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# Independent Auditor's Report on Consolidated Financial Statements

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For the Shareholders of Silvair, Inc

## *Opinion*

We have audited the consolidated financial statements of the Group (the Group), in which the parent entity is Silvair Inc. (the Parent) with its registered office in USA, San Francisco, 717 Market Street, Suite 100, prepared for the fulfillment of the obligations of the issuer of securities listed on the Warsaw Stock Exchange. The consolidated financial statements comprise the consolidated statement of financial position as of December 31, 2019, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory notes.

In our opinion, the accompanying consolidated financial statements give a true and fair view of the financial position of the Group as of December 31, 2019 and of its financial performance and of its cash flows for the financial year then ended in accordance with the International Accounting Standards, International Financial Reporting Standards and related interpretations published in the form of European Commission regulations and adopted accounting principles (policy).

## *Basis for Opinion*

We conducted our audit in accordance with International Standards on Auditing adopted as National Standards on Auditing (NSA) by the National Council of Statutory Auditors' resolution No. 3430/52a/2019 of March 21, 2019, as amended.

Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report.

We are independent of the entities comprising the Group in accordance with the International Federation of Accountants' *International Code of Ethics for Professional Accountants* (IFAC Code) adopted by the National Council of Statutory Auditors' resolution No. 3431/52a/2019 of March 25, 2019 together with the ethical requirements that are relevant to our audit of the financial statements in Poland. We have fulfilled our other ethical responsibilities in accordance with these requirements and the IFAC Code.

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We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### *Material Uncertainty Related to Going Concern*

The Board of Directors in the note to the consolidated financial statements “Basis of Going Concern” informed about preparing the financial statements on a going concern basis. The Board of Directors also reported that in connection with the coronavirus pandemic, a risk of disruption of sales was identified. Therefore, the Board of Directors has revised its sales targets for 2020, which will extend the period of reaching the break -even point by the Group. This situation indicates the existence of a material uncertainty which may cause significant doubt on the Group’s ability to continue as a going concern. In the aforementioned note, the Board of Directors outlined activities aimed at reducing operating costs while ensuring continuity of contracts with key partners of the Group as well as activities aimed at providing the Group with financing of its activities in the foreseeable future. In the opinion of the Board of Directors, these activities will be successful, however, there is no such certainty. Our opinion is not modified in respect of this matter.

### *Key Audit Matters*

Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period. They include the most significant assessed risks of material misstatement, including assessed risk of material misstatement due to fraud. These matters were addressed in the context of the audit of the consolidated financial statements as a whole, and in forming the auditor’s opinion thereon. In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report. Below, we provided a summary of our response to those risks and where relevant, key observations arising with those risks. We do not provide a separate opinion on these matters.

<b>Expenditure on research and development work (ongoing and completed)</b>	<b>Auditor’s response</b>
<p>In the consolidated statement of financial position the Group presents significant expenses for research and development (uncompleted or completed) amounting to 9,896 thousand dollars.</p> <p>Due to the significant share in the assets (79.9%) and significant judgments and estimates of the Board of Directors being the assumptions underlying the valuation, we considered this matter as the key issue of the audit.</p> <p>Disclosures regarding research and development are presented in the note 1.1 to the consolidated financial statement.</p>	<p>During conducting the audit we have documented our understanding of the process allocating expenses for research and development (R&amp;D), the moment of acceptance for use, methods and depreciation rate of completed R&amp;D.</p> <p>Performed procedures included:</p> <ul style="list-style-type: none"> <li>• detailed audit of allocation expenses for research and development,</li> <li>• assessment of the premises and impairment loss of the completed and uncompleted projects,</li> <li>• assessment of depreciation rates of completed R&amp;D projects.</li> </ul>

### *Responsibilities of Board of Directors and Audit Committee of the Parent for the Consolidated Financial Statements*

The Board of Directors of the Parent is responsible for the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Group in accordance with the International Accounting Standards, International Financial Reporting Standards and related interpretations published in the form of European Commission regulations, adopted accounting principles (policy), legal regulations, and the Parent’s articles of association. The Board of Directors of the



Parent is also responsible for such internal control as the Board of Directors determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatements, whether due to fraud or error.

In preparing the consolidated financial statements, the Board of Directors of the Parent is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors of the Parent either intends to liquidate the Group or to cease the operations, or has no realistic alternative but to do so.

The Audit Committee of the Parent is responsible for overseeing the Group's financial reporting process.

### *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements*

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with NSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with NSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors of the Parent.
- Conclude on the appropriateness of the Board of Directors of the Parent's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.



We communicate with the Audit Committee Board of the Parent regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee of the Parent with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From matters communicated with the Audit Committee of the Parent, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that the matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### *Other Information*

The other information comprises the Report on the Group's operations for the financial year ended December 31, 2019, the Corporate Governance Statement which is a separate part of the Report on the Group's operations and the Annual Report for the year ended December 31, 2019 (but does not include the consolidated financial statements and our auditor's report thereon).

### *Responsibilities of the Board of Directors and the Audit Committee of the Parent*

The Board of Directors of the Parent is responsible for the preparation of the other information.

### *Responsibilities of the Auditor*

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon that results from NSAs. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether it is materially inconsistent with the annual consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact. Additionally, according to the i.e. Article 49 of the Accounting Act and the Regulation of the Minister of Finance of March 29, 2018 on current and periodic information disclosed by issuers of securities and the conditions for recognition as equivalent of the information required by law of a non-member state (Journal of Laws of 2018, item 757) (the Regulation on current and periodic information), we are obliged to express an opinion on whether the Parent included the required information in the Corporate Governance Statement. We obtained the Report on the Group's operations prior to the date of this auditor's report, while the remaining parts of the Annual Report will be delivered later. If we conclude that there is a material misstatement in the Annual Report, we are required to communicate the matter to the Audit Committee of the Parent.

### *Opinion on the Corporate Governance Statement*

In our opinion, the Corporate Governance Statement includes the information required by Paragraph 70 clause 6 point 5 of the Regulation on current and periodic information. The information specified in Paragraph 70 clause 6 point 5 letters c-f, h and i of the Regulation on current and periodic information included in the Corporate Governance Statement complies with applicable regulations and is consistent with the information included in the consolidated financial statements.



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*Basis for Audit*

The accompanying consolidated financial statements is not the annual consolidated financial statements within the meaning of regulations in force in Poland. Our audit of these consolidated financial statements is not an audit within the meaning of provision of on the Act of May 11, 2017 on statutory auditors, audit firms, and public supervision (Journal of Laws of 2019, item 1421 as amended).

Renata Art-Franke

Statutory Auditor No. 10320

Key Audit Partner performing the audit on behalf of

Grant Thornton Polska Spółka z ograniczoną odpowiedzialnością sp. k.,  
Poznań, ul. Abpa Antoniego Baraniaka 88 E, Audit Firm No. 4055

Poznań, April 6, 2020.

THIS IS TRANSLATION ONLY. The Polish language version of the report is the only valid and legally binding version. This translation into English is provided to facilitate understanding of the report.