

**PyroGenesis Canada Inc.**

**Condensed  
Interim Financial Statements**

Three months ended March 31, 2015 and 2014

(Unaudited)

## **UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS**

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the unaudited condensed interim financial statements for the period ended March 31, 2015.

# PyroGenesis Canada Inc.

## Condensed Interim Statements of Financial Position

(Unaudited) As at	March 31, 2015 \$	December 31, 2014 \$
<b>Assets</b>		
<i>Current assets</i>		
Cash	2,841,734	362,183
Accounts receivable [note 4]	422,411	1,353,547
Sales tax receivable	79,290	98,270
Costs and profits in excess of billings on uncompleted contracts [note 5]	1,364,416	934,204
Inventories	147,774	147,774
Investment tax credits receivable	308,650	252,216
Prepaid expenses and deposits [note 6]	214,159	348,826
<b>Total current assets</b>	<b>5,378,434</b>	<b>3,497,020</b>
<b>Non-current assets</b>		
Property and equipment [note 7]	616,684	644,563
Intangible assets [note 8]	2,444,481	2,793,749
<b>Total assets</b>	<b>8,439,599</b>	<b>6,935,332</b>
<b>Liabilities</b>		
<i>Current liabilities</i>		
Accounts payable and accrued liabilities [note 9]	1,326,546	1,266,602
Current portion of obligation under finance lease	2,990	2,964
Billings in excess of costs and profits on uncompleted contracts [note 11]	831,636	724,652
<b>Total current liabilities</b>	<b>2,161,172</b>	<b>1,994,218</b>
<b>Non-current liabilities</b>		
Obligation under finance lease	2,313	3,070
Loans - other [note 12]	750,849	2,059,792
Convertible debenture [note 13]	3,180,985	-
<b>Total liabilities</b>	<b>6,095,319</b>	<b>4,057,080</b>
<b>Shareholders' equity (deficiency) [note 14]</b>		
Common shares	22,693,512	22,712,406
Warrants reserve	1,390,683	2,669,104
Contributed surplus	4,090,722	2,628,305
Equity portion of convertible debenture [note 13]	580,015	-
Other equity	24,844	24,844
Deficit	(26,435,496)	(25,156,407)
	<b>2,344,280</b>	<b>2,878,252</b>
<b>Total liabilities and shareholders' equity (deficiency)</b>	<b>8,439,599</b>	<b>6,935,332</b>

Going concern disclosure, related party transactions [notes 1 and 17]

These condensed interim financial statements were approved and authorized for issuance by the Board of Directors on May 29, 2015.

Approved on behalf of the Board:

[Signed by P. Peter Pascali] P. Peter Pascali

[Signed by Alan Curleigh] Alan Curleigh

The accompanying notes form an integral part of the financial statements

# PyroGenesis Canada Inc.

## Condensed Interim Statements of Comprehensive Loss

(Unaudited) Three months ended March 31	2015 \$	2014 \$
<b>Revenue [note 20]</b>	<b>1,116,477</b>	806,425
Cost of sales and services [note 16]	<b>1,163,591</b>	832,410
Gross margin	<b>(47,114)</b>	(25,985)
<b>Expenses</b>		
Selling, general and administrative [note 16]	<b>1,191,516</b>	946,918
Research and development [note 16]	<b>29,124</b>	99,601
Financing charges [note 16]	<b>11,524</b>	92,259
	<b>1,232,164</b>	1,138,778
<b>Loss from operations</b>	<b>(1,279,278)</b>	(1,164,763)
Other income	<b>189</b>	35
<b>Comprehensive loss</b>	<b>(1,279,089)</b>	(1,164,728)
<b>Basic and diluted loss per share</b>	<b>(0.02)</b>	<b>(0.02)</b>
Weighted average number of common shares outstanding - basic and diluted [note 18]	<b>84,829,618</b>	<b>67,198,649</b>

The accompanying notes form an integral part of the financial statements

# PyroGenesis Canada Inc.

## Condensed Interim Statements of Changes in Shareholders' Equity (Deficiency)

(Unaudited)

Three months ended March 31

	Number of Class A common shares	Class A common share capital \$	Warrants reserve \$	Contributed surplus \$	Equity portion of convertible debenture \$	Other Equity \$	Deficit \$	Total \$
<b>Balance - December 31, 2014</b>	<b>84,796,729</b>	<b>22,712,406</b>	<b>2,669,104</b>	<b>2,628,305</b>	<b>-</b>	<b>24,844</b>	<b>(25,156,407)</b>	<b>2,878,252</b>
Shares issued upon exercise of options	35,000	26,618	-	(19,268)	-	-	-	7,350
Expired warrants [note 14 (ii)]	-	-	(1,332,234)	1,332,234	-	-	-	-
Broker warrants [note 14 (iii)]	-	(53,813)	53,813	-	-	-	-	-
Equity portion of convertible debenture [note 13]	-	-	-	-	580,015	-	-	580,015
Adjusted legal fees [note 14 (iv)]	-	8,301	-	-	-	-	-	8,301
Share-based payments	-	-	-	149,451	-	-	-	149,451
Comprehensive loss during the period	-	-	-	-	-	-	(1,279,089)	(1,279,089)
<b>Balance - March 31, 2015</b>	<b>84,831,729</b>	<b>22,693,512</b>	<b>1,390,683</b>	<b>4,090,722</b>	<b>580,015</b>	<b>24,844</b>	<b>(26,435,496)</b>	<b>2,344,280</b>
Balance - December 31, 2013	67,198,649	13,138,554	1,778,999	2,325,386	-	24,844	(21,877,797)	(4,610,014)
Share-based payments	-	-	-	50,000	-	-	-	50,000
Comprehensive loss during the period	-	-	-	-	-	-	(1,164,728)	(1,164,728)
Balance - March 31, 2014	67,198,649	13,138,554	1,778,999	2,375,386	-	24,844	(23,042,525)	(5,724,742)

The accompanying notes form an integral part of the financial statements

# PyroGenesis Canada Inc.

## Condensed Interim Statements of Cash Flows

(Unaudited) Three months ended March 31	2015 \$	2014 \$
<b>Cash flows provided by (used in)</b>		
<b>Operating activities</b>		
Comprehensive loss	(1,279,089)	(1,164,728)
Items not requiring an outlay of cash:		
Share-based payments	149,451	50,000
Depreciation on property and equipment <i>[note 7]</i>	40,086	41,907
Capitalized interest	-	62,259
Amortization of intangible assets <i>[note 8]</i>	349,268	349,269
	(740,284)	(661,293)
Net change in non-cash operating working capital items <i>[note 15]</i>	765,065	(445,636)
	24,781	(1,106,929)
<b>Investing activity</b>		
Purchase of property and equipment <i>[note 7]</i>	(12,207)	(22,947)
<b>Financing activities</b>		
Repayments of obligation under finance lease	(731)	(706)
Repayment of loans – other	(553,943)	-
Net proceeds from issuance of convertible debentures <i>[note 13]</i>	3,006,000	-
Proceeds from issuance of common shares upon exercise of options	7,350	-
Proceeds related to issuance of common shares <i>[note 14 (iv)]</i>	8,301	-
	2,466,977	(706)
<b>Increase (decrease) in cash</b>	<b>2,479,551</b>	<b>(1,130,582)</b>
Cash - beginning of period	362,183	1,182,835
<b>Cash - end of period</b>	<b>2,841,734</b>	<b>52,253</b>

Supplemental disclosure of expenses and cash flow information *[note 15]*

# PyroGenesis Canada Inc.

## Notes to Condensed Interim Financial Statements

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(Unaudited)

For the three months ended March 31, 2015

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### 1. Nature of operations and going concern disclosure

#### (a) Nature of operations

PyroGenesis Canada Inc. (the "Company"), incorporated under the laws of the Canada Business Corporations Act, was formed by the amalgamation of PyroGenesis Canada Inc. with Industrial Growth Income Company ("IGIC") on July 11, 2011. The Company owns patents of advanced waste treatment systems technology and provides design, development, manufacturing and commercialization of advanced plasma processes. The Company is domiciled at 1744 William Street, Suite 200, Montreal, Quebec. The Company is publicly traded on the TSX Venture Exchange under the Symbol "PYR". These condensed interim financial statements were approved and authorized for issuance by the Board of Directors on May 29, 2015.

#### (b) Going concern

These condensed interim financial statements have been prepared on the going concern basis, which presumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

The Company has incurred recurring losses to date, with \$1,279,089 of losses occurring in 2015 and has an accumulated deficit of \$26,435,496 at March 31, 2015. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

In the future, it may be necessary for the Company to raise additional capital to fund its operations and continued development and introduction of new products to its family of products. To date, the Company has raised financing through successive issuances of equity and convertible debentures. There is no certainty that the Company will continue to raise additional financing or expand its sales to fund its operations.

The condensed interim financial statements have been prepared on a going concern basis and do not include any adjustments to the amounts and classifications of the assets and liabilities that might be necessary should the Company be unable to achieve its plan and continue in business. If the going concern assumption were not appropriate for these condensed interim financial statements then adjustments would be necessary to the carrying value of assets and liabilities, the reported expenses and the condensed interim statements of financial position classifications used. The impact on the condensed interim financial statements could be material.

### 2. Basis of preparation

#### (a) Statement of compliance:

These condensed interim financial statements of the Company have been prepared in accordance with International Accounting Standard ("IAS") 34 – *Interim Financial Reporting*. These condensed interim financial statements do not include all of the necessary information required for full annual financial statements in accordance with International Financial Reporting Standards ("IFRS") and should be read in conjunction with the Company's audited annual financial statements for the year ended December 31, 2014.

#### (b) Functional and Presentation Currency

These condensed interim financial statements are presented in Canadian dollars, which is the Company's functional currency.

#### (c) Basis of measurement

These condensed interim financial statements have been prepared on the historical cost basis except for the following item in the condensed interim statements of financial position:

Financial instruments classified as fair value through profit or loss and available for sale are measured at fair value.

## Notes to Condensed Interim Financial Statements

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(Unaudited)

For the three months ended March 31, 2015

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### 3. Significant accounting policies

The accounting policies applied by the Company in these condensed interim financial statements are the same as those applied by the Company in its audited annual financial statements as at and for the year ended December 31, 2014 with the exception of this additional note:

#### Compound Instruments

The component parts of compound instruments (convertible debenture) issued by the Company are classified separately as financial liabilities and equity, in accordance with the substance of the contractual arrangements and the definitions of a financial liability and equity instrument. The conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recorded as a liability on an amortized cost basis using the effective interest method until extinguished upon conversion, or at the instrument's maturity date. The conversion option classified as equity is determined by deducting the amount of liability component from the fair value of the compound instrument as a whole. This is recognized and included in equity and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognized as equity will be transferred to common shares.

When the conversion option remains unexercised at the maturity date of the convertible debenture, the balance recognized in equity will be transferred to contributed surplus. No gain or loss is recognized in profit or loss upon conversion or expiration of the conversion option. Transaction costs that relate to the issue of the convertible debenture are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognized directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortized over the lives of the convertible debenture using the effective interest method.

#### Adopted and future accounting policies

##### (a) New standards, interpretations and amendments adopted on January 1, 2015

On January 1, 2015, the Company adopted the following new or amended IFRS standards and Interpretations of IFRS ("Interpretations") that are mandatory for application from that date. The adoption of these new or amended IFRS standards and Interpretations did not result in substantial changes to the Company's accounting policies and had no material effect on the amounts reported for the current or prior financial periods.

##### *IFRS 8 – Operating segments*

The amendments to IFRS 8, issued in December 2013, require an entity to disclose the judgments made by management in applying the aggregation criteria for reportable segments.

##### *IAS 16 – Property, plant and equipment*

The amendments to IAS 16 and IAS 38, issued in December 2013, clarify how an entity calculates the gross carrying amount and accumulated depreciation when a revaluation is performed.

##### *IAS 24 – Related party disclosures*

The amendments to IAS 24, issued in December 2013, clarify that a management entity, or any member of a group of which it is a part, that provides key management services to a reporting entity, or its parent, is a related party of the reporting entity. The amendments also require an entity to disclose amounts incurred for key management personnel services provided by a separate management entity. This replaces the more detailed disclosure by category required for other key management personnel compensation.



## Notes to Condensed Interim Financial Statements

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(Unaudited)

For the three months ended March 31, 2015

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### 3. Significant accounting policies (continued)

#### (b) Recent accounting pronouncements and amendments not yet effective

The Company has not yet applied the following new or amended IFRS standards and interpretations that have been issued as at March 31, 2015 but are not yet effective. The Company does not plan to early adopt any of these new or amended standards and interpretations.

##### *IAS 1 – Presentation of Financial Statements*

In December 2014, the IASB issued amendments to IAS 1, clarifying guidance on the concepts of materiality and aggregation of items in the financial statements, the use and presentation of subtotals in the statements of net income or loss and comprehensive income or loss, and providing additional flexibility in the structure and disclosures of the financial statements to enhance understandability. The amendments to IAS 1 may be applied immediately, and become mandatory for annual periods beginning on or after January 1, 2016. The Company has yet to assess the impact of the amendments to IAS 1 to its financial statements.

##### *IFRS 9 – Financial instruments*

In November 2009, the IASB issued IFRS 9, replacing IAS 39, “Financial Instruments: Recognition and Measurement” (“IAS 39”). The first part of IFRS 9 was issued in November 2009 and addresses classification and measurement of financial assets. IFRS 9 has two measurement categories for financial assets: amortized cost and fair value, and replaces the multiple category and measurement models in IAS 39. The approach in IFRS 9 focuses on how an entity manages its financial instruments in the context of its business model, as well as the contractual cash flow characteristics of the financial assets. All equity instruments are measured at fair value. A debt instrument is at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is at fair value through profit or loss. Financial liabilities are measured at either at fair value through profit and loss or amortized cost. After 2009, additional amendments to IFRS 9 include a substantially reformed approach to hedge accounting and requirements to recognize gains or losses that relate to the effect of the Company’s own credit risk in measuring liabilities elected to be measured at fair value outside of profit or loss.

In July 2014, the IASB issued final amendments to IFRS 9. These amendments to IFRS 9 introduce a single, forward-looking ‘expected loss’ impairment model for financial assets which will require more timely recognition of expected credit losses, and a fair value through other comprehensive income category for financial assets that are debt instruments. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted.

##### *IFRS 15 – Revenue from Contracts with Customers*

In May 2014, the IASB released IFRS 15, Revenue from contracts with customers, which supersedes IAS 11, Construction Contracts, IAS 18, Revenues, IFRIC 13, Customer Loyalty Programs, IFRIC 15, Agreement for the Construction of Real Estate, IFRIC 18, Transfers of Assets from Customers and SIC-31, Revenue – Barter Transactions Involving Advertising Services. The core principle of IFRS 15 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

IFRS 15 will also result in enhanced disclosures about revenue, provide guidance for transactions that were not previously addressed comprehensively (for example, service revenue and contract modifications) and improve guidance for multiple-element arrangements. IFRS 15 will be effective for the Company’s fiscal year beginning on January 1, 2017, with earlier application permitted. The Company has not yet assessed the impact of the adoption of this standard on its financial statements.

# PyroGenesis Canada Inc.

## Notes to Condensed Interim Financial Statements

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(Unaudited)

For the three months ended March 31, 2015

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### 4. Accounts receivable

Accounts receivable are carried on the condensed interim statements of financial position net of an allowance for doubtful accounts. This allowance is established based on the Company's best estimates regarding the ultimate recovery of balances for which collection is uncertain. Uncertainty of ultimate collection may become apparent from various indicators, such as a deterioration of the credit situation of a given client and delay in collection beyond the contractually agreed upon payment terms. Management regularly reviews accounts receivable, monitors past due balances and assesses the appropriateness of the allowance for doubtful accounts. No amounts are impaired at March 31, 2015 and December 31, 2014.

Details of accounts receivable were as follows:

	March 31, 2015	December 31, 2014
	\$	\$
1 – 30 days	88,744	876,691
30 – 60 days	2,268	5,778
61 – 90 days	13,835	104,044
Greater than 90 days	296,576	366,827
Total	401,423	1,353,340
Other receivable	20,988	207
	422,411	1,353,547

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### 5. Costs and profits in excess of billings on uncompleted contracts

The Company had four contracts in which the billings to date were less than the total costs incurred and recognized profits of \$2,421,777 as at March 31, 2015 and \$1,965,988 for six contracts as at December 31, 2014 (see Note 10).

### 6. Prepaid expenses and deposits

	March 31, 2015	December 31, 2014
	\$	\$
Deposits	57,530	57,530
Prepaid expenses	156,629	291,296
	214,159	348,826

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# PyroGenesis Canada Inc.

## Notes to Condensed Interim Financial Statements

(Unaudited)

For the three months ended March 31, 2015

### 7. Property and equipment

	Computer hardware \$	Computer software \$	Machinery \$	Automobile \$	Leasehold improvements \$	Equipment under finance lease \$	Total \$
Cost:							
Balance at December 31, 2014	197,520	236,998	1,553,655	21,912	67,903	14,326	2,092,314
Additions	4,805	7,402	-	-	-	-	12,207
Balance at March 31, 2015	202,325	244,400	1,553,655	21,912	67,903	14,326	2,104,521
Accumulated depreciation :							
Balance at December 31, 2014	(161,703)	(204,912)	(1,037,565)	(3,287)	(30,027)	(10,257)	(1,447,751)
Depreciation	(4,300)	(4,473)	(25,805)	(1,397)	(3,395)	(716)	(40,086)
Balance at March 31, 2015	(166,003)	(209,385)	(1,063,370)	(4,684)	(33,422)	(10,973)	(1,487,837)
Net book value	36,322	35,015	490,285	17,228	34,481	3,353	616,684

	Computer hardware \$	Computer software \$	Machinery \$	Automobile \$	Leasehold improvements \$	Equipment under finance lease \$	Total \$
Cost:							
Balance at December 31, 2013	162,747	209,287	1,545,260	-	67,903	14,326	1,999,523
Additions	34,773	27,711	8,395	21,912	-	-	92,791
Balance at December 31, 2014	197,520	236,998	1,553,655	21,912	67,903	14,326	2,092,314
Accumulated depreciation :							
Balance at December 31, 2013	(146,624)	(186,682)	(909,591)	-	(16,446)	(7,392)	(1,266,735)
Depreciation	(15,079)	(18,230)	(127,974)	(3,287)	(13,581)	(2,865)	(181,016)
Balance at December 31, 2014	(161,703)	(204,912)	(1,037,565)	(3,287)	(30,027)	(10,257)	(1,447,751)
Net book value	35,817	32,086	516,090	18,625	37,876	4,069	644,563

# PyroGenesis Canada Inc.

## Notes to Condensed Interim Financial Statements

(Unaudited)

For the three months ended March 31, 2015

### 8. Intangible assets

Intangible assets consist of the following:

2015	Intellectual property \$
Cost:	
Balance at December 31, 2014 and March 31, 2015	8,409,051
Accumulated amortization:	
Balance at December 31, 2014	(5,615,302)
Amortization	(349,268)
Balance at March 31, 2015	(5,964,570)
Net book value	2,444,481
2014	Intellectual property \$
Cost:	
Balance at December 31, 2013 and 2014	8,409,051
Accumulated amortization:	
Balance at December 31, 2013	(4,218,228)
Amortization	(1,397,074)
Balance at December 31, 2014	(5,615,302)
Net book value	2,793,749

### 9. Accounts payable and accrued liabilities

	March 31, 2015 \$	December 31, 2014 \$
Accounts payable trade	843,850	525,695
Accrued liabilities	429,227	666,021
Accounts payable - shareholder	19,787	58,277
Accounts payable - trust beneficially owned by a shareholder	33,682	16,609
	1,326,546	1,266,602

# PyroGenesis Canada Inc.

## Notes to Condensed Interim Financial Statements

(Unaudited)

For the three months ended March 31, 2015

### 10. Joint operation

In 2011, the Company entered into an agreement with another company to share costs, benefits and risks associated with the development of a pilot plasma destruction unit.

Prior to December 14, 2013, the Company had a 50% share in the joint operation.

On December 14, 2013, the Company entered into an agreement, whereby the Company agreed to sell its 50% ownership share in the pilot plasma destruction unit and related receivables and payables to its joint operation partner for a sum of \$750,000, of which \$600,000 was payable in 2014 upon the achievement of established milestones.

As of March 31, 2015, \$Nil has been invoiced of the total agreement amount of \$600,000. Revenues of \$Nil (2014 Q1 - \$124,094), cost of sales of \$13,993 (2014 Q1 - \$196,011) and costs and profits in excess of billings of \$Nil (2014 Q1 - \$124,094) were recorded during the course of the period.

### 11. Billings in excess of costs and profits on uncompleted contracts

The amount to date of costs incurred and recognized profits less recognized losses for construction projects in progress amounted to \$7,023,496 (December 31, 2014 - \$6,267,181).

Payments received on contracts in progress were \$7,608,327 (December 31, 2014 - \$6,275,486).

Amounts billed and not yet received on contracts in progress of \$250,000 (December 31, 2014 - \$716,347) are included in accounts receivable.

### 12. Loans – other

	March 31, 2015 \$	December 31, 2014 \$
Balance of sale - company under common control (i)	750,849	1,654,325
Amounts payable - trust beneficially owned by a shareholder (ii)	-	405,467
	750,849	2,059,792
Current portion	-	-
	750,849	2,059,792

- (i) Balance of sale – company under common control (“Balance of Sale”) arose from the purchase of the intangible assets in March 2011. Under the purchase agreement, the consideration was to be payable in monthly instalments of \$40,000 from April 1, 2011 until December 31, 2040 with implicit interest rate of 4.753% per annum. The implicit rate of interest was based on the present value of cash flows having the same value as the intangible assets at the time of sale. The fair value of the intangible assets was based on an external independent valuation.

The face value of the balance of sale at March 31, 2015 was \$793,416 (December 31, 2014 - \$1,708,416). As part of the March 30, 2015 debt to convertible debenture conversion (see Note 13), \$755,000 of the face value of the Balance of Sale was settled.

Various amendments were made during 2013 and 2014 to defer and reduce monthly installments.

## Notes to Condensed Interim Financial Statements

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(Unaudited)

For the three months ended March 31, 2015

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### 12. Loans – other (continued)

In December 2014, the Company signed an additional amending agreement to amend the terms and conditions of the Balance of Sale. Based on the new amendment, the Company will pay equal monthly instalments of \$100,000, starting June 30, 2016 until all such amounts are paid in full. However, in the event of any change within the Company that would be considered material by the holder of the Balance of Sale, such as a significant financial development, any and all amounts outstanding will become immediately due and payable on the date of the material change.

Although instalment payments were to begin in June 2016, management agreed, prior to this date, to make instalment payments during the three month ended March 31, 2015 for a total amount of \$160,000.

The amount of deferred payments which resulted from the various amendments and contained within the face value of the Balance of Sale total \$608,416 at March 31, 2015 (December 31, 2014 - \$648,416).

The unpaid amount of interest for the three months ended March 31, 2015 was added back to the Balance of Sale in the amount of \$Nil (2014 - \$56,528).

On March 30, 2015, the Company closed a private placement of \$4,000,000 principal amount unsecured subordinated convertible debentures of the Company (see Note 13). As part the private placement, \$755,000 of the convertible debentures were purchased from the settlement of \$755,000 of the carrying value of the Balance of Sale, representing the last twenty monthly payments owed by the Company under the purchase agreement.

- (ii) Amounts payable - trust beneficially owned by a shareholder is unsecured and bear interest at 6%. On December 1, 2014, the Company signed an additional amending agreement to amend the terms and conditions of the payments, whereby the remaining balance of the amounts would be completely deferred until June 30, 2016. On March 31, 2015, the Company's management agreed to make these payments early resulting in a payment of \$405,467 to a trust beneficially owned by a shareholder. The loan is now fully paid.

The unpaid amount of interest for the three months ended March 31, 2015 was added to the amounts payable –trust beneficially owned by a shareholder in the amount of \$Nil (2014 - \$5,731).

### 13. Convertible debentures

On March 30, 2015, the Company completed a \$4,000,000 unsecured and subordinated convertible debenture issue which bears interest at 7.5% calculated annually, and payable quarterly. The Debentures are subject to a statutory hold period of four months and one day from the closing date.

The Debentures are convertible into common shares of the Company at any time at the option of the holder at a conversion price of \$0.80 per common share, and upon giving effect to such conversion, all accrued and unpaid interest will be paid in full within 60 days. The Company may redeem the Debentures at any time prior to the maturity date by paying to the holder a redemption price equal to:

- (i) the entirety of the principal amount;
- (ii) any interest accrued thereon as of the redemption date; and
- (iii) any interest to be accrued (but not yet accrued as of the redemption date) thereon up until maturity date.

In the event that the average market price of the common shares over the course of the 20 trading days immediately preceding the date of the redemption notice is equal to or greater than \$1.20, then the redemption price shall be calculated as comprising (i) the entirety of the principal amount; and (ii) any interest accrued thereon as of the redemption date only.

# PyroGenesis Canada Inc.

## Notes to Condensed Interim Financial Statements

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(Unaudited)

For the three months ended March 31, 2015

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### 13. Convertible debentures (continued)

Consistent with IAS 32-Financial Instruments: Presentation, the Company fair valued the liability component using a discounted cash flow model at the current interest rate of 14.61% on March 30, 2015, the closing date of the convertible debenture. The value of the liability component was \$3,180,985 and the equity component was assigned the residual amount of \$580,015. Using the effective interest rate method and the 14.61% rate implicit in the calculation, the difference of \$580,015, characterized as the debt discount is accreted to income over the term of the convertible debenture.

As part of the private placement of \$4,000,000, \$755,000 of the convertible debenture were purchased from the settlement of \$755,000 of the carrying value of the Balance of Sale (Note 12 (i)).

The convertible debentures have been segregated into their liability and equity components on the statements of financial position using the residual valuation approach. On initial recognition, the liability component is recorded as a liability at amortized cost. The financial liability component has been assigned a value equal to the discounted present value of the future interest and principal payments. The remaining component, representing the value ascribed to the holder's option to convert the principal balances into common shares, is classified in shareholders' equity.

The convertible debentures outstanding at March 31, 2015 have been recorded as follows:

New debentures issued	\$ 4,000,000
Interest accrued on debentures	-
Financing costs	(239,000)
Accretion of the liability	-
<b>Balance, end of period</b>	<b>\$ 3,761,000</b>
<hr/>	
Allocated to:	
Liability	\$ 3,180,985
Equity	580,015
	<b>\$ 3,761,000</b>

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# PyroGenesis Canada Inc.

## Notes to Condensed Interim Financial Statements

(Unaudited)

For the three months ended March 31, 2015

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### 14. Shareholders' equity

*Authorized:*

The Company is authorized to issue an unlimited number of Class A common shares without par value.

*Issues during 2015:*

- (i) The Company has a stock option plan authorizing the Board of Directors to grant options to directors, officers, employees and consultants to acquire common shares of the Company at a price computed by reference to the closing market price of the shares of the Company on the business day before the Company notifies the stock exchanges of the grant of the option. The number of shares which may be granted to any one person shall not exceed 5% (2% for consultants) of total share capital over a twelve month period.

On February 12, 2015, 2,580,000 options with an exercise price of \$0.30 per share were granted. These options vest over three years starting on the date of grant. The value of each option under the Black Scholes pricing model is \$0.202 for a total fair value of \$521,160 of which \$142,601 has been expensed and credited to contributed surplus in the current period (2014 - \$Nil). The following assumptions under the Black Scholes model were used to arrive at the fair value:

Fair value market of the share	\$0.275
Risk free interest rate	0.70%
Expected volatility	101%
Expected dividend yield	Nil
Expected life	60 months
Forfeiture rate	9%

The volatility factor was determined by looking at the historical volatility of the Company and also by looking at the published volatility of other similar companies listed on the TSX Venture.

- (ii) On March 29, 2015, the broker warrants issued with the private placement that occur on March 29, 2012 expired.
- (iii) On March 30, 2015, the Company concluded a private placement of \$4,000,000 principal amount unsecured subordinated convertible debentures of the Company ("the Debentures") (see Note 13).

On closing, the agent received a cash commission totalling \$218,475, and was also granted 270,417 broker warrant. Each broker warrant is exercisable for one common share at a price of \$0.60 for a period of 24 months from the closing of the transaction.

In accordance with the Black Scholes pricing model, the Company has allocated a value of \$0.199 to each broker warrant based on the value of the underlying purchase warrant for a total value of \$53,813 which has been credited to warrants reserve. The following assumptions under the Black Scholes model were used to arrive at this fair value

Fair value market of the share	\$0.44
Risk free interest rate	0.51%
Expected volatility	101%
Expected dividend yield	Nil
Expected life	24 months

Transaction cost incurred on the issuance of these debentures consisted of the agent's commission (\$218,475), debt issue costs and legal fees (\$20,525) which were paid in cash. Capitalized transaction costs related to the Debentures of \$239,000 were prorated between equity and liability components, with those recorded against the liability to be amortized using the effective interest method.



# PyroGenesis Canada Inc.

## Notes to Condensed Interim Financial Statements

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(Unaudited)

For the three months ended March 31, 2015

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### 14. Shareholders' equity (continued)

Issues during 2014:

- (iv) On November 26, 2014, the Company completed a private placement in which 4,285,714 units were issued at a price of \$0.35 each for gross process of \$1,500,000. Each unit consisted of one common share and one-half of one common share purchase warrant. Each whole Common Share purchase warrant ("Warrant Share") is exercisable at the strike price of \$0.55 per common share expiring November 26, 2016 (24 months from the closing date).

In accordance with the Black Scholes pricing model, the Company has allocated a value of \$0.111 to each purchase warrant for a total value of \$237,080 which has been credited to warrants reserve. The following assumptions under the Black Scholes model were used to arrive at this fair value.

Fair value market of the share	\$0.35
Risk free interest rate	1.00%
Expected volatility	101%
Expected dividend yield	Nil
Expected life	24 months

The volatility factor was determined by looking at the historical volatility of the Company and also by looking at the published volatility of other similar companies listed on the TSX Venture.

On closing, the agents received a cash commission totalling \$105,000, and 300,000 compensation options. Each compensation option is exercisable for one unit at the issue price of \$0.35 for a period of 24 months from the closing of the transaction.

In accordance with the Black Scholes pricing model, the Company has allocated a value of \$0.184 to each compensation option based on the value of the underlying purchase warrant for a total value of \$55,156 which has been credited to warrants reserve. The following assumptions under the Black Scholes model were used to arrive at this fair value.

Fair value market of the share	\$0.35
Risk free interest rate	1.00%
Expected volatility	101%
Expected dividend yield	Nil
Expected life	24 months

Share issue costs associated with this transaction of \$24,860 were paid in cash and recorded as a reduction of equity as of December 31, 2014. In January 2015, a reduction of \$8,301 of the cost associated with this transaction was recorded after an adjustment was discovered.

- (v) On May 22, 2014, the Company completed a private placement in which 5,812,366 units were issued at a price of \$0.60 each for gross process of \$3,487,419. Each unit consisted of one common share and one-half of one common share purchase warrant. Each whole Common Share purchase warrant ("Warrant Share") is exercisable at the strike price of \$0.85 per common share expiring November 22, 2015 (18 months from the closing date). In the event that the volume weighted average price of the common shares on the TSX Venture Exchange is equal to or greater than \$1.20 for a period of twenty (20) consecutive trading days, then the Company may accelerate the expiry date of the warrants, in which event the warrants will expire upon the date which is 20 days following the date the Company provides written notice of the accelerated expiry of holders. The common shares issued are subject to a four month and one day hold period from the date of issuance.

# PyroGenesis Canada Inc.

## Notes to Condensed Interim Financial Statements

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(Unaudited)

For the three months ended March 31, 2015

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### 14. Shareholders' equity (continued)

In accordance with the Black Scholes pricing model, the Company has allocated a value of \$0.174 to each purchase warrant for a total value of \$505,676 which has been credited to warrants reserve. The following assumptions under the Black Scholes model were used to arrive at this fair value.

Fair value market of the share	\$0.61
Risk free interest rate	1.11%
Expected volatility	102%
Expected dividend yield	Nil
Expected life	18 months

The volatility factor was determined by looking at the historical volatility of the Company and also by looking at the published volatility of other similar companies listed on the TSX Venture.

On closing, the agents received a cash commission totalling \$195,119, and 325,198 compensation options. Each compensation option is exercisable for one unit at the issue price of \$0.60 for a period of 18 months from the closing of the transaction.

In accordance with the Black Scholes pricing model, the Company has allocated a value of \$0.283 to each compensation option based on the value of the underlying purchase warrant for a total value of \$92,193 which has been credited to warrants reserve. The following assumptions under the Black Scholes model were used to arrive at this fair value.

Fair value market of the share	\$0.61
Risk free interest rate	1.31%
Expected volatility	102%
Expected dividend yield	Nil
Expected life	18 months

Share issue costs associated with this transaction of \$168,483 were paid in cash and recorded as a reduction of equity.

- (vi) On May 23, 2014, the Company completed a share for debt transaction by issuing 7,500,000 common shares at a deemed price of \$0.80 per common share to settle \$6,000,000 of the carrying value of the Balance of Sale. The common shares issued are subject to a four month and one day hold period from the date of issuance.

Share issue costs associated with this transaction of \$30,000 were paid in cash and recorded as a reduction of equity.

# PyroGenesis Canada Inc.

## Notes to Condensed Interim Financial Statements

(Unaudited)

For the three months ended March 31, 2015

### 14. Shareholders' equity (continued)

#### Stock Option Plan

The option activity, under the share option plan and information concerning outstanding and exercisable options, is as follows:

	Options issued	Weighted Average exercise price \$
Balance – December 31, 2013	4,514,000	0.27
Options forfeited	(148,000)	0.33
Balance – March 31, 2014	4,366,000	0.27
Options forfeited	(450,000)	0.21
Balance – December 31, 2014	3,916,000	0.28
Options granted	2,580,000	0.30
Options exercised	(35,000)	0.21
Options forfeited	(170,000)	0.21
Balance – March 31, 2015	6,291,000	0.29

As at March 31, 2015, the outstanding options, as issued under the stock option plan to directors, officers, employees and consultants for the purchases of one common share per option, are as follows:

Outstanding	Exercisable	Weighted averaged exercise price	Expiry date
500,000	500,000	0.800	July 2016
550,000	530,000	0.175	September 2017
210,000	181,000	0.150	September 2017
2,351,000	2,118,600	0.210	November 2017
100,000	100,000	0.220	May 2018
2,580,000	571,500	0.300	February 2020
6,291,000	4,001,100	0.289	

# PyroGenesis Canada Inc.

## Notes to Condensed Interim Financial Statements

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(Unaudited)

For the three months ended March 31, 2015

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### 14. Shareholders' equity (continued)

#### Warrants

At March 31, 2015, the following exercisable warrants were outstanding:

	<b>Granted and Exercisable</b>	<b>Weighted average exercise price</b>	<b>Expiry date</b>
Balance – December 31, 2013	<b>8,084,555</b>	<b>\$0.91</b>	
Balance – March 31, 2014	<b>8,084,555</b>	<b>\$0.91</b>	
Broker warrants issued	<b>300,000</b>	<b>\$0.35</b>	<b>November 26, 2016</b>
Warrants issued	<b>2,142,857</b>	<b>\$0.55</b>	<b>November 26, 2016</b>
Broker warrants issued	<b>325,198</b>	<b>\$0.60</b>	<b>November 22, 2015</b>
Warrants issued	<b>2,906,183</b>	<b>\$0.85</b>	<b>November 22, 2015</b>
Balance – December 31, 2014	<b>13,758,793</b>	<b>\$0.82</b>	
Expired	<b>(4,424,555)</b>	<b>\$1.20</b>	<b>March 29, 2015</b>
Broker warrants issued	<b>270,417</b>	<b>\$0.60</b>	<b>March 30, 2017</b>
Balance – March 31, 2015	<b>9,604,655</b>	<b>\$0.64</b>	

# PyroGenesis Canada Inc.

## Notes to Condensed Interim Financial Statements

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(Unaudited)

For the three months ended March 31, 2015

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### 15. Supplemental disclosure of expenses and cash flow information

(i) *Net changes in non-cash components of operating working capital*

For the three months ended March 31	2015 \$	2014 \$
<b>Decrease (increase) in:</b>		
Accounts receivable	931,136	60,152
Sales tax receivable	18,980	(13,095)
Costs and profits in excess of billings on uncompleted contracts	(430,212)	(124,094)
Inventories	-	(5,332)
Investment tax credits receivable	(56,434)	(18,156)
Prepaid expenses and deposits	134,667	6,900
<b>Increase (decrease) in:</b>		
Accounts payable and accrued liabilities	59,944	39,806
Billings in excess of costs and profits on uncompleted contracts	106,984	(391,817)
	<b>765,065</b>	<b>(445,636)</b>

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(ii) *Interest and income taxes paid:*

For the three months ended March 31	2015 \$	2014 \$
Interest paid	11,524	-
Income taxes	-	-

(v) *Disclosure of non-cash transactions*

On March 30, 2015, the Company completed a private placement of which \$755,000 of the convertible debentures were purchased from the settlement of \$755,000 of the carrying value of the Balance of Sale (see Note 12 (i)).

# PyroGenesis Canada Inc.

## Notes to Condensed Interim Financial Statements

(Unaudited)

For the three months ended March 31, 2015

### 16. Other information

Cost of sales and services includes the following items:

For the three months ended March 31	2015 \$	2014 \$
Amortization of intangible assets	349,268	349,269
Employee compensation	443,061	213,747
Investment tax credits	(56,434)	(18,156)
Subcontracting	122,156	3,202
Direct materials	220,656	163,056
Utilities	33,596	39,558
Rent	46,936	43,536
Foreign exchange (gain) loss	(34,946)	10,880
Other expenses	39,298	27,318
	<b>1,163,591</b>	<b>832,410</b>

Selling, general and administrative includes the following items:

For the three months ended March 31	2015 \$	2014 \$
Depreciation on property and equipment	40,086	41,907
Share-based payments	149,451	50,000
Employee compensation	435,177	519,671
Office and general	114,217	80,190
Professional fees	354,439	165,435
Travel	49,937	39,365
Government grants	(17,071)	-
Other expenses	65,280	50,350
	<b>1,191,516</b>	<b>946,918</b>

Research and development includes the following items:

For the three months ended March 31	2015 \$	2014 \$
Employee compensation	26,837	122,420
Subcontracting	9,000	8,500
Materials and equipment	2,025	15,686
Government grants	(9,588)	(48,067)
Other expenses	850	1,062
	<b>29,124</b>	<b>99,601</b>

# PyroGenesis Canada Inc.

## Notes to Condensed Interim Financial Statements

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(Unaudited)

For the three months ended March 31, 2015

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### 16. Other information (continued)

Financing charges include the following items:

For the three months ended March 31	2015 \$	2014 \$
Interest on Balance of Sale –company under common control	11,524	86,528
Interest on amounts payable – trust beneficially owned by a shareholder	-	5,731
	<b>11,524</b>	<b>92,259</b>

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# PyroGenesis Canada Inc.

## Notes to Condensed Interim Financial Statements

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(Unaudited)

For the three months ended March 31, 2015

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### 17. Related party transactions

Rent was charged by a trust beneficially owned by a shareholder of the Company in the amount of \$43,740 (2014 - \$27,228). A balance due of \$33,682 (December 31, 2014 - \$16,609) is included in accounts payable and accrued liabilities.

Interest on amounts payable was charged by a trust beneficially owned by a shareholder of the Company in the amount of \$Nil (2014 - \$5,731). The balance of interest that has not been paid of \$Nil (December 31, 2014 - \$125,384) is included in loans - other.

Interest on balance of sale was charged by a company under common control in the amount of \$11,524 (2014 - \$86,528). The balance of interest that has not been paid of \$Nil (December 31, 2014 - \$115,105) is included in loans - other.

Fees of \$31,000 were charged for services rendered by the independent directors who are members of the Company's Board of Directors (2014 - \$30,000). A balance of \$21,000 (December 31, 2014 - \$Nil) is included in accounts payable and accrued liabilities.

Total compensation to key management consisted of salaries of \$124,110 (2014 - \$204,123), pension contributions of \$1,938 (2014 - \$2,115) and other benefits of \$10,253 (2014 - \$1,411). A balance of \$16,004 (December 31, 2014 - \$164,782) is included in accounts payable and accrued liabilities.

### 18. Loss per share

Basic loss per share amounts are calculated by dividing net loss for the period attributable to common shareholders by the weighted average number of common shares outstanding during the period.

The net loss and weighted average number of common shares used in the calculation of loss per share are as follows:

	2015 \$	2014 \$
<b>Net loss for the period</b>	<b>(1,279,089)</b>	<b>(1,164,728)</b>
Weighted average number of Class A common shares - basic and diluted	<b>84,829,618</b>	67,198,649
Basic and diluted loss per share	<b>(0.02)</b>	(0.02)

The diluted weighted average number of shares is calculated assuming the proceeds that arise from the exercise of outstanding and in the money options and warrants are used to purchase Class A common shares of the Company at their average market price for the period. For the three months ended March 31, 2015 and March 31, 2014, potential shares from all outstanding options and warrants have been excluded from the calculation of diluted loss per share as their inclusion is considered anti-dilutive in periods when a loss is incurred.



# PyroGenesis Canada Inc.

## Notes to Condensed Interim Financial Statements

(Unaudited)

For the three months ended March 31, 2015

### 19. Financial instruments

As part of its operations, the Company carries a number of financial instruments. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments except as otherwise disclosed. The Company's overall risk management program focuses on the unpredictability of the financial market and seeks to minimize potential adverse effects on the Company's financial performance. The Company does not use derivative financial instruments to hedge these risks.

#### Foreign currency risk

The Company enters into transactions denominated in US Dollars for which the related revenues, expenses, accounts receivable and accounts payable and accrued liabilities balances are subject to exchange rate fluctuations.

As at March 31, 2015, the following items are denominated in foreign currencies

	US \$	CDN \$
Cash	318,944	404,517
Accounts receivables	109,856	139,331
Accounts payable and accrued liabilities	(78,693)	(98,972)
Total	350,107	444,876

As at December 31, 2014, the following items are denominated in foreign currencies:

	US \$	CDN \$
Cash	102,396	118,766
Accounts receivable	433,942	503,312
Accounts payable and accrued liabilities	(53,749)	(61,621)
Total	482,589	560,457

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Management has implemented a policy to manage foreign exchange risk by using its purchases in U.S. dollars as a natural hedge against its revenue stream. Therefore the Company does not hold derivative financial instruments to manage the fluctuation of exchange rate risk.

#### Sensitivity analysis

At March 31, 2015, if the US Dollar changes by 10% against the Canadian dollar with all other variables held constant, the impact on after-tax loss for the three months ended March 31, 2015 would have been \$44,500 (December 31, 2014 – \$56,000).

# PyroGenesis Canada Inc.

## Notes to Condensed Interim Financial Statements

(Unaudited)

For the three months ended March 31, 2015

### 19. Financial instruments (continued)

#### Credit concentration

As at March 31, 2015, three customers accounted for 79% (2014 – one customer for 77%) of revenues from operations and two customers accounted for 92% (December 31, 2014 – four customers for 76%) of the accounts receivable, representing the Company's major credit risk exposure. Credit concentration is determined based on customers representing 10% or more of total revenues and/or total accounts receivable. The Company believes that there is no unusual exposure associated with the collection of these receivables. The Company manages its credit risk by performing credit assessments of its customers and provides allowances for potentially uncollectible accounts receivable. The Company does not generally require collateral or other security from customers on accounts receivable.

#### Fair value of financial instruments

The classification of financial instruments at their carrying amount and fair values is as follows:

March 31, 2015	Carrying value			Fair value
	Fair value through profit or loss \$	Available for sale \$	Loans and receivables \$	Total \$
Financial assets:				
Cash	2,841,734	-	-	2,841,734
Accounts receivable	-	-	422,411	422,411
Sales tax receivable	-	-	79,290	79,290
Costs and profits in excess of billings on uncompleted contracts	-	-	1,364,416	1,364,416
Investment tax credits receivable	-	-	308,650	308,650
	<b>2,841,734</b>	<b>-</b>	<b>2,174,767</b>	<b>5,016,501</b>

March 31, 2015	Carrying value		Fair value
	Fair value through profit or loss \$	Other liabilities \$	Total \$
Financial liabilities:			
Accounts payable and accrued liabilities	-	1,326,546	1,326,546
Loans - other	-	750,849	723,000
Obligation under finance lease	-	5,303	5,303
Convertible debenture	-	3,180,985	3,180,985
	<b>-</b>	<b>5,263,683</b>	<b>5,235,834</b>

# PyroGenesis Canada Inc.

## Notes to Condensed Interim Financial Statements

(Unaudited)

For the three months ended March 31, 2015

### 19. Financial instruments (continued)

December 31, 2014	Carrying value			Fair value
	Fair value through profit or loss	Available for sale	Loans and receivables	Total
	\$	\$	\$	\$
Financial assets:				
Cash	362,183	-	-	362,183
Accounts receivable	-	-	1,353,547	1,353,547
Sales tax receivable	-	-	98,270	98,270
Costs and profits in excess of billings on uncompleted contracts	-	-	934,204	934,204
Investment tax credits receivable	-	-	252,216	252,216
	362,183	-	2,638,237	3,000,420

December 31, 2014	Carrying value		Fair value
	Fair value through profit or loss	Other liabilities	Total
	\$	\$	\$
Financial liabilities:			
Accounts payable and accrued liabilities	-	1,266,602	1,266,602
Loans - other	-	2,059,792	1,969,467
Obligation under finance lease	-	6,034	6,034
	-	3,332,428	3,242,103

The fair value of financial assets traded in active markets that are based on quoted market prices at the close of trading, which consists of cash, are classified as Level 1. A financial instrument is regarded as quoted in an active market if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service or regulatory agency and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Company is the current bid price.

The fair value of financial assets and liabilities not traded in active markets that are based on unobservable inputs are classified as Level 3. A fair value measurement developed using a present value technique might be categorized within Level 3, depending on the inputs that are significant to the entire measurement and the level of the fair value hierarchy within which those inputs are categorized. If an observable input requires an adjustment using an unobservable input and that adjustment results in a significantly higher or lower fair value measurement, the resulting measurement would be categorized within Level 3 of the fair value hierarchy. The Company's Level 3 liability consists of an interest-free balance of sale - company under common control ("balance of sale") (presented under "loans - other"). The main inputs for the Company's internally developed valuation for its interest-free balance of sale include:

## Notes to Condensed Interim Financial Statements

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(Unaudited)

For the three months ended March 31, 2015

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### 19. Financial instruments (continued)

- principal repayment schedule of the balance of sale;
- the principal (or most advantageous) market for the balance of sale;
- perspective of market participants at the measurement date:
- an estimate of future cash flows to (installments to be paid to) the holder of the balance of sale;
- expectations about possible variations in the amount and timing of the cash flows representing the uncertainty inherent in the timing of future principal repayments on the balance of sale;
- the time value of money, represented by the rate on risk-free monetary assets that have maturity dates or durations that coincide with the period covered by the cash flows and pose neither uncertainty in timing nor risk of default by the Company;
- the price for bearing the uncertainty inherent in timing and repayment of the balance of sale (i.e. a risk premium);
- typical discount rate for credit risk, default risk, liquidity risk and other concerns associated with debt investments.

The valuation technique makes the maximum use of market inputs and relies as little as possible on entity-specific inputs. The valuation technique appropriately considers the availability of data with which to develop inputs that represent the assumptions that market participants would use when pricing the asset and the level of the fair value hierarchy within which the inputs are categorized. Some of the inputs to the valuation model may not be market observable. Credit rating and financial position information for the Company may or may not be published or available. Accordingly, the fair value determination of the balance of sale follows a level 3 valuation methodology.

The Company uses a present value technique to estimate the fair value of the balance of sale. The Company uses expected cash flows (i.e., installment amounts) that are not risk-adjusted and a discount rate adjusted to include the risk premium that market participants require. The discount rate used for this technique is derived from observed rates of return for comparable assets or liabilities that are traded in the market. Accordingly, the most likely installment schedule is discounted at an observed or estimated market rate. Under the valuation method used by the Company, the expected installments are not adjusted for market risk. Rather, the adjustment for that risk is included in the discount rate. Thus, the expected installments are discounted at an expected rate of return of 7.153% (December 31, 2014 – 7.311%) (based on the weighted average interest currently paid by the Company on equivalent debt, adjusted by the Bank of Canada's core CPI index in each of the future years considered in the discounting), yielding a fair value of approximately \$723,000 (December 31, 2014 - \$1,564,000) for the balance of sale.

The aggregate fair value of the balance of sale decreases by approximately \$12,000 (2014 - \$33,000) for every 1% increment in the discount rate and increases by approximately \$12,000 (2014 - \$34,000) for every 1% decrement in the discount rate.

The income approach (i.e., a present value technique that takes into account the future cash flows that a market participant would expect to receive from holding the debt instrument as an asset) was used to determine the fair value of the balance of sale. The market approach (i.e., using prices and other relevant information generated by market transactions involving identical liabilities) and the cost approach (i.e., the amount that would be required currently to extinguish the liability) could not be used to determine the fair value of the balance of sale. The output of a model is always an approximation of a value that cannot be determined with certainty. Accordingly, the valuation technique employed may not fully reflect all factors relevant to the liabilities the Company has.

# PyroGenesis Canada Inc.

## Notes to Condensed Interim Financial Statements

(Unaudited)

For the three months ended March 31, 2015

### 19. Financial instruments (continued)

#### Interest rate risk

Interest rate risk is the risk that the value of a financial instrument might be adversely affected by a change in interest rates. Changes in market interest rates may have an effect on the cash flows associated with some financial assets and liabilities, known as cash flow risk, and on the fair value of other financial assets or liabilities, known as price risk. The Company is not exposed to an interest rate risk as it has no debt at a variable interest rate.

#### Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivery of cash or another financial asset. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances and to generate positive cash flows from operations. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

The following table summarizes the contractual maturities of financial liabilities as at March 31, 2015:

<b>Financial liability</b>	<b>Total</b>	<b>Less than 1 year</b>	<b>1-3 years</b>	<b>Over 3 years</b>	<b>With no specific maturity</b>
Accounts payable and accrued liabilities	1,326,546	1,326,546	-	-	-
Loans - other	750,849	-	750,849	-	-
Obligation under finance lease	5,303	2,990	2,313	-	-
Convertible debentures	3,180,985	-	3,180,985	-	-
	<b>5,263,683</b>	<b>1,329,536</b>	<b>3,934,147</b>	-	-

The following table summarizes the contractual maturities of financial liabilities as at December 31, 2014:

<b>Financial liability</b>	<b>Total</b>	<b>Less than 1 year</b>	<b>1-3 years</b>	<b>Over 3 years</b>	<b>With no specific maturity</b>
Accounts payable and accrued liabilities	1,266,602	1,266,602	-	-	-
Loans - other	2,059,792	-	2,059,792	-	-
Obligation under finance lease	6,034	2,964	3,070	-	-
	<b>3,332,428</b>	<b>1,269,566</b>	<b>2,062,862</b>	-	-

# PyroGenesis Canada Inc.

## Notes to Condensed Interim Financial Statements

(Unaudited)

For the three months ended March 31, 2015

### 20. Segment information

The Company operates in one segment, based on financial information that is available and evaluated by the Company's Board of Directors.

The Company's head office is located in Montreal, Quebec. The operation of the Company is located in one geographic area: Canada. The following is a summary of the Company's geographic information:

For the three months ended March 31	2015 \$	2014 \$
Revenue from external customers		
Canada	508,655	174,075
United States	226,791	623,990
Europe	-	8,171
Asia	381,031	189
	1,116,477	806,425

The following is a summary of the Company's revenue by product line:

For the three months ended March 31	2015 \$	2014 \$
Product line		
Torch & Environmental	810,984	748,274
Engineering services & After Sales	305,493	58,151
	1,116,477	806,425

### 21. Reclassification of comparative amounts

Certain comparative figures have been reclassified to conform with current period presentation.

In the Statement of Cash Flows, capitalized interest is now presented in the operating activities section and so, the Company had to adjust the repayments of loans – other in the financing activities section.

In Note 16, for the cost of sales and services breakdown, foreign exchange (gain) loss amounts are now presented and so, the Company had to adjust the other expenses amount where foreign exchange gain was initially recorded in the 2014 financial statements.

In Note 17, for the total compensation to key management paragraph, other benefits are now presented and so, the Company had to adjust the salaries amount where other benefits were initially recorded in the 2014 financial statements.