Interim Condensed Consolidated Financial Statements (unaudited)

Canadian dollars in thousands, except per share amounts

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On March 29, 2019, in connection with the Revolving Facility and pursuant to the Credit Agreement, the Lenders also established a term credit facility (“Term Loan”) in favour of the Company for up to \$29,793. The principal amount under the Term Loan was advanced in United States Dollars at closing and was used to repay the Loan. Quarterly principal payments in the amount of \$1,064 commenced on June 30, 2019. The Term Loan matures on March 29, 2022. The interest rate on the Term Loan was determined based on the LIBO Rate (as defined in the Credit Agreement) plus the applicable margin and the Company’s senior debt to EBITDA ratio (as detailed in the Credit Agreement) and was payable quarterly in arrears. As at March 31, 2020, the interest rate on the Term Loan was 4.25%.

Commencing July 26, 2019, the Company entered into an interest rate swap arrangement where the LIBO Rate portion of the interest rate on the Term Loan was fixed at 2% until maturity on March 29, 2022. As at March 31, 2020, the interest rate swap contract was valued as a liability within other long-term liabilities on the balance sheet of \$678. The fair value of the interest rate swap contract was valued using a future LIBOR curve.

Certain of Baylin’s subsidiaries are guarantors of the Term Loan. The Credit Agreement contains certain covenants that the Company must comply with including the following financial covenants: the Company must maintain a fixed charge coverage ratio and senior debt to EBITDA ratio (as defined in the Credit Agreement) calculated at the end of each quarter. The Credit Agreement also includes other customary covenants and events of default.

As at March 31, 2020, the Company was not in compliance with its financial covenants contained in the Credit Agreement, namely the fixed charge coverage ratio and senior debt to EBITDA ratio. On June 8, 2020, the Company and the Lenders agreed to make certain amendments to the Credit Agreement including amendments to the fixed charge coverage ratio and senior debt to EBITDA ratio calculated at the end of each quarter, adding a minimum Adjusted EBITDA covenant for the trailing twelve months ending June 30, 2020, adding a minimum liquidity covenant until December 31, 2020 and an increase of 0.5% in the rate of interest that would otherwise apply at any time the senior debt to EBITDA ratio is more than 2.75:1.00. The Lenders have waived compliance with the financial covenants as at March 31, 2020. The Lenders also agreed that the scheduled principal repayments on the Term Loan on June 30, 2020 and September 30, 2020 may be deferred at the Company’s option.

### **NOTE 8: CONVERTIBLE DEBENTURES**

On July 10, 2018, the Company completed a bought deal public offering of 7,419,355 subscription receipts (“Subscription Receipts”) at \$3.10 per Subscription Receipt and \$17,250 principal amount of 6.5% extendible convertible unsecured debentures (“Debentures”) for aggregate gross proceeds of \$40,250 (the “2018 Offering”). The Debentures bear interest at a rate of 6.5% per annum, payable in arrears semi-annually on June 30 and December 31 of each year and mature on July 10, 2023 (the “Maturity Date”). On July 11, 2018, upon satisfaction of certain escrow release conditions, each Subscription Receipt was converted into one common share.

The Debentures are convertible at the holder’s option into common shares at any time prior to the close of business on the earlier of: (i) last business day before the Maturity Date; or (ii) if called for redemption, the business day immediately preceding the date specified by the Company for redemption, at a conversion price of \$3.85 per common share (the “Conversion Price”), being a ratio of approximately 260 common shares per \$1 principal amount of Debentures, subject to adjustment in certain events in accordance with a convertible debenture indenture dated July 10, 2018 (the “Indenture”).

The Debentures will not be redeemable by the Company prior to July 10, 2021 (except in certain limited circumstances following a Change of Control (as defined in the Indenture). On or after July 10, 2021, and prior to

# Baylin Technologies Inc.

## Notes to the Interim Condensed Consolidated Financial Statements (unaudited)

Canadian dollars in thousands, except per share amounts

the Maturity Date, the Company may, at its option, subject to providing not more than 60 days' and not less than 30 days' prior notice, redeem the Debentures, in whole or, from time to time, in part, at par plus accrued and unpaid interest provided that the volume-weighted average trading price of the common shares on the Toronto Stock Exchange (the "TSX") for the 20 consecutive trading days ending five trading days preceding the date on which notice of redemption is given (the "Current Market Price") is not less than 125% of the Conversion Price. The Company may, at its option, subject to regulatory approval, elect to satisfy its obligation to pay the principal amount of Debentures on redemption or at maturity, provided no Event of Default (as defined in the Indenture) has occurred and is continuing at such time, upon not more than 60 days' and not less than 30 days' prior written notice, by delivering that number of freely tradeable common shares obtained by dividing the principal amount of the Debentures being repaid by 95% of the Current Market Price on the date of redemption or maturity, as applicable.

Upon a Change of Control of the Company, the Company may be required to repurchase the Debentures, at the option of the holder, in whole or in part, at a price equal to 101% of the principal amount of the Debentures outstanding, plus accrued interest.

The Company paid the underwriters a cash commission equal to 6.0% of the aggregate principal amount of the Debentures issued, except Debentures issued to certain directors and officers of the Company for which a reduced commission of 3.0% was paid. No conversion of the Debentures has been exercised to date.

	<b>Debentures Principal</b>	<b>Debentures Fair Value</b>
Balance as of January 1, 2020	\$ 17,250	\$ 14,231
Fair value adjustment		(3,879)
Balance as of March 31, 2020	<u>\$ 17,250</u>	<u>\$ 10,352</u>
	<u><b>Debentures Principal</b></u>	<u><b>Debentures Fair Value</b></u>
Balance as of January 1, 2019	\$ 17,250	\$ 18,975
Fair value adjustment		-
Balance as of March 31, 2019	<u>\$ 17,250</u>	<u>\$ 18,975</u>

### NOTE 9: EMPLOYEE BENEFIT LIABILITIES

The Group accounts for that part of the payment of compensation that is not covered by contributions in defined contribution plans as a defined benefit plan for which an employee benefit liability is recognized and for which the Group deposits amounts in qualifying insurance policies.

The liability for employee benefits shown in the statement of financial position reflects the present value of the defined benefit obligation less the fair value of the plan assets. The present value of the benefits is determined at year end, based on actuarial valuations.

# Baylin Technologies Inc.

Notes to the Interim Condensed Consolidated Financial Statements (unaudited)

Canadian dollars in thousands, except per share amounts

## NOTE 10: SHARE CAPITAL AND SHARE-BASED PAYMENTS

- a. Pursuant to the Company's Deferred Share Unit Plan for directors of the Company (the "DSU Plan"), the Company grants deferred share units ("DSUs") to directors as part of its long-term incentive compensation plan. Unless otherwise approved by the board of directors, each director may elect to receive between 50% and 100% of their annual retainers in DSUs. If no election is made, a deemed election of 50% applies. The number of DSUs issued is determined each month while the applicable director is serving as a board member. DSUs granted may be settled subsequent to a director ceasing to be a director of the Company and its subsidiaries: (i) in common shares purchased by the Company on the open market for delivery to the director; (ii) in common shares issued from treasury; (iii) in cash; or (iv) any combination of the foregoing. The maximum number of common shares reserved for issuance upon redemption of DSUs under the DSU Plan is equal to 500,000.

The following table lists the number of DSUs issued:

	<u>Number of DSUs</u>	<u>Weighted average price in CAD</u>
DSUs outstanding at January 1, 2019	325,418	\$ 2.43
DSUs granted during 2019	11,525	\$ 4.12
DSUs outstanding at March 31, 2019	<u>336,943</u>	<u>\$ 2.49</u>
DSUs outstanding at January 1, 2020	395,449	\$ 2.51
DSUs granted during 2020	48,785	\$ 1.66
DSUs redeemed during 2020	<u>(52,759)</u>	<u>\$ 2.10</u>
DSUs outstanding at March 31, 2020	<u>391,475</u>	<u>\$ 2.46</u>

The Company recognized an expense of \$81 in the three months ended March 31, 2020 and \$47 in the three months ended March 31, 2019 within general and administrative expenses with regards to the DSU Plan.

- b. The Company's stock option plan (the "Stock Option Plan") was adopted so the board of directors can grant stock options to directors, officers, employees and consultants of the Company (or its affiliates) as performance incentives. There are limitations on the number of common shares issuable under the Stock Option Plan (and all other security-based compensation arrangements), as well as limitations on the number of common shares issuable to insiders (or their affiliates). At the time of granting a stock option, the board of directors must approve: (i) the exercise price, being not less than the market value of the common shares; (ii) the vesting provisions, generally being over three to five years with an equal number of common shares vesting on each anniversary of the grant date; and, (iii) the expiry date, generally being no more than seven years after the grant date. The intrinsic value of surrendered stock options can be settled in (i) cash; (ii) common shares; or (iii) as combination of cash or common shares at the discretion of the Company.

# Baylin Technologies Inc.

## Notes to the Interim Condensed Consolidated Financial Statements (unaudited)

Canadian dollars in thousands, except per share amounts

The below table summarizes grants made under the Stock Option Plan:

Stock option grant date	Options as at March 31, 2020				
	Stock options granted	Vested	Expired	Surrendered	Net Outstanding
Mar. 30, 2017	685,000	540,000	145,000	290,000	250,000
Aug. 8, 2017	500,000	333,333	-	-	500,000
Mar. 10, 2018	30,000	10,000	-	-	30,000
May 17, 2018	275,000	81,666	43,334	21,666	210,000
May 22, 2018	25,000	5,000	25,000	-	-
Jul. 11, 2018	197,500	39,500	-	-	197,500
Nov. 9, 2018	250,000	83,333	-	-	250,000
Mar. 25, 2019	325,000	35,000	150,000	-	175,000
May 21, 2019	270,000	-	-	-	270,000
Aug. 16, 2019	60,000	-	-	-	60,000
	<u>2,617,500</u>	<u>1,127,832</u>	<u>363,334</u>	<u>311,666</u>	<u>1,942,500</u>

Stock option grant date	Options as at December 31, 2019				
	Stock options granted	Vested	Expired	Surrendered	Net Outstanding
Mar. 30, 2017	685,000	456,666	145,000	290,000	250,000
Aug. 8, 2017	500,000	333,333	-	-	500,000
Mar. 10, 2018	30,000	10,000	-	-	30,000
May 17, 2018	275,000	81,666	43,334	21,666	210,000
May 22, 2018	25,000	5,000	-	-	25,000
Jul. 11, 2018	197,500	39,500	-	-	197,500
Nov. 9, 2018	250,000	83,333	-	-	250,000
Mar. 25, 2019	325,000	-	150,000	-	175,000
May 21, 2019	270,000	-	-	-	270,000
Aug. 16, 2019	60,000	-	-	-	60,000
	<u>2,617,500</u>	<u>1,009,498</u>	<u>338,334</u>	<u>311,666</u>	<u>1,967,500</u>

The fair value of the stock options was estimated at the grant date using the Black Scholes option pricing model, taking into account the terms and conditions upon which the stock options were granted.

Stock option grant date	Option expiry date	Stock options granted	Exercise price	Expected volatility of the stock prices (%)	Risk-free interest rate (%)	Expected life of stock options (years)	Option fair value at the grant date (CAD)
Mar. 30, 2017	Mar. 30, 2022	685,000	\$ 1.98	50.48	1.10	5.0	\$ 0.89
Aug. 8, 2017	Aug. 8, 2022	500,000	\$ 2.00	48.69	1.55	5.0	\$ 0.89
Mar. 10, 2018	Mar. 10, 2023	30,000	\$ 3.51	50.68	1.98	5.0	\$ 1.42
May 17, 2018	May 17, 2023	275,000	\$ 3.34	50.20	2.04	5.0	\$ 1.89
May 22, 2018	May 22, 2023	25,000	\$ 3.34	50.29	2.30	5.0	\$ 1.45
Jul. 11, 2018	Jul. 11, 2023	197,500	\$ 3.50	48.87	2.07	5.0	\$ 1.36
Nov. 9, 2018	Nov. 9, 2023	250,000	\$ 3.84	48.29	2.48	5.0	\$ 1.78
Mar. 25, 2019	Mar. 25, 2024	325,000	\$ 3.89	48.42	1.44	5.0	\$ 1.76
May 21, 2019	May 21, 2024	270,000	\$ 3.57	47.88	1.65	5.0	\$ 1.67
Aug. 16, 2019	Aug. 16, 2024	60,000	\$ 3.18	46.32	1.19	5.0	\$ 1.48
		<u>2,617,500</u>					

The Company recognized expenses during the three months ended March 31, 2020 due to the stock options under the Stock Option Plan in the amount of \$205 as general and administrative expenses and \$230 during the three months ended March 31, 2019.

# Baylin Technologies Inc.

## Notes to the Interim Condensed Consolidated Financial Statements (unaudited)

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In June 2019, 138,750 stock options were exercised at an exercise price of \$1.51 for proceeds of \$210 recognized in share capital and 786,250 stock options were surrendered and paid in cash by the Company for the intrinsic value of \$1,926 recognized in share based payment reserve.

In August 2019, 290,000 stock options were surrendered at an exercise price of \$1.98. The intrinsic value of the stock options was issued in 56,319 common shares of the company valued at \$179.

In August 2019, another 21,666 stock options were surrendered but did not have an intrinsic value at the time of surrender.

As of March 31, 2020, 358,334 stock options have expired and 338,334 stock options have expired as of December 31, 2019.

- c. The Company provides for the issuance of common shares to certain employees of the Company (“Participants”) under the terms of the Employee Purchase Plan (“EPP”). The Company grants each Participant a number of shares equal to each participant’s annual share purchase commitment. The Company did not recognize an expense for the three months ended March 31, 2020 and for the three months ended March 31, 2019 with regards to the EPP.
- d. The Company also provides for the issuance of common shares to employees of the Company under the terms of the Employee Share Compensation Plan (“ESCP”).

In February 2018, the Company granted certain employees and executives 49,738 restricted common shares. 50% of the common shares vest 12 months subsequent to the date of grant and 50% vest 24 months subsequent to the date of the grant. The Company recognized \$8 and \$28 in general and administrative expenses for the three months ended March 31, 2020 and March 31, 2019, respectively.

In February 2019, the Company issued an additional 64,863 shares and recognized \$270 in general and administrative expenses for the three months ended March 31, 2019 under the ESCP.

In March 2019, the Company issued 64,263 restricted common shares of which 50% vest 12 months subsequent to the date of grant and 50% vest 24 months subsequent to the date of grant. The Company recognized \$47 in general and administrative expenses for the three months ended March 31, 2020 in terms of the ESCP. The Company did not recognize an expense for the three months ended March 31, 2019 in terms of the ESCP.

- e. On September 26, 2019, Baylin received approval from the Toronto Stock Exchange (“TSX”) for a normal course issuer bid (“NCIB”). Under the NCIB, Baylin may purchase for cancellation up to 2,016,532 of its common shares, representing 5% of its then-outstanding common shares. Baylin may purchase up to 7,780 common shares each trading day, subject to the TSX’s rules permitting block purchases. Purchases may be made through the facilities of the TSX and alternative trading systems in Canada at prevailing market prices or other prices as permitted. The NCIB commenced on September 30, 2019 and will continue until the earlier of the date Baylin has completed its purchases and September 29, 2020, when the bid expires. As at March 31, 2020, Baylin had purchased 99,559 shares for \$240 under the NCIB.

# Baylin Technologies Inc.

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### NOTE 11: EQUITY METHOD INVESTMENT

Baylin's equity-method investments consist of a 19% interest in Galtronics Canada Ltd. ("GTC"), a Canadian technology company that provides innovative antenna designs and RF test services for wireless communication products and a 19% interest in Advantech Wireless Research Inc. ("AWR"), a Canadian technology company that designs terrestrial and satellite communications solutions for wireless broadband communication companies. For the three months ended March 31, 2020, transactions between the Company and GTC totaled \$908 and between the Company and AWR totaled \$1,471 consisting primarily of R&D expenses related to the services agreements the Company has with GTC and AWR. For the three months ended March 31, 2019, transactions between the Company and GTC totaled \$970 and between the Company and AWR totaled \$602. As at March 31, 2020, the Company was owed \$2,419 from GTC and \$205 from AWR. As at December 31, 2019, the Company was owed \$5,977 from GTC and owed AWR \$83.

Summary financial information for the Corporation's equity-method investments as follows:

	As of March 31, 2020			As of December 31, 2019		
	Galtronics Canada Ltd.	Advantech Wireless Research Inc.	Total	Galtronics Canada Ltd.	Advantech Wireless Research Inc.	Total
Cash	\$ 162	\$ 59	\$ 221	\$ 334	\$ 102	\$ 436
Other current assets	25	1,155	1,180	28	848	876
Accounts receivables	1,727	1,111	2,838	1,142	1,201	2,343
Property, plant and equipment	1,162	484	1,646	1,134	491	1,625
Accounts payables and accrued liabilities	(2,070)	(2,396)	(4,466)	(2,570)	(2,300)	(4,870)
Net assets	\$ 1,006	\$ 414	\$ 1,420	\$ 68	\$ 342	\$ 410
Share of equity method investment net assets	\$ 191	\$ 79	\$ 270	\$ 13	\$ 65	\$ 78

	For the three months ended March 31, 2020			For the three months ended March 31, 2019		
	Galtronics Canada Ltd.	Advantech Wireless Research Inc.	Total	Galtronics Canada Ltd.	Advantech Wireless Research Inc.	Total
Revenue	\$ 1,851	\$ 1,471	\$ 3,322	\$ 975	\$ 677	\$ 1,652
Expenses	916	1,400	2,316	1,459	613	2,072
Net income (loss)	\$ 935	\$ 72	\$ 1,007	\$ (484)	\$ 64	\$ (420)
Share of equity method investment net income (loss)	178	14	192	(92)	12	(80)
Unrecognized share of equity method investment net loss	-	-	-	92	-	92
	\$ 178	\$ 14	\$ 192	\$ -	\$ 12	\$ 12

# **Baylin Technologies Inc.**

Notes to the Interim Condensed Consolidated Financial Statements (unaudited)

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## **NOTE 12: RELATED PARTY TRANSACTIONS**

### **Share-based payment for executive officers**

These amounts represent the costs of the key executives and employees' grants under the Company's employee share compensation plans and are recognized within general and administrative expenses.

### **Share-based payment for directors**

These amounts represent the costs of directors' grants under the Company's DSU Plan and are recognized within general and administrative expenses.

### **Employee Purchase Plan**

These amounts represent the costs of grants under the Company's ESPP and are recognized within general and administrative expenses.

### **Advantech Wireless Inc.**

On January 17, 2018, through a wholly-owned subsidiary, the Company acquired from Advantech Wireless Inc. and certain of its affiliates 100% of the assets (the "Advantech Acquisition") of their radio frequency, terrestrial microwave and antenna equipment divisions. Advantech Wireless Inc. (now known as SpaceBridge Inc.) is owned and controlled by David Gelerman, a director of the Company until April 3, 2020.

Pursuant to the terms of the Advantech Acquisition, SpaceBridge Inc. was entitled to additional compensation of between \$750 and \$3,000 per year in each of 2018 and 2019 conditional on the Advantech Wireless business meeting certain EBITDA targets in those years. The EBITDA target was not met in 2018 and 2019. On June 1, 2020 Spacebridge contested that the 2019 EBITDA targets were not met. The Company is opposing the objection.

In connection with the Advantech Acquisition, SpaceBridge Inc. entered into a consulting agreement with the Company payable in cash and common shares. \$156 was recognized in general and administrative expenses for the three months ended March 31, 2019.

During the three months ended March 31, 2020, SpaceBridge Inc. and certain of its affiliates acted as agent for the Company making \$6 in cash payments on its behalf. As at March 31, 2020 and December 31, 2019, \$2,465 due to the Company was included in trade receivables and \$1,481 due to the agent was included in accounts payable and accrued liabilities.

The Company did not provide services to SpaceBridge Inc. or its affiliates during the three months ended March 31, 2020 and provided \$429 during the three months ended March 31, 2019. As of March 31, 2020 and December 31, 2019, \$397 was included within trade receivables.



# **Baylin Technologies Inc.**

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## *Legal Proceedings*

In the fourth quarter of 2018, the Company received a payment from the escrow agent of approximately \$1,800 as a result of a claim made by the Company against the portion of the cash purchase price being held in escrow pursuant to the terms of the Advantech Acquisition. The sum was released by the escrow agent because the vendor of Advantech failed to contest the indemnity claim within the prescribed time period. After the payment was made, the vendor of Advantech filed an application for relief from forfeiture to have the payment returned to the escrow agent. The Company is opposing the application. No date has been set to hear the application.

The Company has filed statements of claim claiming damages against the vendor of Advantech for various breaches of the asset purchase agreement for the Advantech Acquisition. The claims, in the aggregate, total approximately \$5,975. The vendor has filed statements of defence as well as statements of counterclaim totaling approximately \$1,600. It has also delivered multiple indemnity claims pursuant to the terms of the Advantech Acquisition seeking to set off the amounts being claimed by the Company. The Company has contested the indemnity claims.

In the second quarter of 2019, the vendor of Advantech filed an application asserting oppression for, among other things, unspecified amounts in relation to the 2018 earn out under the terms of the Advantech Acquisition and for shares in the Company for which set-off has been claimed by the Company. The vendor alleges that Mr. Gelerman was improperly denied from participating in the management of the Company resulting in a lower earn out. The Company will defend the allegations. No date has been set for the application related to claims for compensation. The issue of whether the Company is entitled to assert set-off on the common shares was argued on October 29, 2019. In January 2020, the court found that Mr. Gelerman is entitled to complete his term as director and the set-off shares must be released. The Company has appealed the ruling.

In the first quarter of 2020, the vendor of Advantech filed a statement of claim claiming damages against the Company for various breaches of the asset purchase and other agreements related to the Advantech Acquisition. These claims include the multiple indemnity claims previously made by the Advantech Vendor as well as additional claims for breach of an agreement governing transitional services following the Advantech Acquisition.

The Company is unable to determine at this time whether it will be entitled to recover or required to pay any amounts related to these legal proceedings. Accordingly, no provision has been recorded in respect of the claims or counter claims.

## **Alga**

On July 11, 2018, the Company acquired all of the issued and outstanding shares of Alga Microwave Inc. (“Alga”) through a newly incorporated, wholly-owned subsidiary of the Company (the “Alga Acquisition”).

For the three months ended March 31, 2020 and three months ended March 31, 2019, \$39 was recognized in revenue for premises leased to a company partly owned by Michael Perelshtein, an employee of Alga.

In connection with the Alga Acquisition, Michael Perelshtein may be entitled to a portion of additional compensation of up to \$1,000 conditional on the Alga Microwave business meeting certain performance targets in each of 2019 and 2020. The revenue target was not met in 2019.

# Baylin Technologies Inc.

Notes to the Interim Condensed Consolidated Financial Statements (unaudited)

Canadian dollars in thousands, except per share amounts

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## *Legal Proceedings*

In the third quarter of 2019, the vendors of Alga Microwave filed an application asserting that an event occurred which triggered the payment of an earnout in the amount of \$1,000 as detailed in the share purchase agreement. The Company does not agree that the payment has been triggered and has contested the application. No date has been set for the application. The Company is unable to determine at this time whether it will be required to pay any amounts related to these legal proceedings. Accordingly, no provision has been recorded in respect of the claim.

## **Other**

The Company retains the services of Mr. Jeffrey C. Royer, pursuant to a services agreement between Mr. Royer and the Company dated as of January 1, 2015, to fulfill the position of Chairman of the board of directors and to provide related strategic leadership and guidance to the board of directors and management of the Company. As consideration for the services provided under the agreement, the Company agreed to pay Mr. Royer an annual fee of \$150 either in cash or securities of the Company as mutually agreed between the Company and Mr. Royer. For the three months ended March 31, 2020, the Company paid \$25 to Mr. Royer and \$38 for the three months ended March 31, 2019. In March 2020, Mr. Royer agreed to forego the fee for an unspecified period.

## **Director and executive officer remuneration**

The following comprise the remuneration for directors and executive officers:

a. Short-term benefits, pension and post-retirement benefits

These amounts comprise of executive officers' salary and benefits earned during the year, plus bonuses awarded for the year. The amounts also represent the estimated costs of providing defined benefit pensions and other post-retirement benefits to executive officers in respect of the current year of service.

b. Directors' remuneration

These amounts represent fees and expense reimbursement paid to directors.

c. Share-based payment for executive officers

These amounts represent the costs of the grants under the Stock Option Plan.

d. Share-based payment for directors

These amounts represent the costs of directors' grants under the DSU Plan.

# Baylin Technologies Inc.

Notes to the Interim Condensed Consolidated Financial Statements (unaudited)

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The following table summarizes the remuneration of directors and executive officers:

	For the three months ended March 31,	
	2020	2019
Short-term benefits, pension and post-retirement benefits	\$ 1,643	\$ 2,748
Directors' remuneration	38	53
Share-based payment for executive management	260	258
Share-based payment for directors	85	48

There are no other material related party transactions other than as described herein.

## NOTE 13: FAIR VALUE MEASUREMENTS

The Company classifies its financial instruments into the three levels prescribed under the accounting standards.

The following table presents the Company's financial liabilities measured and recognized at fair value:

	As at March 31, 2020			
	Level 1	Level 2	Level 3	Total
Convertible Debentures	\$ 10,352	\$ -	\$ -	\$ 10,352
Interest Rate Swap	\$ -	\$ 678	\$ -	\$ 678

	As at December 31, 2019			
	Level 1	Level 2	Level 3	Total
Convertible Debentures	\$ 14,231	\$ -	\$ -	\$ 14,231
Interest Rate Swap	\$ -	\$ 186	\$ -	\$ 186

Level 1: The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and trading and available-for-sale securities) is based on quoted (unadjusted) market prices at the end of the reporting period. The quoted market price used for financial assets held by the group is the current bid price.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. The present value of future cash flows based on observable yield curves was the valuation technique used to determine the fair value of the interest rate swap.

# Baylin Technologies Inc.

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## NOTE 14: REVENUE

Revenues by geographic destination are as follows:

	For the three months ended March 31,	
	2020	2019
United States of America	\$ 6,880	\$ 10,788
Vietnam	6,121	9,575
China	3,967	7,109
South Korea	1,228	736
Singapore	880	2,283
Sweden	1,332	776
United Kingdom	109	1,036
Canada	2,111	985
Taiwan	138	680
Russia	377	354
India	72	505
Romania	1,001	-
Other	2,726	4,206
	<u>\$ 26,942</u>	<u>\$ 39,033</u>

## NOTE 15: FINANCE INCOME AND EXPENSE

	For the three months ended March 31,	
	2020	2019
Interest income	\$ (8)	\$ (25)
Interest expense	773	1,168
Interest cost on lease liabilities	201	63
Prepayment fee (Note 7)	-	990
Expense of unamortized deferred financing cost (Note 7)	-	2,777
Bank charge expense	26	13
Changes from foreign exchange rate changes	<u>2,647</u>	<u>575</u>
Finance expense, net	<u>\$ 3,639</u>	<u>\$ 5,561</u>

# **Baylin Technologies Inc.**

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## **NOTE 16: SUBSEQUENT EVENTS**

The spread of COVID-19 has substantially impacted many economies globally, primarily beginning in 2020. Measures taken to contain the spread of the virus include travel bans, quarantines and closures of non-essential services which have caused significant disruption to businesses worldwide, resulting in an economic slowdown. Global stock markets have also experienced great volatility and significant weakening. Governments have responded with monetary and fiscal interventions to stabilize economic conditions. The duration and impact of the COVID-19 pandemic, as well as the effectiveness of government and central bank responses, remains unclear at this time. It is not possible to reliably estimate the duration and severity of these consequences, as well as their impact on the financial position and results of the Company for future periods. The Company's activities have been deemed an essential business and it continues to operate in regions where local governments have closed non-essential services. Products made by the Company are essential to critical infrastructure viability in the defense, media and telecommunication industries. Subsequent to March 31, 2020, the Company has filed for and received government stimulus related to COVID-19 relief including reduced corporate social insurance premiums in China, forgivable government loans in the United States under the Paycheck Protection Program and wage subsidies in Canada under the Canada Emergency Wage Subsidy.

On May 14, 2020, the Company offered holders of the Debentures the option to receive common shares as an alternative to cash as payment of interest due for the interest payment date on June 30, 2020. Holders who exercise the option will receive common shares at 85% of their current market price on the June 30, 2020 interest payment date. Shares will be subject to a restriction on resale for a period of four months after that date.

Subsequent to March 31, 2020, the Company's Chinese subsidiary has received a loan advance on its credit facility with Shanghai Pudong Development Bank in the amount of \$2,602.