



MASON GRAPHITE INC.

**CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED MARCH 31, 2022 AND 2021**

(EXPRESSED IN CANADIAN DOLLARS)

(UNAUDITED)



Management's responsibility for financial reporting

Management is responsible for the preparation and presentation of the accompanying unaudited condensed consolidated interim financial statements, which includes ensuring that significant accounting judgments and estimates are made in accordance with International Financial Reporting Standards. This responsibility includes selecting appropriate accounting principles and methods, and making decisions affecting the measurement of transactions for which objective judgment is required.

The Board of Directors is responsible for overseeing management in the performance of its financial reporting responsibilities and for approving the financial information included in the unaudited condensed consolidated interim financial statements. The Board fulfils these responsibilities by reviewing the financial information prepared by management and discussing relevant matters with management. The Audit Committee has the responsibility of meeting with management to discuss internal controls over the financial reporting process, auditing matters and financial reporting issues. The Audit Committee reports its findings to the Board for its consideration in approving the condensed consolidated interim financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

"Peter Damouni"

Peter Damouni
Executive Director

"Carmelo Marrelli"

Carmelo Marrelli
Chief Financial Officer

Laval, Québec
May 30, 2022

Mason Graphite Inc.
CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
(Unaudited)

As at,	March 31, 2022	June 30, 2021
ASSETS		
Current assets		
Cash	\$ 13,511,713	\$ 20,125,836
Sales tax receivables	66,941	6,865
Government assistance	179,762	162,700
Prepaid and other receivable	94,772	64,461
	<u>13,853,188</u>	<u>20,359,862</u>
Non-current assets		
Deferred charges for an upcoming transaction (Note 4)	-	255,447
Prepayment for the transaction (Note 4)	-	176,350
Intangible assets (Note 4)	8,907,482	-
Property, plant and equipment (Note 3)	5,700,288	5,718,782
	<u>13,853,188</u>	<u>20,359,862</u>
Total assets	\$ 28,460,958	\$ 26,510,441
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	\$ 243,613	\$ 1,618,559
	<u>243,613</u>	<u>1,618,559</u>
Total liabilities	243,613	1,618,559
EQUITY		
Share capital	107,819,916	107,819,916
Reserves	13,022,348	12,313,973
Deficit	(98,545,916)	(95,242,007)
	<u>22,296,348</u>	<u>24,891,882</u>
Non-Controlling Interest	5,920,997	-
Total equity	28,217,345	24,891,882
Total liabilities and equity	\$ 28,460,958	\$ 26,510,441

Nature of operations and liquidity risk (note 1)
Subsequent events (note 6)

Approved on behalf of the Board of Directors:

"Peter Damouni"

Director

"François Perron"

Director

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

Mason Graphite Inc.
CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)
(Unaudited)

	For the three month period ended March 31,		For the nine month period ended March 31,	
	2022	2021	2022	2021
Expenses				
Salaries and consulting fees	\$ 499,436	\$ 263,248	\$ 1,242,445	\$ 612,777
Director fees	77,070	70,203	194,482	219,800
Professional fees	313,284	382,101	462,964	1,959,497
General office expenses	113,803	61,805	229,020	169,572
Travel and accommodation	25,520	-	37,762	11,337
Share-based compensation	124,812	917,943	708,375	917,943
Communication and promotion	11,624	34,269	118,489	68,045
Transfer agent and filing fees	13,454	47,312	101,341	205,623
Services – Thomas Swan	21,989	-	106,871	-
Added-value processing (Note 5)	46,861	390,979	414,295	1,220,915
R&D expenses	-	2,100	6,573	6,300
Government assistance	(7,699)	-	(215,241)	(424,169)
Care and maintenance for Lac Gueret project	84,893	87,919	301,190	851,718
Amortization of intangible assets	236,544	-	551,796	-
Depreciation	5,446	8,483	18,494	22,536
Operating net foreign exchange loss	655	(1,079)	(443)	1,086
Operating loss	1,567,692	2,265,283	4,278,413	5,842,980
Finance income	(19,126)	(40,649)	(62,316)	(131,823)
Net loss and comprehensive loss	\$ 1,548,566	\$ 2,224,634	\$ 4,216,097	\$ 5,711,157
Attributable to:				
Company shareholders	\$ 1,262,235	\$ 2,224,634	\$ 3,607,957	\$ 5,711,157
Non-controlling interest (Note 4)	\$ 286,331	\$ -	\$ 608,140	\$ -
Net loss and comprehensive loss per share - basic and diluted	\$ 0.01	\$ 0.02	\$ 0.03	\$ 0.04

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

Mason Graphite Inc.
CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)
(Unaudited)

	For the nine month period ended March 31,	
	2022	2021
	\$	\$
Cash flows used in operating activities		
Net Loss	(4,216,097)	(5,711,157)
Items not affecting cash:		
Share-based compensation	708,375	917,943
Amortization of intangible assets	551,796	-
Depreciation	18,494	22,536
Changes in non-cash working capital items:		
Sales tax receivables	(60,076)	496,101
Government assistance	(17,062)	29,500
Prepaid and other receivable	(30,110)	36,346
Accounts payable and accrued liabilities	(711,659)	(83,062)
	(3,756,339)	(4,291,793)
Cash flows from financing activities		
Issuance of shares by the subsidiary	2,980,085	-
Options exercised	-	29,738
	2,980,085	29,738
Cash flows used in investing activities		
Acquisition of intangible assets	(5,208,541)	-
Acquisition of property, plant and equipment	(629,328)	(1,193,701)
	(5,837,869)	(1,193,701)
Change in cash	(6,614,123)	(5,455,756)
Cash, beginning of the period	20,125,836	26,638,101
Cash, end of the period	13,511,713	21,182,345
Supplemental information:		
Property, plant and equipment accounted for in accounts payable and accrued liabilities	-	1,340,743

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

Mason Graphite Inc.
CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY
(Expressed in Canadian Dollars)
(Unaudited)

	Share Capital		Reserves				Total	Non-controlling Interest	Equity
	Number	Amount	Warrants	Broker warrants	Options	Deficit			
		\$	\$	\$	\$	\$	\$	\$	
Balance as of July 1, 2021	136,227,585	107,819,916	5,622,949	591,458	6,099,566	(95,242,007)	24,891,882	-	24,891,882
Issuance of shares for the acquisition of intangible assets	-	-	-	-	-	(130,052)	(130,052)	3,983,152	3,853,100
Issuance of shares by the subsidiary	-	-	-	-	-	445,300	445,300	2,554,785	3,000,085
Shares issued costs by the subsidiary	-	-	-	-	-	(11,200)	(11,200)	(8,800)	(20,000)
Share-based compensation	-	-	-	-	708,375	-	708,375	-	708,375
Net loss and comprehensive loss for the period	-	-	-	-	-	(3,607,957)	(3,607,957)	(608,140)	(4,216,097)
Balance, March 31, 2022	136,227,585	107,819,916	5,622,949	591,458	6,807,941	(98,545,916)	22,296,348	5,920,997	28,217,345
Balance as of July 1, 2020	136,227,585	107,770,516	5,622,949	591,458	4,941,437	(88,696,597)	30,229,763	-	30,229,763
Options exercised	65,000	49,238	-	-	(19,500)	-	29,738	-	29,738
Share-based compensation	-	-	-	-	917,943	-	917,943	-	917,943
Net loss and comprehensive loss for the period	-	-	-	-	-	(5,711,157)	(5,711,157)	-	(5,711,157)
Balance, March 31, 2021	136,292,585	107,819,752	5,622,949	591,458	5,839,880	(94,407,754)	25,466,285	-	25,466,285

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

Mason Graphite Inc.
Notes to Condensed Interim Consolidated Financial Statements
Three and nine months ended March 31, 2022, and 2021
(Expressed in Canadian Dollars, except where noted)
(Unaudited)

1. NATURE OF OPERATIONS AND LIQUIDITY RISK

Mason Graphite Inc. (“Mason Graphite” or the “Company”) was incorporated on March 15, 2011 under the *Business Corporations Act* (Ontario) and was continued under the *Canada Business Corporations Act* effective March 3, 2016. The Company’s head office is located at 3030 Le Carrefour Boulevard, Suite 600, Laval QC H7T 2P5 Canada.

Until the quarter ended March 31, 2020, Mason Graphite was engaged in the development of its 100% owned Lac Guéret graphite property located in Québec, Canada. Substantially, all of the Company’s efforts were devoted to financing and developing this property. The Company has a National Instrument 43-101 compliant technical report for its mineral reserve and resource estimate and for a feasibility study on the Lac Guéret property.

Since April 2020, given the current oversupply of graphite on world markets and the unfavourable capital market conditions for natural resources projects, the Company has decided to postpone, until further notice, the development of the Lac Guéret mine and concentrator (first transformation Lac Guéret project). Management has now given priority to the second transformation project (coated spherical graphite or VAP). This project will now be the main focus of the Company’s resources.

Although the Company has taken steps to verify title to the property, these procedures do not guarantee the Company’s title thereto. Property title may be subject to government licensing registration or regulation, unregistered prior agreements, unregistered claims, aboriginal claims, or non-compliance with regulatory and environmental requirements.

These unaudited condensed consolidated interim financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, 12 months from the end of the most recent reporting period.

As of March 31, 2022, the Company had a working capital of \$13,609,575, an accumulated deficit of \$98,545,916 and a net loss of \$4,216,097 for the nine months ended March 31, 2022. Working capital included a cash balance of \$13,511,713.

Management believes that the Company has sufficient funds to meet its obligations, operating expenses and some development expenditures of the value-added graphite product for the next 12 months. To obtain additional financing, which the Company can do in various ways, including through strategic partnerships, joint venture agreements, debt project financing or other options offered by financial markets. Management continues to assess all these possibilities. While management has been successful in securing financing in the past, there can be no assurance that it will be able to do so in the future or that these sources of funding or initiatives will be available for the Company or that they will be available on terms which are acceptable to the Company.

In March 2020, the COVID-19 epidemic was declared to be a pandemic by the World Health Organization. The situation is dynamic and the ultimate duration and magnitude of the impact on the economy and the financial effect on our activities is not known at the moment but could include an impact on our ability to obtain financing.

These unaudited condensed consolidated interim financial statements were reviewed, approved and authorized for issue by the Board of Directors on May 30, 2022.

Mason Graphite Inc.
Notes to Condensed Interim Consolidated Financial Statements
Three and nine months ended March 31, 2022, and 2021
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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Basis of presentation

These unaudited condensed consolidated interim financial statements 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. The unaudited condensed consolidated interim financial statements should be read in conjunction with the Company’s audited annual financial statements for the year ended June 30, 2021.

The preparation of the unaudited condensed consolidated interim financial statements in accordance with IAS 34 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company’s accounting policies.

The accounting policies followed in these unaudited condensed consolidated interim financial statements are consistent with those of the previous financial year in addition to the application of the new policies that follow.

b) Scope of consolidation

The unaudited condensed consolidated interim financial statements of the Company include the accounts of the parent company and its subsidiary. The parent company controls a subsidiary when it is exposed or entitled to variable returns because of its connection to the subsidiary and is able to directly influence these returns because of its power over the subsidiary. All transactions and balances between group companies are eliminated on consolidation, including unrealized gains and losses on transactions between group companies. The amounts presented in the financial statements of the subsidiary have been adjusted when necessary to ensure consistency with the accounting policies adopted by the Company.

Gains and losses as well as other comprehensive income (loss) of subsidiaries acquired or sold during the period are recognized from the effective date of the acquisition, or until the effective date of the sale, depending on the case.

Subsidiary company

Information on the Company’s subsidiary:

67% owned as of September 30, 2021

56% owned as of December 31, 2021 & March 31, 2022

SUBSIDIARY NAME	MAIN ACTIVITY	COUNTRY OF CONSTITUTION OF THE COMPANY
Black Swan Graphene Inc.	Graphene technology development	Canada

c) Non-Controlling interests

Non-controlling interests represent equity interests in subsidiaries held by external parties. The share of the net assets of subsidiaries attributable to non-controlling interests is presented as a component of equity. Their share of net income is recognized directly in equity even if the balance of income from non-controlling interests shows a loss. The Company treats transactions concluded with holders of non-controlling interests on the same basis as transactions in equity instruments. Changes in the parent company’s interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions.

Mason Graphite Inc.
Notes to Condensed Interim Consolidated Financial Statements
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2. SIGNIFICANT ACCOUNTING POLICIES (continued)

d) Transaction fees

Transaction costs related to financial assets at amortized cost are recorded as an increase in the carrying amount of the asset while transaction costs related to financial liabilities at amortized cost are recorded as a reduction of the carrying amount of the liability. They are then recognized over the expected lifespan. Transaction costs include fees and commissions paid to agents, advisers, brokers and arbitrageurs, amounts levied by regulatory agencies and stock exchanges as well as transfer duties and taxes. Transaction costs do not include the premium for debt redemption or issuance, financing costs, internal administration costs, or carrying costs.

e) Intangible assets

Intangible assets that are acquired separately are initially recorded at cost. The cost of intangible assets acquired in a business combination is recognized at fair value on the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortization and impairment losses, if applicable. The useful life of intangible assets is assessed as being either finite or indefinite.

Fixed-life intangible assets are amortized over their useful life and are tested for impairment whenever there is any indication that the intangible asset may have depreciated. The amortization period and the amortization method for intangible assets with a finite useful life are reviewed at each closing date. Changes in the expected useful life or in the consumption of future economic benefits of the asset are considered to be factors modifying the depreciation period or method, if any, and are treated as changes in accounting estimates. Depreciation expense for finite life intangible assets is recognized in the consolidated statements of net income and comprehensive income.

Identifiable intangible assets are recorded at cost and are amortized using the following method and useful lives:

Patents	Linear	10 years
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3. PROPERTY, PLANT AND EQUIPMENT

	IT equipment	Production equipment	Construction in progress	Total
	\$	\$	\$	\$
Balance, July 1, 2021	141,841	4,951,941	625,000	5,718,782
Depreciation	(18,494)	-	-	(18,494)
Balance, March 31, 2022	123,347	4,951,941	625,000	5,700,288
As of March 31, 2022				
Cost	218,593	15,069,570	32,469,164	47,757,327
Accumulated depreciation	(95,246)	-	-	(95,246)
Accumulated charge for impairment	-	(10,117,629)	(31,844,164)	(41,961,793)
Net book value	123,347	4,951,941	625,000	5,700,288

Mason Graphite Inc.
Notes to Condensed Interim Consolidated Financial Statements
Three and nine months ended March 31, 2022, and 2021
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(Unaudited)

4. BLACK SWAN GRAPHENE INC. FORMATION

On August 26, 2021, the Company acquired a portfolio of patents through its subsidiary Black Swan Graphene Inc. ("Black Swan"), then 66.67% owned (7,750,000 common shares).

The acquisition of a portfolio of patents from Thomas Swan does not meet the definition of a business combination; therefore, the transaction has been accounted for as the acquisition of a group of assets in accordance with IAS 38 Intangible Assets. The total acquisition price was allocated to the assets acquired based on their relative fair value.

The purchase price of the intangible assets was calculated as follows:

Consideration paid

Common shares representing 33.33% interest in Black Swan issued at closing.....	\$ 3,853,100
Cash paid to Thomas Swan (1).....	\$ 5,216,050
Transaction fees (2).....	\$ 390,127

Net assets acquired

Intangible assets.....	\$ 9,459,277
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(1) Including \$ 176,350 already paid in Prepayment for the transaction as at June 30, 2021.

(2) Including \$ 255,447 already paid in Deferred charges for an upcoming transaction as at June 30, 2021.

On November 8, 2021, Black Swan issued shares to a third party for consideration of 3,000,085, reducing the Company's ownership from 66.67% to 56%. The subsidiary incurred issuance costs of \$20,000.

5. ADDITIONAL INFORMATION

Value-added graphite products study charges are composed of:

	For the three month period		For the nine month period	
	ended March 31,		ended March 31,	
	2022	2021	2022	2021
Salaries	\$ 21,984	\$ 137,049	\$ 141,817	\$ 417,508
Subcontracting costs	13,764	241,396	215,984	765,572
General & office expenses	11,113	1,831	33,876	6,193
Location	-	10,703	22,618	31,642
Total	\$ 46,861	\$ 390,979	\$ 414,295	\$ 1,220,915

6. SUBSEQUENT EVENTS

On May 16, 2022, the Company and Mason Graphite Inc. announced that they had entered into a Strategic Investment and Conditional Option and Joint Venture Agreement on Lac Guéret Project".

Further the Company's also provided an update regarding it's subsidiary Black Swan Graphene:

On January 27, 2022 Dragonfly Capital Corp. ("Dragonfly") announced that Dragonfly, Black Swan Graphene Inc. ("BSG"), and the shareholders of Black Swan Graphene Inc., (collectively, the "Black Swan Shareholders") entered into a share exchange agreement (the "Share Exchange Agreement"), pursuant to which Dragonfly will acquire all of the issued and outstanding common shares (each, a "Black Swan Share") of BSG and grant certain options (each, a "Replacement Option") in exchange for those outstanding options (each, a "Black Swan Option") of BSG (the "Transaction"). It is expected that the Transaction will represent the reverse acquisition of Dragonfly by BSG for accounting purposes. There can be no assurance the Transaction will be completed as described or at all.

In connection with the Transaction, on March 14, 2022, Dragonfly completed a subscription receipt financing (the "Subscription Receipt Financing") for gross proceeds of approximately \$7,000,500, and in connection issued an aggregate of 46,669,665 subscription receipts (each, a "Subscription Receipt") at a price of \$0.15 per Subscription Receipt. Each Subscription Receipt, subject to the fulfillment of the Escrow Release Conditions, entitles the holder thereof to receive one common share in the capital of Dragonfly.