

Financial Statements of



# Decisive Dividend

— Corporation —

For the nine months ended September 30, 2022

**Consolidated Statements of Financial Position**

(Unaudited - Expressed in thousands of Canadian dollars)

	September 30, 2022	December 31, 2021
<b>Assets</b>		
Cash	\$ 8,522	\$ 2,143
Accounts receivable	14,885	10,646
Inventory	13,684	10,106
Prepaid expenses and deposits	952	988
<b>Total current assets</b>	<b>38,043</b>	23,883
Property and equipment	10,402	7,586
Intangible assets	15,512	10,129
Goodwill	22,718	18,699
<b>Total assets</b>	<b>\$ 86,675</b>	<b>\$ 60,297</b>
<b>Liabilities</b>		
Accounts payable and accrued liabilities	\$ 12,863	\$ 8,841
Dividends payable (note 8)	436	302
Warranty provision	546	496
Customer deposits	347	363
Current portion of lease obligations (note 5)	1,019	1,128
<b>Total current liabilities</b>	<b>15,211</b>	11,130
Lease obligations (note 5)	3,263	1,533
Long-term debt (note 6)	31,582	22,590
Deferred income taxes	4,285	2,822
<b>Total liabilities</b>	<b>54,341</b>	38,075
<b>Equity</b>		
Share capital (note 7)	42,525	32,818
Contributed surplus	1,321	1,282
Cumulative profit	6,208	2,785
Cumulative dividends (note 8)	(18,355)	(15,117)
	31,699	21,768
Accumulated other comprehensive income	635	454
<b>Total equity</b>	<b>32,334</b>	22,222
<b>Total liabilities and equity</b>	<b>\$ 86,675</b>	<b>\$ 60,297</b>

Approved on behalf of the Board of Directors:

"James Paterson" Director

"Michael Conway" Director

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

**Consolidated Statements of Profit and Comprehensive Income**

(Unaudited - Expressed in thousands of Canadian dollars, except per share amounts)

September 30,	For the Three Months Ended		For the Nine Months Ended	
	2022	2021	2022	2021
<b>Sales</b> (note 9)	\$ 25,932	\$ 16,500	\$ 67,810	\$ 44,639
<b>Manufacturing costs</b> (note 10)	17,020	11,436	44,943	29,106
<b>Gross profit</b>	8,912	5,064	22,867	15,533
<b>Expenses</b>				
Amortization and depreciation	797	555	2,132	1,630
Financing costs (note 11)	672	531	1,784	1,581
Occupancy costs	288	70	932	290
Professional fees	265	168	932	432
Salaries, wages and benefits	3,484	2,234	9,257	6,409
Selling, general and administration	1,370	1,137	3,947	3,136
	6,876	4,695	18,984	13,478
<b>Operating profit</b>	2,036	369	3,883	2,055
<b>Other items</b>				
Interest income	5	-	13	3
Foreign exchange gains (losses)	598	221	793	(120)
Gain on sale of equipment	5	3	13	17
	608	224	819	(100)
<b>Profit before income taxes</b>	2,644	593	4,702	1,955
<b>Income taxes</b>				
Current expense	838	196	1,601	894
Deferred recovery	(223)	(92)	(322)	(303)
	615	104	1,279	591
<b>Profit</b>	\$ 2,029	\$ 489	\$ 3,423	\$ 1,364
<b>Other comprehensive income</b>				
Foreign operation currency translation differences	172	25	180	170
<b>Total comprehensive income</b>	\$ 2,201	\$ 514	\$ 3,603	\$ 1,534
<b>Profit per share</b>				
Basic	0.16	0.04	0.27	0.11
Diluted	0.15	0.04	0.26	0.11
<b>Weighted average number of shares outstanding (000s):</b>				
Basic	12,690	11,992	12,452	11,874
Diluted	13,290	12,569	13,032	12,384

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

**Consolidated Statements of Changes in Equity**

(Expressed in thousands of Canadian dollars)

For the Nine Months Ended September 30, 2022 and 2021	Share Capital		Contributed Surplus	Deficit		Accumulated Other Comprehensive Income	Total Equity
	Number (000s)	Amount		Cumulative Dividends	Cumulative Profit		
Balance, January 1, 2021	11,633	\$ 31,545	\$ 1,609	\$ (12,656)	\$ 503	\$ 267	\$ 21,268
Shares issued under ESPP	80	233	(11)	-	-	-	222
Shares issued under DRIP	44	156	-	-	-	-	156
Exercise of stock options	186	359	(102)	-	-	-	257
Redemption of RSUs and DSUs	108	404	(404)	-	-	-	-
Share-based payment awards	-	-	188	-	-	-	188
Total comprehensive income for the period	-	-	-	-	1,364	169	1,533
Dividends declared (note 8)	-	-	-	(1,555)	-	-	(1,555)
<b>Balance, September 30, 2021</b>	<b>12,051</b>	<b>\$ 32,697</b>	<b>\$ 1,280</b>	<b>\$ (14,211)</b>	<b>\$ 1,867</b>	<b>\$ 436</b>	<b>\$ 22,069</b>
<b>Balance, January 1, 2022</b>	<b>12,093</b>	<b>32,818</b>	<b>1,282</b>	<b>(15,117)</b>	<b>2,785</b>	<b>454</b>	<b>22,222</b>
Shares issued under ESPP (note 7)	71	264	(8)	-	-	-	256
Shares issued under DRIP (note 7)	119	494	-	-	-	-	494
Exercise of stock options (note 7)	167	785	(293)	-	-	-	492
Share-based payment awards (note 7)	-	-	71	-	-	-	71
Shares purchased and cancelled under NCIB (note 7)	(15)	(62)	-	-	-	-	(62)
Shares issued to vendors on business acquisitions (note 7)	235	1,000	-	-	-	-	1,000
Shares issued for cash proceeds (note 7)	1,848	7,615	-	-	-	-	7,615
Share issuance costs (note 7)	-	(389)	269	-	-	-	(120)
Total comprehensive income for the period	-	-	-	-	3,423	181	3,604
Dividends declared (note 8)	-	-	-	(3,238)	-	-	(3,238)
<b>Balance, September 30, 2022</b>	<b>14,518</b>	<b>\$ 42,525</b>	<b>\$ 1,321</b>	<b>\$ (18,355)</b>	<b>\$ 6,208</b>	<b>\$ 635</b>	<b>\$ 32,334</b>

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

**Consolidated Statements of Cash Flows**

(Unaudited - Expressed in thousands of Canadian dollars)

<b>September 30,</b>	<b>For the Three Months Ended</b>		<b>For the Nine Months Ended</b>	
	<b>2022</b>	2021	<b>2022</b>	2021
<b>Operating activities</b>				
Profit	\$ 2,029	\$ 489	\$ 3,423	1,364
Adjusted by:				
Amortization and depreciation	1,204	914	3,221	2,689
Financing costs	672	531	1,784	1,581
Share-based compensation	26	23	124	241
Foreign exchange (gains) losses	(598)	(221)	(793)	120
Loan forgiveness	-	-	-	(161)
Gain on sale of equipment	(5)	(3)	(13)	(17)
Income tax expense	615	104	1,279	591
	<b>3,943</b>	1,837	<b>9,025</b>	6,408
Changes in non-cash working capital (note 12)	<b>(122)</b>	(3,191)	<b>(2,921)</b>	(3,903)
	<b>3,821</b>	(1,354)	<b>6,104</b>	2,505
Income taxes refunded (paid)	-	129	<b>(991)</b>	(859)
Cash provided by (used in) operating activities	<b>3,821</b>	(1,225)	<b>5,113</b>	1,646
<b>Financing activities</b>				
Proceeds from issuance of shares	7,485	65	8,136	428
Dividends paid (note 8)	(939)	(676)	(2,617)	(1,100)
Proceeds from long-term debt	(1,405)	210	8,891	210
Repayment of long-term debt	-	(7)	-	(54)
Debt issuance costs	-	-	(26)	-
Lease payments	(311)	(252)	(904)	(753)
Interest paid	(620)	(506)	(1,648)	(1,507)
Cash provided by (used in) financing activities	<b>4,210</b>	(1,166)	<b>11,832</b>	(2,776)
<b>Investing activities</b>				
Purchase of Marketing Impact (note 4)	-	-	(8,646)	-
Purchase of property and equipment	(1,297)	(286)	(1,909)	(1,404)
Proceeds from sale of property and equipment	5	13	22	30
Cash used in investing activities	<b>(1,292)</b>	(273)	<b>(10,533)</b>	(1,374)
<b>Increase (decrease) in cash during the period</b>	<b>6,739</b>	(2,664)	<b>6,412</b>	(2,504)
<b>Cash, beginning of period</b>	<b>1,810</b>	3,090	<b>2,143</b>	2,999
<b>Effect of movements in exchange rates</b>	<b>(27)</b>	44	<b>(33)</b>	(25)
<b>Cash, end of period</b>	<b>\$ 8,522</b>	<b>\$ 470</b>	<b>\$ 8,522</b>	<b>470</b>

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

## Notes to the Consolidated Financial Statements

For the Three and Nine Months Ended September 30, 2022 and 2021

(Unaudited -Expressed in thousands of Canadian dollars, except per share amounts)

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### 1. Nature and Operations

Decisive Dividend Corporation (the “Company”) was incorporated under the British Columbia Business Corporations Act on October 2, 2012 and is listed on the TSX Venture Exchange, trading under the symbol “DE”. The address of the Company’s head office is #260 – 1855 Kirschner Road, Kelowna, B.C. V1Y 4N7.

Decisive Dividend Corporation is an acquisition-oriented company, focused on opportunities in manufacturing. The Company’s purpose is to be the sought-out choice for exiting legacy-minded business owners, while supporting the long-term success of the businesses acquired, and through that, creating sustainable and growing shareholder returns. The Company uses a disciplined acquisition strategy to identify already profitable, well-established, high quality manufacturing companies that have a sustainable competitive advantage, a focus on non-discretionary products, steady cash flows, growth potential and established, strong leadership.

The principal wholly-owned operating subsidiaries of the Company, as at September 30, 2022, are managed through two reportable segments and were acquired as follows:

#### *Finished Product Segment*

- Valley Comfort Systems Inc. and its wholly-owned subsidiary Blaze King Industries Inc. (“Blaze King USA”), collectively referred to herein as “Blaze King”; acquired in February 2015.
- Slimline Manufacturing Ltd. (“Slimline”); acquired in May 2018.
- Marketing Impact Limited (“Marketing Impact”); acquired in April 2022.

#### *Component Manufacturing Segment*

- Unicast Inc. (“Unicast”); acquired in June 2016.
- Hawk Machine Works Ltd. (“Hawk”); acquired in June 2018.
- Northside Industries Inc. (“Northside”); acquired in August 2019.

These consolidated financial statements comprise the Company and its subsidiaries, collectively referred to as the “Group”. The consolidated financial statements include the results of acquired subsidiaries from their dates of acquisition.

Subsequent to September 30, 2022, and before these financial statements were authorized, the Company acquired ACR Heat Products Limited (“ACR”). These financial statements do not include any assets, liabilities, revenue, expenses or cash flows related to ACR or its acquisition. Further details of the ACR acquisition are included in note 4(b).

The Group’s interim results are impacted by seasonality factors primarily driven by weather patterns in North America, including the impact on heating and planting and harvesting seasons, as well as the timing of ground freeze and thaw in Western Canada and the effect thereof on the oil and gas industry. Blaze King’s business historically experiences lower demand in the first and second quarters of the calendar year, Slimline’s business historically experiences lower demand in the third and fourth quarters and Hawk’s business historically experiences lower demand in the second quarter. Seasonality does not have a significant impact on the Unicast, Northside, or Marketing Impact businesses. In each subsidiary, there are substantial fixed costs that do not meaningfully fluctuate with product demand in the short-term.

**2. Basis of Preparation and Statement of Compliance**

*a) Statement of compliance*

These interim condensed consolidated financial statements (the “interim financial statements”) for the period ended September 30, 2022 have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting.

These interim financial statements were approved by the Audit Committee of the Company for issue on November 2, 2022.

*b) Judgments, accounting estimates and assumptions*

The preparation of financial statements requires management to make judgments that affect the application of accounting policies and reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period.

The preparation of financial statements in conformity with IFRS requires management to make estimates based on assumptions about future events that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

Actual results could differ from those estimates.

There were no changes to the Group’s critical accounting estimates and judgments from those described in the most recent annual financial statements.

**3. Significant Accounting Policies**

The significant accounting policies and methods of computation used in the preparation of these interim condensed consolidated financial statements are the same as those disclosed in Note 3 to the Company’s 2021 audited consolidated financial statements.

**4. Acquisitions**

*a) Marketing Impact Limited*

On April 14, 2022, the Company acquired all of the shares of Marketing Impact. Marketing Impact, which is in the Greater Toronto Area, designs, manufactures, and distributes a comprehensive range of merchandising products, systems and solutions for retail customers including grocery stores, convenience stores, and pharmacies. It also designs and manufactures displays for consumer-packaged goods customers for use within those same channels.

The Marketing Impact purchase agreement contains negotiated representations, warranties, indemnities and closing conditions. The components of the consideration paid to acquire Marketing Impact are as follows:

Cash	\$	9,000
Common shares		1,000
Contingent consideration		600
	\$	10,600

The purchase price included a payment of cash, which is subject to customary post-closing adjustments, and the issuance of common shares to the vendors, plus up to an additional \$1,500 contingent on Marketing Impact meeting certain earnings targets over the next three years. The contingent consideration recorded by the Company reflects the estimated fair value of the earnings target being met, as at the acquisition date.

The cash portion of the consideration was funded through the Company's revolving term acquisition facility and revolving term operating facility (Note 6). The share portion of the consideration was funded through the issuance of 235,294 common shares to the vendors (note 7).

The preliminary allocation of the purchase price, to the fair value of the assets acquired and liabilities assumed is, as follows:

Cash	\$	354
Accounts receivable		2,149
Prepaid expenses and deposits		78
Inventory		1,469
Property and equipment		1,688
Goodwill and intangible assets		10,460
Accounts payable and accrued liabilities		(2,003)
Customer deposits		(416)
Lease obligation		(1,427)
Deferred income taxes		(1,752)
	\$	10,600

The Company is still determining the final allocation of the purchase price and expects to complete the allocation in the fourth quarter of 2022. Subsequent adjustments to the purchase price allocation can be recognized if they occur within twelve months of the acquisition date. After twelve months, adjustments are recognized through profit or loss. The adjustments made as a result of finalizing the provisional accounting are retrospectively recognized from the acquisition date

The Group incurred acquisition-related costs of \$402 relating to legal fees, accounting fees, and due diligence costs. These costs are included in professional fees in the consolidated statement of profit and comprehensive income.

The consolidated statement of profit includes revenue of \$7,379 and profit of \$419 for the period from acquisition to September 30, 2022. Had the business combination been effective from January 1, 2022, the Group would have recognized revenue of \$10,822 and a loss of (\$64) for the nine months ended September 30, 2022.

b) ACR Heat Products Limited

On October 3, 2022, the Company acquired all the shares of ACR for \$8,311. ACR, located in Birmingham in the United Kingdom, manufactures EcoDesign Ready woodburning, multifuel, and gas stoves and sells them primarily in the United Kingdom. It also manufactures electric stoves, electric fireplaces, and outdoor pizza ovens.

The ACR purchase agreement contains negotiated representations, warranties, indemnities and closing conditions. The initial components of the consideration paid to acquire ACR (which will be subject to customary post-closing adjustments) are as follows:

Cash	\$	7,615
Common shares		696
	\$	8,311



The purchase price included a payment of cash, which is subject to customary post-closing adjustments, and the issuance of common shares to the vendors, plus up to an additional £2.75 million (\$4,162 based on the exchange rate as of the date of these financial statements) contingent on ACR meeting certain earnings targets over the next three years.

The cash portion of the consideration was funded through a private placement offering of common shares of Decisive completed in September 2022 (Note 7). The share portion of the consideration was funded through the issuance of 166,790 common shares to the vendors of ACR. The common shares issued to the vendors of ACR are held in escrow and are scheduled to be released at one-third per year in October 2023, 2024, and 2025 respectively.

The acquisition date fair value of the assets acquired, and liabilities assumed in the transaction are currently being determined. The initial accounting for assets acquired and liabilities assumed in the business combination will be determined provisionally, whereby subsequent adjustments to the allocation can be recognized if they occur within twelve months of the acquisition date. After twelve months, adjustments are recognized through profit or loss. The adjustments made as a result of finalizing the provisional accounting are retrospectively recognized from the acquisition date.

## 5. Lease Obligations

The Group's right of use assets and associated lease obligations are related to lease commitments for office and shop premises. The maturity dates of the lease obligations are between December 2022 and April 2029. As at September 30, 2022, minimum lease payments required over the next five years were as follows:

For the twelve month periods ending September 30,		<b>2022</b>
2023	\$	<b>1,172</b>
2024		<b>1,016</b>
2025		<b>647</b>
2026		<b>551</b>
2027 and thereafter		<b>1,451</b>
		<b>4,837</b>
Less: interest portion		<b>(555)</b>
Less: current portion		<b>(1,019)</b>
	\$	<b>3,263</b>

## 6. Long-term Debt

	Interest Rate	Maturity Date	Authorized	September 30, 2022 Outstanding	December 31, 2021 Outstanding
Revolving term operating facility	P+1.00%	Sep-25	\$ 10,000	\$ 3,943	\$ 2,052
Revolving term acquisition facility	P+3.00%	Sep-25	15,000	-	-
Non-amortizing term loan	6.90%	Sep-25	28,000	<b>28,000</b>	21,000
			53,000	<b>31,943</b>	23,052
Less: debt issuance costs				<b>(361)</b>	(462)
Total long-term debt				\$ <b>31,582</b>	\$ 22,590

"P" in the table above denotes prime rate

In September 2022, the Company renewed the credit agreement in place with its senior lenders, Canadian Western Bank and CWB Maxium Financial Inc., a wholly-owned division of Canadian Western Bank, increased the amount available and extended the term of the agreement by one year. The credit agreement with its senior lenders provides for the revolving term operating facility, revolving term acquisition facility and non-amortizing term loan outlined in the table above. On renewal, the total amount available under the credit agreement was increased to \$53,000 from \$36,000 previously. As part of the increase in overall availability, the \$7,000 previously drawn on the revolving term acquisition facility was added to the non-amortizing term loan. There are no required principal payments on these three facilities for the committed three-year term of this credit agreement, which also provides for annual extension provisions.

The Company's ability to access the revolving term operating facility is dependent on a borrowing base which is determined quarterly and measured against the Group's accounts receivable and inventory. The revolving term acquisition facility is available to the Company for acquisition purposes. Standby fees of 0.25% per annum are paid quarterly on the unused portion of the revolving term facilities.

The credit facilities with the Company's senior lenders are collectively secured by a general security agreement, assignment of insurance, and unlimited corporate cross guarantees. Additionally, the Group has agreed to maintain the following ratios (as defined in the credit agreement) on a consolidated trailing twelve-month basis, otherwise outstanding facilities are due on demand:

- Maximum total funded debt to adjusted EBITDA of 4.00:1
- Maximum total senior funded debt to adjusted EBITDA of 3.25:1
- Minimum fixed charge coverage ratio of 1.10:1

As at September 30, 2022, the Company was in compliance with these ratios.

## 7. Share Capital

### *a) Shares issued and outstanding*

	Shares (000s)		Amount
Balance as at, January 1, 2022	12,093	\$	32,818
Shares issued under ESPP	71		264
Shares issued under DRIP	119		494
Exercise of stock options	167		785
Shares purchased and cancelled under NCIB	(15)		(62)
Shares issued to vendors on business acquisitions	235		1,000
Shares issued for cash proceeds	1,848		7,615
Share issuance costs	-		(389)
<b>Balance as at September 30, 2022</b>	<b>14,518</b>	<b>\$</b>	<b>42,525</b>

The Company had the following share capital transactions for the nine months ended September 30, 2022:

- (i) The Company issued 70,691 common shares pursuant to the employee share purchase plan (the "ESPP").
- (ii) The Company issued 118,686 common shares pursuant to the dividend reinvestment and cash purchase plan (the "DRIP")
- (iii) The Company issued 166,834 common shares on the exercise of stock options.
- (iv) The Company purchased and cancelled 14,775 common shares pursuant to its normal course issuer bid (the "NCIB").

- (v) As part of the consideration paid for the acquisition of Marketing Impact (note 4(a)), on April 14, 2022, the Company issued 235,294 common shares to the vendors of Marketing Impact at a price of \$4.25 per share.
- (vi) On September 27, 2022, the Company closed a non-brokered private placement of 1,848,364 common shares at a price of \$4.12 per share. In addition, for each common share subscribed for under the private placement, the subscriber also received a one-half common share purchase warrant entitling the holder thereof to purchase one common share at a price of \$4.94 for a period of 24 months following the closing of the private placement. The \$269 estimated fair value of the warrants issued is included in share issuance costs in the table above.

Common shares that remain in escrow are as follows:

In (000s)	September 30, 2022	December 31, 2021
In relation to the acquisition of:		
Northside	-	106
Marketing Impact	235	-
	<b>235</b>	<b>106</b>

*b) Warrants*

The Company has the following warrants outstanding and exercisable:

Warrants	Number of warrants (000s)	Weighted average exercise price (\$)	Weighted average grant date fair value (\$)	Weighted average years remaining
Outstanding and exercisable, January 1 2022	-	\$ -	\$ -	-
Warrants issued	924	4.94	0.29	-
Warrants exercised	-	-	-	-
Warrants expired	-	-	-	-
<b>Outstanding and exercisable, September 30, 2022</b>	<b>924</b>	<b>\$ 4.94</b>	<b>\$ 0.29</b>	<b>2.00</b>

These warrants were issued in connection with the September 2022 private placement of common shares described above. To value the warrants issued in 2022, the Company used the Black-Scholes option-pricing model with the following assumptions: dividend yield of 8.8%; expected volatility of 32%; risk-free interest rate of 3.8%; forfeiture rate of 0%; market price of \$4.12, and a weighted average life of two years.

*c) Equity Incentives*

The Company has an equity incentive plan for the purpose of developing the interest of directors, officers and employees in the growth and development of the Company and its subsidiaries, by providing them with the opportunity, through equity awards, to obtain an increased effective interest in the Company.

The equity incentive plan enables the Company to grant deferred share units (“DSUs”), restricted share units (“RSUs”) and stock options to the directors, officers, and employees of the Company or any of its affiliates. Under the plan, the aggregate of all stock option, DSU, and RSU grants cannot exceed 10% of the issued and outstanding common shares of the Company. Currently there are no DSUs or RSUs outstanding under the equity incentive plan.

The Company had granted stock options to various directors, officers, and employees of the Group as follows:

<b>Stock Options</b>	<b>Number of options (000s)</b>	<b>Weighted average exercise price (\$)</b>	<b>Weighted average grant date fair value (\$)</b>	<b>Weighted average years remaining</b>
Outstanding and exercisable, January 1 2022	950	\$ 3.48	\$ 1.14	6.23
Options issued	115	4.09	0.74	-
Options exercised	(167)	2.95	1.76	-
Options expired	(23)	3.83	0.45	-
<b>Outstanding and exercisable, September 30, 2022</b>	<b>875</b>	<b>\$ 3.65</b>	<b>\$ 0.98</b>	<b>6.26</b>

In 2022, the Company recorded \$73 of share-based compensation expense related to stock options. This share-based compensation expense represents the estimated fair value of stock options granted, amortized over the options' vesting periods. To value the options granted in 2022, the Company used the Black-Scholes option-pricing model with the following assumptions: dividend yields of 7.4% to 8.4%; expected volatility of 40%; risk-free interest rates of 1.9% to 2.7%; forfeiture rates of 0%; market prices of \$4.06, \$4.30, and \$4.50, and weighted average lives of five years.

## 8. Dividends

The Company's Board of Directors regularly examines the dividends paid to shareholders. The following dividends were declared during the periods ended September 30, 2022 and December 31, 2021:

<b>Month</b>	<b>2022</b>		<b>2021</b>	
	<b>Per share (\$)</b>	<b>Dividend Amount (\$)</b>	<b>Per share (\$)</b>	<b>Dividend Amount (\$)</b>
January	\$ 0.025	\$ 303	\$ -	\$ -
February	0.025	304	-	-
March	0.025	305	-	-
April	0.030	377	0.020	237
May	0.030	377	0.020	238
June	0.030	378	0.020	239
July	0.030	379	0.020	239
August	0.030	379	0.025	300
September	0.030	436	0.025	301
October	-	-	0.025	302
November	-	-	0.025	302
December	-	-	0.025	302
<b>Total</b>	<b>\$ 0.255</b>	<b>\$ 3,238</b>	<b>\$ 0.205</b>	<b>\$ 2,460</b>

The above dividends were paid on or about the 15th of the month following their declaration. Of the dividends paid during the nine months ended September 30, 2022, \$2,617 (2021 - \$1,100) were settled in cash and \$487 (2021 - \$154) were reinvested in additional common shares of the Company, pursuant to the DRIP.

Subsequent to September 30, 2022, and before these financial statements were authorized, the Company undertook the following dividend actions:

- A dividend of \$0.03 per share was declared on October 14, 2022 for shareholders of record on October 31, 2022 which is payable on November 15, 2022.

## 9. Sales

The following is a breakdown of revenue from the sale of retail and manufactured products:

	For the three months ended September 30,		For the nine months ended September 30,	
	2022	2021	2022	2021
Manufactured products	\$ 25,319	\$ 16,079	\$ 66,693	\$ 43,261
Retail products	613	421	1,117	1,378
	<b>\$ 25,932</b>	<b>\$ 16,500</b>	<b>\$ 67,810</b>	<b>\$ 44,639</b>

All of the retail sales occurred in Slimline.

The following is a breakdown of sales by type of product:

	For the three months ended September 30,		For the nine months ended September 30,	
	2022	2021	2022	2021
Agricultural products	\$ 1,810	\$ 990	\$ 6,516	\$ 4,935
Cast wear-part products	3,939	2,582	9,164	6,951
Hearth products	7,320	6,550	21,384	17,016
Industrial products	5,385	4,190	14,315	9,581
Machined products	3,324	2,188	9,052	6,156
Merchandising products	4,154	-	7,379	-
	<b>\$ 25,932</b>	<b>\$ 16,500</b>	<b>\$ 67,810</b>	<b>\$ 44,639</b>

The following is the geographic breakdown of revenue based on the location of the customer:

	For the three months ended September 30,		For the nine months ended September 30,	
	2022	2021	2022	2021
Canada	\$ 11,377	\$ 7,533	\$ 29,349	\$ 19,051
United States	13,198	7,896	34,985	22,158
Other	1,357	1,071	3,476	3,430
	<b>\$ 25,932</b>	<b>\$ 16,500</b>	<b>\$ 67,810</b>	<b>\$ 44,639</b>

## 10. Manufacturing Costs

Details of the items included in manufacturing costs are as follows:

	For the three months ended		For the nine months ended	
	September 30, 2022	September 30, 2021	September 30, 2022	September 30, 2021
Labour and materials	\$ 14,976	\$ 9,912	\$ 39,713	\$ 25,182
Freight and shipping	1,544	986	3,940	2,554
Depreciation	407	359	1,089	1,059
Warranty charges	93	179	201	311
	\$ 17,020	\$ 11,436	\$ 44,943	\$ 29,106

In the first nine months of 2021, the Group received \$2,717 from the Canada Emergency Wage Subsidy program, Canada Emergency Rent Subsidy, and paycheck protection programs. The wage subsidy and paycheck protection program loan forgiveness amounts were recorded against the underlying wage costs and the rent subsidy amounts were recorded against the underlying occupancy costs. Of the amounts received, \$1,556 was netted against the related labour costs included in the table above and \$1,161 was netted against the applicable operating expenses as noted above.

The Group did not receive any subsidy amounts in 2022.

## 11. Financing Costs

Details of the items included in financing costs are as follows:

	For the three months ended		For the nine months ended	
	September 30, 2022	September 30, 2021	September 30, 2022	September 30, 2021
Interest and bank charges	\$ 99	\$ 63	\$ 304	\$ 197
Interest on lease obligations	44	36	117	111
Interest on long-term debt	529	432	1,363	1,273
	\$ 672	\$ 531	\$ 1,784	\$ 1,581

## 12. Supplemental Cash Flow Information

The changes in non-cash operating working capital items are as follows:

	For the three months ended		For the nine months ended	
	September 30, 2022	September 30, 2021	September 30, 2022	September 30, 2021
Accounts receivable	\$ (726)	(3,092)	\$ (1,289)	\$ (2,959)
Inventory	978	(798)	(1,432)	(2,196)
Prepaid expenses and deposits	134	(542)	107	(393)
Accounts payable and accrued liabilities	(11)	1,517	73	1,561
Customer deposits	(514)	(300)	(430)	28
Warranty provision	17	24	50	56
	\$ (122)	\$ (3,191)	\$ (2,921)	\$ (3,903)

### 13. Financial Instruments and Risk Management

The Group's financial instruments consist of cash, accounts receivable, accounts payable and accrued liabilities, dividends payable, and long-term debt. There were no changes in the classification or in the fair value measurement basis of the Group's financial instruments since December 31, 2021.

At September 30, 2022, the carrying amounts of cash, accounts receivable, accounts payable and accrued liabilities, and dividends payable, approximate their fair value due to their short-term nature.

Management determined that the fair value of the Group's long-term debt (note 6) was not materially different than their carrying amounts as they are based on market interest rates.

There were no changes in the Company's assessment of risks from the use of financial instruments or in the financial risk management policies of the Company since December 31, 2021.

The contractual maturities of financial instruments are as follows:

September 30, 2022	Carrying value	Total contractual cash flows	Within one year	Two to five years	More than five years
<b>Accounts payable</b>	\$ 12,863	\$ 12,863	\$ 12,263	\$ 600	\$ -
<b>Dividends payable</b>	436	436	436	-	-
<b>Long-term debt</b>	31,582	38,332	2,186	36,146	-
<b>Lease obligations</b>	4,283	4,836	1,172	3,664	-
	<b>\$ 49,164</b>	<b>\$ 56,467</b>	<b>\$ 16,057</b>	<b>\$ 40,410</b>	<b>\$ -</b>

Liquidity risk management involves maintaining sufficient cash or cash equivalents and availability of funding through an adequate amount of committed credit facilities. The Group's cash is held in business accounts which are available on demand for the Group's programs. The Company also attempts to maintain flexibility in funding by securing committed and available credit facilities. The Company's credit agreement with its senior lenders provides the Group access to a revolving term operating facility and a revolving term acquisition facility (note 6). The Group's ability to access the revolving term operating facility is dependent on a borrowing base which is determined quarterly and measured against the Group's accounts receivable and inventory. The Group continues to manage its financial position in accordance with its capital management objectives and in light of its current operating environment.

The following details the aging of the Company's trade accounts receivable and expected credit losses:

	September 30, 2022	
Not yet due	\$ 11,772	82%
31-60 days overdue	1,846	13%
61-90 days overdue	297	2%
>90 days overdue	457	3%
Trade accounts receivable	14,372	100%
Less: expected credit losses	(63)	
Net trade accounts receivable	<b>\$ 14,309</b>	

The Group's functional currency for Blaze King USA and Unicast is the US dollar ("USD"), while all other entities in the Group have a Canadian dollar functional currency ("CAD"), and the reporting currency is the Canadian dollar; therefore, the Group's earnings and total comprehensive income are in part impacted by fluctuations in the value of USD in relation to CAD.

The table below summarizes the quantitative data about the Group's exposure to currency risk:

As at September 30, 2022	Entities with a CAD functional currency		Entities with a USD functional currency		Total
	CAD	USD	CAD	USD	
Cash	\$ 6,767	\$ 537	\$ 901	\$ 317	<b>8,522</b>
Accounts receivable	8,401	4,320	399	1,765	<b>14,885</b>
Accounts payable	(10,619)	(903)	(144)	(1,197)	<b>(12,863)</b>
Dividend payable	(436)	-	-	-	<b>(436)</b>
Inter-company amounts	4,675	-	(7,459)	2,784	-
Long-term debt	(31,582)	-	-	-	<b>(31,582)</b>
Net exposure	(22,794)	3,954	(6,303)	3,669	<b>(21,474)</b>
Effect of 5% strengthening of USD versus CAD:					
Profit (loss)	-	198	315	-	<b>513</b>
OCI	\$ -	\$ -	\$ -	\$ (183)	<b>(183)</b>

The Group is at times exposed to interest rate risk on its long-term debt (note 6) due to the interest rate on certain of its credit facilities being variable. Of the Group's interest-bearing debt outstanding at September 30, 2022, 12% was variable rate. The Group does not enter into derivative contracts to manage this risk. The table below summarizes the quantitative data about the Group's exposure to interest rate risk:

Interest rate risk	September 30, 2022
Floating instruments	\$ 3,943
Average balance	8,188
Impact on profit (loss) of a change in interest rates:	
-1%	82
+1%	\$ (82)

#### 14. Related Party Transactions

The Group's related parties consist of directors, officers and key management or companies associated with them. Key management, including directors and officers of the Company, are those personnel having the authority and responsibility for planning, directing, and controlling the Company.

Salaries and benefits, directors fees and share-based compensation are included in salaries, wages and benefits expense. Key management compensation for the nine month period ended September 30, 2022 included \$887 of salaries, benefits and directors fees (2021 - \$551) and \$59 of share-based compensation expense (2021 - \$169).

#### 15. Segmented Information

The Group's reporting is prepared on a consolidated basis as determined by the requirements of the Chief Executive Officer as the chief operating decision maker for the Group. The Company's reportable segments, as determined by management, sell similar product types to similar types of customers and share similar processes and distribution methods. The reportable segments are as follows:



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- The finished product segment, which manufactures and sells products that are purchased and used by end customers as designed. Within the finished product segment are three separate businesses: Blaze King, Slimline and Marketing Impact.
- The component manufacturing segment, which manufactures and sells products based on specifications determined by its customers for use in its customers' processes. Within the component manufacturing segment are three separate businesses: Unicast, Hawk and Northside.
- In addition, the Canadian public company parent ("Head Office") is considered a third and separate segment, as its function is as an investment holding and management company.

The Group's reporting of segment performance for the three and nine month periods ended September 30, 2022 and 2021 is as follows:

<b>For the three months ended September 30, 2022</b>	<b>Finished Product</b>	<b>Component Manufacturing</b>	<b>Head Office</b>	<b>Total</b>
Sales	\$ 14,714	\$ 11,218	\$ -	\$ <b>25,932</b>
Manufacturing costs	8,599	8,421	-	<b>17,020</b>
Gross profit	6,115	2,797	-	<b>8,912</b>
Profit (loss) before taxes	2,852	1,293	(1,501)	<b>2,644</b>
Income tax expense	522	35	58	<b>615</b>
Profit (loss)	2,330	1,258	(1,559)	<b>2,029</b>
Total comprehensive income (loss)	\$ 2,437	\$ 1,323	\$ (1,559)	\$ <b>2,201</b>

<b>For the three months ended September 30, 2021</b>	<b>Finished Product</b>	<b>Component Manufacturing</b>	<b>Head Office</b>	<b>Total</b>
Sales	\$ 8,041	\$ 8,459	\$ -	\$ 16,500
Manufacturing costs	4,595	6,841	-	11,436
Gross profit	3,446	1,618	-	5,064
Profit (loss) before taxes	1,491	39	(937)	593
Income tax expense (recovery)	167	(80)	17	104
Profit (loss)	1,324	119	(954)	489
Total comprehensive income (loss)	\$ 1,358	\$ 110	\$ (954)	\$ 514

<b>For the nine months ended September 30, 2022</b>	<b>Finished Product</b>	<b>Component Manufacturing</b>	<b>Head Office</b>	<b>Total</b>
Sales	\$ 37,056	\$ 30,754	\$ -	\$ <b>67,810</b>
Manufacturing costs	21,920	23,023	-	<b>44,943</b>
Gross profit	15,136	7,731	-	<b>22,867</b>
Profit (loss) before taxes	6,571	2,310	(4,179)	<b>4,702</b>
Income tax expense	1,030	102	147	<b>1,279</b>
Profit (loss)	5,541	2,208	(4,326)	<b>3,423</b>
Total comprehensive income (loss)	\$ 5,662	\$ 2,267	\$ (4,326)	\$ <b>3,603</b>

<b>For the nine months ended September 30, 2021</b>	<b>Finished Product</b>	<b>Component Manufacturing</b>	<b>Head Office</b>	<b>Total</b>
Sales	\$ 23,170	\$ 21,469	\$ -	\$ 44,639
Manufacturing costs	12,774	16,332	-	29,106
Gross profit	10,396	5,137	-	15,533
Profit (loss) before taxes	4,840	144	(3,029)	1,955
Income tax expense (recovery)	662	(139)	68	591
Profit (loss)	4,178	283	(3,097)	1,364
Total comprehensive income (loss)	\$ 4,338	\$ 293	\$ (3,097)	\$ 1,534

The Group's reporting of segment financial condition as at September 30, 2022 and December 31, 2021 is as follows:

<b>September 30, 2022</b>		<b>Finished Product</b>	<b>Component Manufacturing</b>	<b>Head Office</b>	<b>Total</b>
Total current assets	\$	21,747	\$ 8,587	\$ 7,709	\$ <b>38,043</b>
Total current liabilities		7,104	6,212	1,895	<b>15,211</b>
Total assets		43,538	35,104	8,033	<b>86,675</b>
Total liabilities	\$	11,731	\$ 8,973	\$ 33,637	\$ <b>54,341</b>

  

<b>December 31, 2021</b>		<b>Finished Product</b>	<b>Component Manufacturing</b>	<b>Head Office</b>	<b>Total</b>
Total current assets	\$	11,895	\$ 11,196	\$ 792	\$ 23,883
Total current liabilities		4,872	5,360	898	11,130
Total assets		22,468	37,025	804	60,297
Total liabilities	\$	6,837	\$ 7,943	\$ 23,295	\$ 38,075

For the nine months ended September 30, 2022, the Group's largest customer accounted for 12% of sales. For the nine months ended September 30, 2021, the Group's largest two customers accounted for 24% of sales. Sales from these customers are included in the component manufacturing segment. Other than these customers, the Group is not dependent on any other customer for more than 10% of its sales.