



etrion

Condensed Consolidated Interim
Financial Statements
Three and Six Months Ended June 30, 2021
UNAUDITED

At a Glance

Etrion Corporation

Etrion Corporation was created as a renewable energy development company. From our inception we have been committed to contributing to the diversification of the energy mix by leveraging the abundance of renewable resources to generate clean, reliable and cost-effective solar energy.

Active in Japan since 2012, we built a best in class family of solar assets together with a strong local team and have secured invaluable partnerships with developers, general contractors and local lenders.

In 2020, Etrion engaged Mitsubishi UFJ Morgan Stanley Securities Co., Ltd as financial advisor to assist with the potential sale of the Company's 57-megawatt operating solar portfolio and its 45-megawatt solar park under construction in Japan. During the second and third quarters of 2021, Etrion completed the sale of all of its Japanese solar projects to two different Japanese consortiums.



For more information about our Company,
take a look on our website at: www.etrion.com

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Condensed consolidated interim statement of net income (loss) and comprehensive net income

For the three and six months ended June 30, 2021 and 2020

UNAUDITED

Expressed in US\$'000

		Three months ended		Six months ended	
	Note	Q2-21	Q2-20 Restated*	Q2-21	Q2-20 Restated*
Continuing operations					
General and administrative expenses	6	(4,562)	(2,002)	(6,244)	(3,254)
Other (expense) income, net	7	(404)	2,293	(537)	1,835
Operating (loss) income		(4,966)	291	(6,781)	(1,419)
Finance income	8	575	-	677	-
Finance costs	8	(110)	(1,121)	(767)	(1,643)
Net finance income (costs)		465	(1,121)	(90)	(1,643)
Loss before income tax		(4,501)	(830)	(6,871)	(3,062)
Income tax recovery (expense)	9	2,524	(40)	2,441	52
Loss for the period from continuing operations		(1,977)	(870)	(4,430)	(3,010)
Profit from discontinued operations, net of tax	5	103,079	2,481	104,002	2,043
Net income (loss) for the period		101,102	1,611	99,572	(967)
Other comprehensive income					
Items that may be reclassified to profit and loss:					
(Loss) gain on currency translation		(4,385)	(218)	(6,107)	309
(Loss) gain on cash flow hedges, net of tax – discontinued operations		(589)	461	229	(49)
Reclassification adjustment on cash flow hedges – disposed assets	5	11,504	-	11,504	-
Total other comprehensive income		6,530	243	5,626	260
Total comprehensive net gain (loss) for the period		107,632	1,854	105,198	(707)
Income (loss) attributable to:					
Owners of the parent		101,102	1,611	99,572	(967)
Total		101,102	1,611	99,572	(967)
Total comprehensive income (loss) attributable to:					
Owners of the parent		107,632	1,854	105,198	(707)
Total		107,632	1,854	105,198	(707)
Total comprehensive income (loss) attributable to owners of the Company:					
Continuing operations		(6,362)	(1,089)	(10,537)	(2,701)
Discontinued operations		113,994	2,943	115,735	1,994
Total		107,632	1,854	105,198	(707)
Basic and diluted loss per share from continuing operations	10	\$(0.00)	\$(0.00)	\$(0.01)	\$(0.01)
Basic and diluted earnings per share for the period	10	\$0.30	\$0.01	\$0.30	\$0.00

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

*See note 5 for details regarding the restatement as a result of discontinued operations.

Condensed consolidated interim balance sheet

As at June 30, 2021

UNAUDITED

Expressed in US\$'000

	Note	June 30 2021	December 31 2020
Assets			
Non-current assets			
Property, plant and equipment		11	18
Intangible assets		1,063	1,110
Deferred income tax assets		163	171
Total non-current assets		1,237	1,299
Current assets			
Derivative financial instruments	16	-	120
Trade and other receivables	12	1,122	1,775
Cash and cash equivalents	11	131,679	45,964
		132,801	47,859
Assets held for sale	5	26,862	332,467
Total current assets		159,663	380,326
Total assets		160,900	381,625
Equity			
Attributable to common shareholders			
Share capital	13	111,304	111,304
Contributed surplus		9,461	13,641
Other reserves		(4,191)	1,916
Reserves of a disposal group held for sale	5	(1,060)	(12,793)
Accumulated earnings (losses)		7,016	(92,556)
Total equity		122,530	21,512
Liabilities			
Non-current liabilities			
Provisions		1,171	1,221
Total non-current liabilities		1,171	1,221
Current liabilities			
Trade and other payables	17	13,342	2,639
Current tax liabilities	9	131	2,990
Borrowings	15	-	41,406
		13,473	47,035
Liabilities directly associated with the assets held for sale	5	23,726	311,857
Total current liabilities		37,199	358,892
Total liabilities		38,370	360,113
Total equity and liabilities		160,900	381,625

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

Condensed consolidated statement of changes in equity

For the six months ended June 30, 2021 and 2020

UNAUDITED

Expressed in US\$'000

	Share capital	Contributed surplus	Other reserves	Accumulated (losses) earnings	Reserve of disposal group held for sale	Total equity
Balance at January 1, 2020	111,304	13,443	(12,799)	(115,048)	-	(3,100)
Comprehensive (loss) income:						
Loss for the period	-	-	-	(967)	-	(967)
Other comprehensive (loss) income:						
Cash flow hedges (net of tax)	-	-	(49)	-	-	(49)
Currency translation	-	-	309	-	-	309
Total comprehensive income (loss)	-	-	260	(967)	-	(707)

Transactions with owners in their capacity as owners:

Share-based payments	-	94	-	-	-	94
Balance at June 30, 2020	111,304	13,537	(12,539)	(116,015)	-	(3,713)

Balance at January 1, 2021	111,304	13,641	1,916	(92,556)	(12,793)	21,512
Comprehensive income (loss):						
Income for the period	-	-	-	99,572	-	99,572
Other comprehensive income (loss):						
Cash flow hedges (net of tax)	-	-	229	-	-	229
Discontinued operations	5	-	(229)	-	11,733	11,504
Currency translation	-	-	(6,107)	-	-	(6,107)
Total comprehensive (loss) income	-	-	(6,107)	99,572	11,733	105,198

Transactions with owners in their capacity as owners:

Share-based payments	-	(4,180)	-	-	-	(4,180)
Balance at June 30, 2021	111,304	9,461	(4,191)	7,016	(1,060)	122,530

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

Condensed consolidated interim statement of cash flow

For the three and six months ended June 30, 2021 and 2020

UNAUDITED

Expressed in US\$'000

		Three months ended		Six months ended	
	Note	Q2-21	Q2-20 Restated*	Q2-21	Q2-20 Restated*
*See note 5 for details regarding the restatement as a result of discontinued operations					
Operating activities:					
Net income (loss) for the period		101,102	1,611	99,572	(967)
Less: net income from discontinued operations		103,079	2,481	104,002	2,043
Loss for the period from continuing operations		(1,977)	(870)	(4,430)	(3,010)
Adjustments for:					
Depreciation and amortization	6	32	34	65	68
Income tax (recovery) expense	9	(2,525)	40	(2,441)	(52)
Share-based payment expense	6/14	1,415	46	1,547	94
Interest expense on corporate bonds	8	110	1,026	650	2,005
Loss on call option	8	-	-	117	-
Foreign exchange (gain) loss	8	(575)	246	(677)	-
Other (income) expense, net		(131)	283	-	733
Sub-total		(3,651)	805	(5,169)	(162)
Changes in working capital:					
Trade and other receivables		(1,371)	1,298	(1,681)	(124)
Trade and other payables		12,173	(1,761)	10,718	1,793
Income tax recovered (paid)		83	67	-	(1,527)
Net cash inflow/(outflow) from continuing operations		7,234	409	3,868	(20)
Net cash outflow from discontinued operations		(3,373)	(3,375)	(1,977)	(1,725)
Total cash flow generated from (used in) operating activities		3,861	(2,966)	1,891	(1,745)
Investing activities:					
Proceeds from sale (purchases) of intangible assets		-	106	-	(285)
Proceeds from sale of subsidiaries	5	128,084	-	128,084	-
Proceeds from shareholder loan	5	1,219	-	1,219	-
Net cash inflow/(outflow) from continuing operations		129,303	106	129,303	(285)
Net cash outflow from discontinued operations		(18,445)	(12,786)	(18,445)	(27,925)
Total cash flow generated from (used in) investing activities		110,858	(12,680)	110,858	(28,210)
Financing activities:					
Interest paid	15	-	(2,252)	(179)	(2,252)
Corporate bond repayment	15	-	-	(40,316)	-
Proceeds from Lundin family loan	18	-	-	4,679	-
Repayment of Lundin family loan	18	(4,928)	-	(4,928)	-
Net cash outflow from continuing operations		(4,928)	(2,252)	(40,744)	(2,252)
Net cash outflow from discontinued operations		(942)	(5,950)	(1,086)	(5,601)
Total cash flow used in financing activities		(5,870)	(8,202)	(41,830)	(7,853)
Net increase (decreased) in cash and cash equivalents		108,849	(23,848)	70,919	(37,808)
Effect of exchange rate changes on cash and cash equivalents		173	1,660	(6,712)	1,019
Subsidiaries deconsolidation	5	(40,215)	-	(40,215)	-
Cash and cash equivalents at the beginning of the period		64,864	108,781	109,679	123,382
Cash and cash equivalents at the end of the period	11	133,671	86,593	133,671	86,593
From continuing operations		131,679	86,593	131,679	86,593
From discontinued operations		1,992	-	1,992	-

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

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Notes to the condensed consolidated interim financial statements

For the three and six months ended June 30, 2021 and 2020

UNAUDITED

Expressed in US\$'000 unless otherwise stated

1. General information

Etrion Corporation ("Etrion" or the "Company" or, together with its subsidiaries, the "Group") is incorporated under the laws of the Province of British Columbia, Canada. The address of its registered office is 2200 HSBC Building, 885 West Georgia Street, Vancouver, British Columbia V6C 3E8, Canada. The Company is listed on the Toronto Stock Exchange in Canada and the NASDAQ OMX Stockholm Stock Exchange in Sweden under the same ticker symbol, "ETX".

The Company engaged Mitsubishi UFJ Morgan Stanley Securities Co., Ltd ("MUMSS") in the summer of 2020 as financial advisor to assist with the potential sale of the Japanese solar assets. During the third quarter of 2020, the Company received several non-binding proposals from strategic and financial investors regarding the potential purchase of the solar projects and a short-listed group of interested parties were selected to engage in detailed due diligence of the subject assets. Following such due diligence, the Company received various binding offers and in the fourth quarter the Board of Directors selected two preferred bidders, one for the four operating solar projects and another one for Project Niigata. Following the selection of the preferred bidders, the Company entered into negotiation of formal transaction agreements.

On May 31, 2021, the Company completed the sale of its TK interests in the 45 MW Niigata solar project to a consortium led by Renewable Japan Co. Ltd for gross proceeds of JPY 6.3 billion (approximately \$57.7 million).

On June 22, 2021, the Company completed the sale of its TK interests in the 13.2 MW Komatsu, 24.7 MW Shizukuishi and 9.3 MW Mito, operating solar energy projects to a Japanese consortium ("the Consortium"), for gross proceeds of JPY 8.3 billion (approximately \$74.9 million).

On July 28, 2021, the Company completed the sale of its TK interests in the 9.5 MW Misawa energy project to the Consortium, for gross proceeds of JPY 1.5 billion (approximately \$13.5 million). Misawa is the last remaining asset held for sale as of June 30, 2021.

The Company's management has concluded that, since September 30, 2020, the Japanese solar assets and the entire Solar Segment have met the definition of assets held for sale and discontinued operations as per IFRS 5. [Note 5](#)

These condensed consolidated interim financial statements are presented in United States ("US") Dollars ("\$"), which is the Group's presentation currency. The Company's Board of Directors approved these condensed consolidated interim financial statements on August 6, 2021.

2. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all periods presented unless otherwise stated.

(a) Basis of preparation

These condensed consolidated interim financial statements have been prepared in accordance with IAS 34, Interim Financial Reporting, using accounting policies consistent with International Financial Reporting Standards ("IFRS"). These condensed consolidated interim financial statements should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2020. These condensed consolidated interim financial statements have been prepared on the basis of accounting policies, methods of computation and presentation consistent with those applied in the audited consolidated financial statements for the year ended December 31, 2020.

(b) Changes in accounting policies and disclosures

The accounting policies adopted in the preparation of the interim condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended December 31, 2020. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective. There are no other IFRS or interpretations that are not yet effective and that would be expected to have a material impact on the Group.

(c) Assets held for sale and discontinued operations

The Company classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset (disposal group), excluding finance costs and income tax expense.

The criteria for held for sale classification is considered as met only when the sale is highly probable, and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the plan to sell the asset and the sale expected to be completed within one year from the date of the classification.

Property, plant and equipment and intangible assets are not depreciated or amortized once classified as held for sale.

Assets and liabilities classified as held for sale are presented separately as current items in the statement of financial position.

A disposal group qualifies as discontinued operation if it is a component of an entity that either has been disposed of, or is classified as held for sale, and: (1) represents a separate major line of business or geographical area of operations, (2) is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations or (3) is a subsidiary acquired exclusively with a view to resale.

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the consolidated statement of net income. Additional disclosures are provided in [Note 5](#). All other notes to the financial statements include amounts for continuing operations, unless indicated otherwise.

3. Accounting estimates and assumptions

In connection with the preparation of the Company's condensed consolidated interim financial statements, the Company's management has made assumptions and estimates about future events and applied judgments that affect the reported values of assets, liabilities, revenues, expenses and related disclosures. The assumptions, estimates and judgments are based on historical experience, current trends and other factors that the Company's management believes to be relevant at the time the condensed consolidated interim financial statements are prepared.

On a regular basis, the Company's management reviews the accounting policies, assumptions, estimates and judgments to ensure that the consolidated financial statements are presented fairly in accordance with IFRS. However, because future events and their effects cannot be determined with certainty, actual results could differ from these assumptions and estimates, and such differences could be material. There has been no change to the critical accounting estimates and assumptions used in the preparation of the Company's condensed consolidated interim financial statements for the three and six months ended June 30, 2021, from those disclosed in the notes to the Company's audited consolidated financial statements for the year ended December 31, 2020.

4. Segment reporting

While the Company's only segment (Solar Japan) is now classified as discontinued operations [Note 5](#), management continues to disclose the segment information together with the corporate activities as it believes that this information is useful for readers of the consolidated financial statements. The Group's country of domicile is Canada. However, all consolidated revenues from external customers are derived from Japan. The Group's electricity production in Japan is sold to the Japanese public utilities, Tokyo Electric Power Company ("TEPCO"), Hokuriku Electric Power Co., Inc. ("HOKURIKU"), and Tohoku Electric Power Co., Inc. ("TOHOKU"). The Company's revenue breakdown by major customers in Japan is as below:

	Three months ended		Six months ended	
	Q2-21	Q2-20	Q2-21	Q2-20
TEPCO	1,135	1,280	2,173	2,237
TOHOKU	4,311	4,411	6,416	6,945
HOKURIKU	1,264	1,439	2,065	2,244
TOTAL	6,710	7,130	10,654	11,426

Notes to the condensed consolidated interim financial statements

For the three and six months ended June 30, 2021 and 2020

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The Group's revenues, EBITDA and results are presented as follows:

	Three months ended					
	Q2-21			Q2-20		
	Solar Japan	Corporate	Total	Solar Japan	Corporate	Total
Revenue	6,710	-	6,710	7,130	-	7,130
Operating expenses	(1,022)	-	(1,022)	(1,137)	-	(1,137)
General and administrative expenses	(6,724)	(4,530)	(11,254)	(62)	(1,968)	(2,030)
Other (expense) income, net	(992)	(404)	(1,396)	17	2,293	2,310
EBITDA	(2,028)	(4,934)	(6,962)	5,948	325	6,273
Depreciation and amortization	-	(32)	(32)	(2,321)	(34)	(2,355)
Finance income	-	575	575	3	-	3
Finance costs	(1,021)	(110)	(1,131)	(1,131)	(1,121)	(2,252)
(Loss) income before income tax	(3,049)	(4,501)	(7,550)	2,499	(830)	1,669
Income tax (expense) recovery	(610)	2,524	1,914	(18)	(40)	(58)
Net (loss) income for the period	(3,659)	(1,977)	(5,636)	2,481	(870)	1,611

	Six months ended					
	Q2-21			Q2-20		
	Solar Japan	Corporate	Total	Solar Japan	Corporate	Total
Revenue	10,654	-	10,654	11,426	-	11,426
Operating expenses	(2,157)	-	(2,157)	(2,192)	-	(2,192)
General and administrative expenses	(6,770)	(6,179)	(12,949)	(158)	(3,186)	(3,344)
Other (expense) income, net	(994)	(537)	(1,531)	25	1,835	1,860
EBITDA	733	(6,716)	(5,983)	9,101	(1,351)	7,750
Depreciation and amortization	-	(65)	(65)	(4,611)	(68)	(4,679)
Finance income	-	677	677	4	-	4
Finance costs	(2,105)	(767)	(2,872)	(2,225)	(1,643)	(3,868)
(Loss) income before income tax	(1,372)	(6,871)	(8,243)	2,269	(3,062)	(793)
Income tax (expense) recovery	(1,364)	2,441	1,077	(226)	52	(174)
Net (loss) income for the period	(2,736)	(4,430)	(7,166)	2,043	(3,010)	(967)

The Group's assets and liabilities can be presented as follows:

	June 30, 2021			December 31, 2020		
	Solar Japan	Corporate	Total	Solar Japan	Corporate	Total
Property, plant and equipment	22,680	11	22,691	242,800	18	242,818
Intangible assets	1,383	1,063	2,446	12,306	1,110	13,416
Cash and cash equivalents	1,992	131,679	133,671	63,715	45,964	109,679
Other assets	807	1,285	2,092	13,646	2,066	15,712
Total assets	26,862	134,038	160,900	332,467	49,158	381,625
Borrowings	21,688	-	21,688	279,953	41,406	321,359
Trade and other payables	193	13,342	13,535	5,104	2,639	7,743
Other liabilities	1,845	1,302	3,147	26,800	4,211	31,011
Total liabilities	23,726	14,644	38,370	311,857	48,256	360,113

5. Discontinued operations and assets held for sale

In 2020, Etrion engaged Mitsubishi UFJ Morgan Stanley Securities Co., Ltd as financial advisor to assist with the potential sale of the Company's 57-megawatt operating solar portfolio and its 45-megawatt solar park under construction in Japan.

On May 31, 2021, the Company completed the sale of its TK interests in the 45 MW Niigata solar project under construction to Renewable Japan Co. Ltd and Daiichi Life Insurance Company Limited for gross proceeds of JPY 6.3 billion (approximately \$57.7 million).

On June 22, 2021, the Company completed the sale of its TK interests in the Company's 13.2 MW Komatsu, 24.7 MW Shizukuishi and 9.3 MW Mito operating solar energy projects (collectively the "3 Projects") to companies established by Development Bank of Japan Inc., Kansai Electric Power Co., Inc. and Osaka Gas Co., Ltd. (collectively the "Consortium"), for gross proceeds of JPY 8.3 billion (approximately \$74.9 million).

As June 30, 2021, the last remaining operating solar project owned by Etrion was the 9.5 MW Misawa solar energy project. The sale was completed on July 28, 2021, as disclosed under [Note 21](#).

The results of the Solar Japan discontinued operations for the period are presented below:

	Three months ended		Six months ended	
	Q2-21	Q2-20	Q2-21	Q2-20
Revenue	6,710	7,130	10,654	11,426
Operating expenses	(1,022)	(1,137)	(2,157)	(2,192)
General and administrative expenses	(6,724)	(62)	(6,770)	(158)
Other (expense) income, net	(992)	17	(994)	25
EBITDA	(2,028)	5,948	733	9,101
Depreciation and amortization	-	(2,321)	-	(4,611)
Finance costs	(1,021)	(1,127)	(2,105)	(2,221)
(Loss) income before income tax from discontinued operations	(3,049)	2,499	(1,372)	2,269
Income tax expense	(610)	(18)	(1,364)	(226)
Net (loss) income for the period from discontinued operations	(3,659)	2,481	(2,736)	2,043
Gain on sale of subsidiaries	118,242	-	118,242	-
Reclassification adjustment on cash flow hedges – disposed assets	(11,504)	-	(11,504)	-
Profit from discontinued operations	103,079	2,481	104,002	2,043

Details of the sale of the Japanese subsidiaries, are as follows:

	JPY	US\$
Total cash consideration at closing	14,622,941	135,993
Less (-) proceeds from shareholder loan	(131,088)	(1,219)
Sale proceeds for shares in Japanese subsidiaries	14,491,853	134,774
Carrying amount of net assets sold	(1,777,792)	(16,532)
Gain on sale of subsidiaries	12,714,061	118,242

Upon the closing of the sale and purchase agreements, the Company's 100% participation in the shares of the Japanese subsidiaries and the shareholder loan outstanding from these entities were both acquired by the two consortiums for JPY 14.5 billion (\$134.8 million) and JPY 131 million (\$1.2 million), respectively.

Transaction costs directly attributable to the sale transaction of approximately \$6.7 million have been recognized and classified in the General and administrative expenses as part of the discontinued operations.

Notes to the condensed consolidated interim financial statements

For the three and six months ended June 30, 2021 and 2020

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The carrying amounts of assets and liabilities as at the date of sale were as follows:

	JPY	US\$
Property, plant and equipment	27,848,972	258,995
Intangible assets	1,100,688	10,236
Trade receivables	228,157	2,122
Other assets	2,126,982	19,781
Cash	4,324,150	40,215
Total assets	35,628,949	331,349

	JPY	US\$
Borrowings	26,551,589	246,930
Trade payables	149,062	1,386
Derivatives financial liabilities	1,083,686	10,078
Other liabilities	6,066,820	56,423
Total liabilities	33,851,157	314,817

Net assets	1,777,792	16,532
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The major classes of assets and liabilities of the Solar Japan disposal group classified as held for sale as at June 30, 2021, are as follows:

	June 30 2021	December 31 2020
Assets		
Property, plant and equipment	22,680	242,800
Intangible assets	1,383	12,306
Deferred income tax assets	-	2,349
Trade and other receivables	807	11,297
Cash and cash equivalents	1,992	63,715
Assets classified as held for sale	26,862	332,467

Liabilities		
Borrowings	21,688	279,953
Deferred income tax liabilities	174	-
Trade and other payables	193	5,109
Derivative financial instruments	846	11,140
Lease liabilities	-	10,199
Provisions	825	5,456
Liabilities directly associated with assets held for sale	23,726	311,857
Net assets directly associated with disposal group	3,136	20,610

Amounts included in other reserves:

Loss on cash flow hedges	(1,460)	(17,575)
Deferred tax on cash flow hedges	400	4,782
Reserve of disposal group classified as held for sale	(1,060)	(12,793)

6. General and administrative expenses

	Three months ended		Six months ended	
	Q2-21	Q2-20 Restated	Q2-21	Q2-20 Restated
Salaries and benefits	1,438	771	1,947	1,354
Board of Directors' fees	36	38	65	106
Share-based payments	2,113	46	2,245	94
Professional fees	228	913	1,041	1,186
Listing and marketing	105	74	153	119
Depreciation and amortization	32	34	65	68
Office lease	56	76	111	150
Office, travel and other	554	50	617	177
Total general and administrative expenses	4,562	2,002	6,244	3,254

General and administrative expenses include severance provisions and the accelerated expenses of fully vested RSUs. Other expenses include \$0.4 million of net wealth tax provision from the Group's subsidiary Solar Resources Holding Sàrl.

7. Other (expense) income, net

	Three months ended		Six months ended	
	Q2-21	Q2-20 Restated	Q2-21	Q2-20 Restated
Income from arranging the sale of PV Salvador SpA	-	2,977	-	2,977
AMS termination fee received	-	341	-	341
Unrecoverable withholding taxes	(338)	(1,008)	(338)	(1,008)
Municipality tax reassessment from disposed assets	-	-	-	(382)
Unrecoverable VAT and other	(66)	(17)	(199)	(93)
Total other (expense) income, net	(404)	2,293	(537)	1,835

During the six months ended June 30, 2021, the Company recognized a \$0.2 million write-off of unrecoverable VAT from one of its Japanese subsidiaries and \$0.3 million of unrecoverable withholding taxes triggered by the cash distribution made under the TK-GK structure. In addition, in 2020, the Company recognized \$1.0 million of unrecoverable withholding taxes following an investment contribution to one Japanese subsidiary and \$0.4 million of tax expense relating to tax reassessments received from the Italian municipalities where two of its previously owned solar parks operated. Under the terms of the original sale and purchase agreement, the seller was responsible for certain specific potential claims not confirmed at the date of sale in December 2016. On May 14, 2020, Etrion recognized an income from arranging the sale of PV Salvador SpA in exchange for cash proceeds of \$3.0 million. Concurrent with this transaction, Etrion received a termination fee of \$0.3 million as compensation for the early termination of the asset's management service contract with PV Salvador SpA.

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8. Net finance costs

	Three months ended		Six months ended	
	Q2-21	Q2-20 Restated	Q2-21	Q2-20 Restated
Finance income:				
Foreign exchange gain	575	-	677	-
Total finance income	575	-	677	-
Finance costs:				
Interest expense on corporate bonds	-	795	64	1,538
Loss on call option	-	-	117	-
Loss on debt extinguishment	-	-	435	-
Foreign exchange loss	-	314	-	68
Other finance costs	110	12	151	37
Total finance costs	110	1,121	767	1,643
Net finance (income) costs	(465)	1,121	90	1,643

The Group had a fixed rate corporate bonds which was fully repaid on January 7, 2021. Interest expenses are calculated using the effective interest rate method as described in IFRS 9 Financial instruments.

During the six months ended June 30, 2021, the Group recognized a loss on debt extinguishment of \$0.4 million together with a loss on call option of \$0.1 million associated with the redemption of the corporate bonds. The finance costs associated with the projects held for sale are disclosed under [Note 5](#).

9. Income taxes

(a) Income tax expense

	Three months ended		Six months ended	
	Q2-21	Q2-20 Restated	Q2-21	Q2-20 Restated
Income tax expense:				
Corporate income tax recovery (expense)	2,524	(40)	2,441	52
Total income tax recovery (expense)	2,524	(40)	2,441	52

During the three and six months ended June 30, 2021, the Group recognized an income tax recovery of \$2.5 million and \$2.4 million, respectively (2020: \$40 thousand of tax expense and \$52 thousand of tax recovery) associated with its management services subsidiaries. The tax recovery was triggered by a change in the estimate tax impact in connection with the sale of the Japanese assets.

(b) Current income tax liabilities

	June 30 2021	December 31 2020
Corporate income tax	131	2,990
Total current income tax liabilities	131	2,990

10. Earnings (loss) per share

Basic and diluted earnings per share is calculated by dividing the net income for the period attributable to owners of the Company by the weighted average number of shares outstanding during the period. The calculation of basic and diluted income per share is as follows:

	Three months ended		Six months ended	
	Q2-21	Q2-20 Restated	Q2-21	Q2-20 Restated
Income (loss) attributable to common shareholders:				
Loss from continuing operations	(1,977)	(870)	(4,430)	(3,010)
Income from discontinued operations	103,079	2,481	104,002	2,043
Total Income (loss) attributable to common shareholders	101,102	1,611	99,572	(967)
Weighted average number of thousand shares outstanding	334,094	334,094	334,094	334,094
Basic and diluted (loss) earnings per share:				
Loss from continuing operations	\$(0.00)	\$(0.00)	\$(0.01)	\$(0.01)
Income from discontinued operations	\$0.30	\$0.01	\$0.31	\$0.01
Total basic and diluted earnings per share	\$0.30	\$0.01	\$0.30	\$0.00

11. Cash and cash equivalents

The Group's cash and cash equivalents are held in banks in Canada, Luxembourg, Switzerland, the United States and Japan with high and medium grade credit ratings assigned by international credit agencies. The fair value of cash and cash equivalents approximates their carrying value owing to short maturities.

	June 30 2021	December 31 2020
Unrestricted cash at parent level	131,679	8,956
Restricted cash at parent level (bond)	-	37,008
Total	131,679	45,964

For the purpose of the statement of cash flows, cash and cash equivalents comprise the following at June 30, 2021:

	June 30 2021	December 31 2020
Cash and cash equivalents attributable to continuing operations	131,679	45,964
Cash and cash equivalents attributable to discontinued operations	1,992	63,715
Total	133,671	109,679

Restricted cash at project level (classified in discontinued operations) relates to cash and cash equivalents that are restricted by the lending banks for future payment of interest and principal and working capital requirements related to each project. Restricted cash and cash equivalents can be distributed from the Group's projects, subject to approval from the lending banks, through repayment of shareholder loans, payment of interest on shareholder loans or dividend distributions.

12. Trade and other receivables

	June 30 2021	December 31 2020
Current portion:		
VAT account receivables	129	411
Advances paid and prepaid expenses	396	1,192
Other current assets	597	172
Total trade and other receivables	1,122	1,775

As of June 30, 2021, the Company has other current assets of \$0.4 million related to the price adjustment to be received from the sale of the solar projects.

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13. Share capital

The Company has authorized capital consisting of an unlimited number of common shares, of which 334,094,324 shares are issued and fully-paid and outstanding at June 30, 2021 (December 31, 2020: 334,094,324). In addition, the Company is authorized to issue an unlimited number of preferred shares, issuable in series, none of which have been issued. The common shares of the Company have no par value, are all the same class, carry voting rights, and entitle shareholders to receive dividends as and when declared by the Board of Directors. No dividends were declared during the six months ended June 30, 2021, and 2020.

14. Share-based payments

The Company maintains a Restricted Share Unit (RSU) award plan for employees, consultants, directors, and officers. Outstanding RSUs have a contractual term of six years and have market-based vesting conditions. During the three and six months ended June 30, 2021, the Group recognized share-based payment expenses of \$1.4 million and \$1.5 million, respectively, (2020: \$46 thousand and \$94 thousand) related to its RSUs scheme. [Note 6](#)

On June 22, 2021, following the completion of the sale of the majority of the Company's Japanese assets, the outstanding RSU grants met the accelerating vesting conditions. Therefore, as of June 22, 2021, all outstanding RSUs have been fully expensed. Consequently, the original given treatment was modified from equity-settled to cash-settled, and the board of directors approved the fair value of CAD\$ 0.41 per RSU at the date of modification. The fair value was measured by reference to the Company's share price at the date of the modification.

15. Borrowings

	Corporate bond	Total
At January 1, 2021	41,406	41,406
Accrued interest	64	64
Repayment of interest	(179)	(179)
Repayment of the corporate bonds	(40,316)	(40,316)
Derecognition of transaction costs	162	162
Exchange differences	(1,137)	(1,137)
At June 30, 2021	-	-

On January 7, 2021, the Company repaid the outstanding corporate bonds, in full and at a redemption price of 100.725% of the face value plus accrued and unpaid interest.

At June 30, 2021 and December 31, 2020, the Group was not in breach of any of the imposed operational and financial covenants associated with its Japanese project loans. All borrowings associated with the Solar Japan segment have been classified as liabilities associated with assets held for sale, effective since September 30, 2020. [Note 5](#)

16. Derivative financial instruments

	June 30 2021	December 31 2020
Derivative financial assets:		
Corporate bond call option	-	120
Total derivative financial assets	-	120

Corporate bond call option

During the six months ended June 30, 2021, the Group derecognized the call option on the redemption of the corporate bonds which were fully repaid on January 7, 2021.

Interest rate swap contracts

The Group enters into interest rate swap contracts in order to hedge against the risk of variations in the Group's cash flows as a result of floating interest rates on its non-recourse project loans in Japan. The fair value of these interest rate swap contracts is calculated as the present value of the estimated future cash flows, using the notional amount to maturity as per the interest rate swap contracts, the observable TIBOR interest rate forward yield curves and an appropriate discount factor.

At June 30, 2021, and December 31, 2020, all of the Group's derivative financial instruments qualified for hedge accounting with fair value movements accounted for within equity, except for the ineffective portion that is recorded in finance income/costs. All derivatives associated with the Solar Japan segment, in the amount of \$0.8 million (2020: \$11.1 million), have been classified as liabilities associated with assets held for sale, effective since September 30, 2020. [Note 5](#)

17. Trade and other payables

	June 30 2021	December 31 2020
Financial liabilities		
Trade payables	4,957	262
Total financial liabilities	4,957	262
Accrued expenses	2,157	2,153
Other payables	6,228	224
Total trade and other payables	13,342	2,639

The accrued expenses and other payables include the severance provision and RSUs payable to entitled employees.

18. Related parties

For the purposes of preparing the Company's condensed consolidated interim financial statements, parties are considered to be related if one party has the ability to control the other party, or if one party can exercise significant influence over the other party in making financial and operational decisions. The Company's major shareholder is the Lundin family, which collectively owns through various trusts approximately 36% of the Company's common shares (2020: 36%). Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed below. Details of transactions between the Group and other related parties are disclosed below.

(a) Related party transactions

During the three and six months ended June 30, 2021, the Group entered into the following transactions with related parties:

	Three months ended		Six months ended	
	Q2-21	Q2-20	Q2-21	Q2-20
General and administrative expenses:				
Lundin Energy AB	5	6	4	6
Lundin SA	-	-	30	30
Total transactions with related parties	5	6	34	36

Lundin family

On January 4, 2021, Etrion received a €4.0 million (approximately \$4.7 million) loan facility from the Lundin family in order to provide additional financing in anticipation of the redemption of the corporate bonds. The loan bore a 3% interest rate and was repayable on December 21, 2021. This loan was repaid in full on June 9, 2021.

There were no amounts outstanding to related parties at June 30, 2021 and December 31, 2020.

There were no amounts outstanding from related parties at June 30, 2021 and December 31, 2020.

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19. Financial assets and liabilities

	June 30, 2021			December 31, 2020		
	Financial assets at amortized cost	Fair value recognized in profit and loss	Total	Financial assets at amortized cost	Fair value recognized in profit and loss	Total
Financial assets						
Current						
Derivative financial instruments	-	-	-	-	120	120
Cash and cash equivalents	131,679	-	131,679	45,964	-	45,964
Total financial assets	131,679	-	131,679	45,964	120	46,084

	June 30, 2021			December 31, 2020		
	Financial and other liabilities at amortized cost	Fair value recognized in profit and loss	Total	Financial and other liabilities at amortized cost	Fair value recognized in profit and loss	Total
Financial liabilities						
Current						
Trade payables	4,957	-	4,957	262	-	262
Borrowings	-	-	-	-	41,406	41,406
Total financial liabilities	4,957	-	4,957	262	41,406	41,668

The Group's financial instruments carried at fair value are classified at the following levels within a measurement hierarchy that is based on the valuation technique used to estimate fair values:

Level 1: includes fair value measurements derived from quoted prices in active markets for identical assets or liabilities. The fair values of financial instruments traded in the active market are based on quoted market prices at the balance sheet date. At June 30, 2021 and December 31, 2020, the Group's cash and cash equivalents and corporate bonds were classified as Level 1. The fair value of the corporate bonds approximated its carrying value.

Level 2: includes fair value measurements derived from inputs other than quoted prices included within Level 1 that are observable for assets or liabilities, either directly or indirectly. The fair values of financial instruments that are not traded in an active market are determined by using valuation techniques that maximize 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. At June 30, 2021 and December 31, 2020, the Group's interest rate swap contracts were classified as Level 2 and the fair value of such instruments was calculated as the present value of the estimated future cash flows, based on the notional amount to maturity as per the interest rate swap contracts, the observable TIBOR forward interest rate curves and an appropriate discount factor. The fair value of the non-recourse project loans approximated their carrying values as the loans bear floating interest rates.

Level 3: includes fair value measurements derived from valuation techniques that include inputs for assets or liabilities that are not based on observable market data. At June 30, 2021 and December 31, 2020, the Group had no financial instruments classified as Level 3.

The Group's assets and liabilities that are measured at fair value are as follows:

	June 30 2021	December 31 2020
Financial assets		
Level 1: Cash and cash equivalents (including restricted cash)	131,679	45,964
Level 2: Bond call option	-	120
Total financial assets	131,679	46,084
Financial liabilities:		
Level 1: Corporate bonds	-	41,406
Level 2: Interest rate swaps	-	-
Total financial liabilities	-	41,406

20. Contingencies

On August 10, 2015, the Group received a litigation notice from a former employee alleging unreconciled labor-related differences. The Company's Directors believe the claim is without merit, and the Group continues to vigorously defend itself. Given the current stage of the legal process, the Company is unable to make a reliable estimate of the financial effects of the litigation and has not included a provision for liability under IAS 37 Provisions, Contingent Liabilities and Contingent Assets, in these consolidated financial statements.

21. Subsequent events

9.5 MW Misawa solar project sale

On July 28, 2021, the Company completed the sale of its TK interests in the 9.5 MW Misawa energy project to the Consortium, for gross proceeds of JPY 1.5 billion (approximately \$13.5 million).

	JPY	US\$
Total cash consideration at closing	1,481,843	13,474
Carrying amount of net assets sold	(428,281)	(3,894)
Gain on sale of subsidiary	1,053,562	9,580

Distribution to the shareholders

On August 5, 2021, the Company's board of directors declared an initial distribution to shareholders of US\$0.327 (CAD\$0.41) per common share. The distribution will be made as a return of capital to shareholders of record at the close of business on August 17, 2021, and the capital of the common shares will be reduced accordingly. The distribution will be payable on August 24, 2021. The distribution on shares traded on Nasdaq Stockholm will be paid in Swedish kronor in accordance with Euroclear principles on or about August 30, 2021.