# Village Farms International, Inc.

## Condensed Consolidated Interim Financial Statements

## Three Months Ended

## March 31, 2016 and 2015

## (Unaudited)

## NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these interim financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

**Village Farms International, Inc.**
**Condensed Consolidated Interim Statements of Financial Position**
**(In thousands of United States dollars)**

| | March 31, 2016 (Unaudited) | December 31, 2015 (Audited) |
|---|---|---|
| **ASSETS** | | |
| *Current assets* | | |
| Cash and cash equivalents | $ 4,339 | $ 4,957 |
| Trade receivables | 10,270 | 9,144 |
| Other receivables | 233 | 425 |
| Inventories (note 4) | 14,130 | 13,301 |
| Prepaid expenses and deposits | 824 | 298 |
| Biological asset (note 5) | 7,221 | 6,079 |
| Total current assets | 37,017 | 34,204 |
| *Non-current assets* | | |
| Property, plant and equipment (note 6) | 93,106 | 94,285 |
| Other assets (note 7) | 1,521 | 1,521 |
| Total assets | $ 131,644 | $ 130,010 |
| **LIABILITIES** | | |
| *Current liabilities* | | |
| Trade payables | $ 8,641 | $ 8,857 |
| Accrued liabilities | 3,670 | 2,623 |
| Income taxes payable | - | 662 |
| Operating loan (note 8) | 3,000 | - |
| Current maturities of long-term debt (note 8) | 3,461 | 4,388 |
| Current maturities of capital lease obligations | 28 | 28 |
| Total current liabilities | 18,800 | 16,558 |
| *Non-current liabilities* | | |
| Long-term debt (note 8) | 44,437 | 44,428 |
| Long-term maturities of capital lease obligations | - | 7 |
| Deferred tax liability | 4,648 | 5,184 |
| Deferred compensation | 894 | 902 |
| Total liabilities | 68,779 | 67,079 |
| **SHAREHOLDERS' EQUITY** | | |
| Share capital | 24,903 | 24,903 |
| Contributed surplus | 1,240 | 1,197 |
| Accumulated other comprehensive loss | (470) | (602) |
| Retained earnings | 37,192 | 37,433 |
| Total shareholders' equity | 62,865 | 62,931 |
| Total liabilities and shareholders' equity | $ 131,644 | $ 130,010 |

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

**Village Farms International, Inc.**

**Condensed Consolidated Interim Statements of Changes in Shareholders' Equity**

**For the Three Months Ended March 31, 2016 and 2015**

**(In thousands of United States dollars, except for shares outstanding)**

**(Unaudited)**

| | Number of Common Shares | Share Capital | Contributed Surplus | Accumulated Other Comprehensive Income/(Loss) | Retained Earnings | Total Shareholders' Equity |
|---|---|---|---|---|---|---|
| Balance at January 1, 2015 | 38,707,345 | $ 24,850 | $ 1,021 | $ (210) | $ 35,339 | $ 61,000 |
| Share-based compensation (note 16) | - | - | 60 | - | - | 60 |
| Cumulative translation adjustment | - | - | - | (200) | - | (200) |
| Net loss | - | - | - | - | (928) | (928) |
| Balance at March 31, 2015 | 38,707,345 | 24,850 | 1,081 | (410) | 34,411 | 59,932 |
| Balance at January 1, 2016 | 38,807,345 | 24,903 | 1,197 | (602) | 37,433 | 62,931 |
| Share-based compensation (note 16) | - | - | 43 | - | - | 43 |
| Cumulative translation adjustment | - | - | - | 132 | - | 132 |
| Net loss | - | - | - | - | (241) | (241) |
| Balance at March 31, 2016 | 38,807,345 | $ 24,903 | $ 1,240 | $ (470) | $ 37,192 | $ 62,865 |

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

**Village Farms International, Inc.**

**Condensed Consolidated Interim Statements of Income (Loss) and Comprehensive Income (Loss)**

**For the Three Months Ended March 31, 2016 and 2015**

**(In thousands of United States dollars, except per share data)**

**(Unaudited)**

| | Three Months Ended March 31, | |
|---|---|---|
| | 2016 | 2015 |
| Sales (note 13) | $ 31,708 | $ 27,747 |
| Cost of sales (note 10) | (26,650) | (24,931) |
| Change in biological asset (note 5) | (1,830) | (816) |
| Selling, general and administrative expenses (note 10) | (3,427) | (2,944) |
| Loss from operations | (199) | (944) |
| Interest expense | 557 | 561 |
| Foreign exchange (gain) loss | (19) | 108 |
| Other expense (income), net | 27 | (10) |
| Loss on sale of assets | 12 | - |
| Loss before income taxes | (776) | (1,603) |
| Recovery of income taxes | (535) | (675) |
| Net loss | $ (241) | $ (928) |
| Basic loss per share (note 14) | $ (0.01) | $ (0.02) |
| Diluted loss per share (note 14) | $ (0.01) | $ (0.02) |
| Other comprehensive loss: | | |
| Foreign currency translation adjustment | 132 | (200) |
| Comprehensive loss | $ (109) | $ (1,128) |

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

**Village Farms International, Inc.**

**Condensed Consolidated Interim Statements of Cash Flows**

**For the Three Months Ended March 31, 2016 and 2015**

**(In thousands of United States dollars)**

**(Unaudited)**

| | Three Months Ended March 31, | |
|---|---|---|
| | 2016 | 2015 |
| **Cash flows from operating activities:** | | |
| Net loss | $ (241) | $ (928) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Depreciation and amortization | 2,063 | 2,078 |
| Loss on sale of assets | 12 | - |
| Foreign exchange (gain) loss | (19) | 108 |
| Interest paid | 551 | 563 |
| Share-based compensation | 43 | 60 |
| Deferred income taxes | (536) | (384) |
| Change in biological asset | 1,830 | 816 |
| Changes in non-cash working capital items (note 12) | (5,038) | (5,421) |
| Net cash used in operating activities | (1,335) | (3,108) |
| **Cash flows from investing activities:** | | |
| Purchases of property, plant and equipment | (646) | (528) |
| Net cash used in investing activities | (646) | (528) |
| **Cash flows from financing activities:** | | |
| Proceeds from borrowings | 3,000 | 3,500 |
| Repayments on borrowings | (1,098) | (1,099) |
| Interest paid on long-term debt | (551) | (563) |
| Payments on capital lease obligations | (7) | (6) |
| Net cash provided by financing activities | 1,344 | 1,832 |
| Effect of exchange rate changes on cash and cash equivalents | 19 | (108) |
| **Net decrease in cash and cash equivalents** | (618) | (1,912) |
| **Cash and cash equivalents, beginning of period** | 4,957 | 6,337 |
| **Cash and cash equivalents, end of period** | $ 4,339 | $ 4,425 |
| **Supplemental cash flow information:** | | |
| Income taxes paid | $ 862 | $ 303 |

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

## 1 NATURE OF OPERATIONS

Village Farms International, Inc. ("VFF" the parent company, together with its subsidiaries, the "Company") is incorporated under the *Canada Business Corporation Act*. VFF's principal operating subsidiaries during March 31, 2016 are Village Farms Canada Limited Partnership ("VFCLP"), Village Farms, L.P. ("VFLP"), and VF Clean Energy, Inc ("VFCE"). The address of the registered office of VFF is 4700 80th Street, Delta, British Columbia, Canada, V4K 3N3.

The Company's shares are listed on the Toronto Stock Exchange under the symbol VFF and are also traded in the United States on the OTCQX® Best Market under the symbol VFFIF.

The Company, through its subsidiaries VFCLP and VFLP, owns and operates sophisticated, highly intensive agricultural greenhouse facilities in British Columbia and Texas, where it produces, markets and sells premium-quality tomatoes, bell peppers, and cucumbers. The Company also markets and sells third party produce through its subsidiaries. The Company, through its subsidiary VFCE, owns and operates a 7.0 MW power plant that generates electricity.

## 2 BASIS OF PRESENTATION

### Statement of Compliance

The Company's unaudited condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and its interpretations, as issued by the International Accounting Standards Board ("IASB"). These condensed consolidated interim financial statements are prepared in accordance with International Accounting Standard ("IAS") 34, *Interim Financial Reporting*. They do not include all of the information required for full annual financial statement disclosures, and should be read in conjunction with the Company's audited annual consolidated financial statements for the year ended December 31, 2015, which were prepared in accordance with IFRS.

### Basis of Presentation

The condensed consolidated interim financial statements are prepared on a going concern basis. The accounting policies have been applied consistently in all material respects. These condensed consolidated interim financial statements have been prepared by applying the same accounting policies, assessments of estimates and judgments, and methods of computation as compared with the most recent annual consolidated financial statements.

### Basis of Measurement

The condensed consolidated interim financial statements ("interim financial statements") have been prepared on the historical cost basis except for the following material items in the condensed consolidated interim statements of financial position ("interim statements of financial position") and in the condensed consolidated interim statements of income and comprehensive income ("interim statements of income"):

- Available-for-sale financial assets are measured at fair value; and
- Biological assets are measured at fair value less costs to sell.

### Functional and Presentation Currency

These interim financial statements are presented in United States dollars ("U.S. dollars"), which is the Company's primary functional currency. VFCE's functional currency is Canadian dollars and conversion to U.S. dollars is performed in accordance with IAS 21, *The Effects of Changes in Foreign Exchange Rates*. All financial information presented in U.S. dollars has been rounded to the nearest thousands, except per share amounts.

## 3 CHANGES IN ACCOUNTING POLICIES

The Company has adopted the following new and revised standards, along with any consequential amendments as at January 1, 2015. These changes were made in accordance with the applicable transitional provisions.

- The Company assessed its consolidation conclusion and determined that the adoption of IFRS 10, *Consolidated Financial Statements*, did not result in any changes in the consolidation status of any of its subsidiaries.

- The IASB issued *Disclosure Initiative, Amendments to IAS 1* in December 2014. The Amendments clarify materiality and disclosures within the financial statements and footnotes. These Amendments are effective for annual periods beginning on January 2016, and did not have a material impact on the Company's interim financial statements.

- The IASB issued Amendments to IAS 16, *Property, Plant and Equipment*, and IAS 41, *Agriculture*, in June 2014 with the publication of *Agriculture: Bearer Plants*. The amendments change the financial reporting for bearer plants, which are used solely to grow produce, into the scope of IAS 16 so that they are accounted for in the same way as property, plant, and equipment. The amendments are effective for annual periods beginning on or after January 1, 2016, and did not have an impact on the Company's interim financial statements.

**Accounting Standards Issued and Not Applied**

IFRS 9, *Financial Instruments*, addresses classification and measurement of financial assets and financial liabilities, and replaces the multiple category and measurement models in IAS 39, *Financial Instruments-Recognition and Measurement*. The required adoption date for IFRS 9 has been extended to annual periods beginning on or after January 1, 2018, with early adoption permitted. IFRS 9 is not expected to have a material impact on amounts recorded in the interim financial statements of the Company.

IFRS 15, *Revenue from Contracts with Customers*, replaces IAS 18, *Revenue*, and IAS 11, *Construction Contracts*, and the related Interpretations on revenue recognition. IFRS 15, issued in May 2014, establishes the requirements for recognizing revenue that apply to all contracts with customers, except for contracts that are within the scope of the Standards on leases, insurance contracts, and financial instruments. IFRS 15 is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. Management is currently evaluating the impact of IFRS 15.

IFRS 16, *Leases*, issued in January 2016, replaces IAS 17, *Leases*, and related Interpretations. IFRS 16 establishes the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract, ie the customer (lessee) and the supplier (lessor). IFRS 16 is effective for annual periods beginning on or after January 1, 2019, with early adoption permitted only if the company also applies IFRS 15. Management is currently evaluating the impact of IFRS 16.

Further details of new accounting standards and potential impact on the Company can be found in the Company's consolidated financial statements for the year ended December 31, 2015.

## 4 INVENTORIES

| | March 31, 2016 | December 31, 2015 |
|---|---|---|
| Deferred crop costs | $19,224 | $15,473 |
| Purchased produce inventory | 456 | 402 |
| Biological asset adjustment (note 5) | (5,620) | (2,648) |
| Spare parts inventory | 70 | 74 |
| | $14,130 | $13,301 |

The cost of inventories recognized as expense and included in cost of sales for the three months ended March 31, 2016 amounted to $22,238 (2015 – $20,553). The biological asset adjustment reclassifies actual costs incurred for the biological asset from inventories to biological asset on the interim statements of financial position.

## 5 BIOLOGICAL ASSET

Information about the biological asset presented on the interim statements of financial position and in the interim statements of income is as follows:

| | March 31, 2016 | December 31, 2015 | March 31, 2015 |
|---|---|---|---|
| Estimated sales value - biological asset | $15,657 | $10,100 | $15,649 |
| Less | | | |
| Estimated remaining costs to complete | 7,634 | 3,346 | 7,911 |
| Estimated selling costs | 802 | 675 | 774 |
| Fair value of biological asset less costs to sell | 7,221 | 6,079 | 6,964 |
| Less actual costs (note 4) | 5,620 | 2,648 | 6,271 |
| Increase in fair value of biological asset over cost | 1,601 | 3,431 | 693 |
| Fair value over cost of harvested and sold biological asset – beginning of year | 3,431 | 1,509 | 1,509 |
| Change in biological asset | ($1,830) | $1,922 | ($816) |

## 6 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consist of the following:

| | Land | Leasehold and land improve-ments | Buildings | Machinery and Equipment | Construction in process | Total |
|---|---|---|---|---|---|---|
| **At December 31, 2015** | | | | | | |
| Cost | $5,027 | $3,460 | $82,341 | $63,196 | $697 | $154,721 |
| Accumulated depreciation | - | (1,996) | (29,112) | (29,328) | - | (60,436) |
| Net book value | $5,027 | $1,464 | $53,229 | $33,868 | $697 | $94,285 |
| **Three months ended March 31, 2016** | | | | | | |
| Opening net book value | $5,027 | $1,464 | $53,229 | $33,868 | $697 | $94,285 |
| Additions | - | - | - | - | 646 | 646 |
| Placed in service | - | - | 7 | 1,142 | (1,149) | - |
| Disposals | - | - | - | (244) | - | (244) |
| Accum Depr on Disposals | - | - | - | 232 | - | 232 |
| Depreciation expense | - | (36) | (932) | (1,095) | - | (2,063) |
| FX translation adjustment | - | - | 27 | 223 | - | 250 |
| Closing net book value | $5,027 | $1,428 | $52,331 | $34,126 | $194 | $93,106 |
| **At March 31, 2016** | | | | | | |
| Cost | $5,027 | $3,460 | $82,380 | $64,355 | $194 | $155,416 |
| Accumulated depreciation | - | (2,032) | (30,049) | (30,229) | - | (62,310) |
| Net book value | $5,027 | $1,428 | $52,331 | $34,126 | $194 | $93,106 |

Depreciation related to the greenhouse facilities and equipment is expensed in cost of sales.

## 7 OTHER ASSETS

The following table summarizes the components of other assets:

| | March 31, 2016 | December 31, 2015 |
|---|---|---|
| Patronage stock | $437 | $437 |
| Note receivable | 106 | 109 |
| Security deposits | 103 | 103 |
| Cash surrender value - insurance | 819 | 832 |
| Other | 56 | 40 |
| Total | $1,521 | $1,521 |

## 8 DEBT

| | March 31, 2016 | December 31, 2015 |
|---|---|---|
| **Long-term debt:** | | |
| Opening balance | $49,187 | $53,981 |
| Repayment of debt | (1,098) | (4,394) |
| Foreign Currency Translation | 133 | (400) |
| Closing balance | $48,222 | $49,187 |
| | | |
| Current portion | 3,461 | 4,388 |
| Non-current portion | 44,761 | 44,799 |
| Less: Unamortized deferred transaction costs | (324) | (371) |
| | $47,898 | $48,816 |

**Credit Facilities:**

The Company has a Term Loan financing agreement with a Canadian creditor ("FCC Loan"). The non-revolving variable rate term loan was amended in March 2016 and has a maturity date of May 1, 2021 and a balance of $46,191 as at March 31, 2016. The outstanding balance is repayable by way of monthly installments of principal and interest based on an amortization period of 15 years, with the balance and any accrued interest to be paid in full on May 1, 2021. Monthly principal payments are $347 through May 1, 2016, and $253 effective June 1, 2016. As at March 31, 2016, borrowings under the FCC Loan agreement are subject to an interest rate of 4.12575% (December 31, 2015 – 3.84125%). The Company's interest rate on the FCC Loan is determined based on the Company's Debt to EBITDA ratio and the applicable LIBOR rate.

The Company's subsidiary VFCE has a loan agreement with a Canadian Chartered Bank. The non-revolving fixed rate loan of CA$3.0 million has a maturity date of June 2023, fixed interest rate of 4.98%, and monthly payments of CA$36. As at March 31, 2016, the balance was US$2,031 (December 31, 2015 – US$1,953).

The Company has a line of credit agreement with a Canadian Chartered Bank ( "Operating Loan"). The revolving Operating Loan of up to CA$10,000 is at variable interest rates with a maturity date on August 30, 2016, and is subject to margin requirements stipulated by the bank. As at March 31, 2016, $3,000 was drawn on this facility (December 31, 2015 – $nil), which is available to a maximum of CA$10,000, less outstanding letters of credit totaling $333 and CA$38.

The Company's borrowings ("Credit Facilities") are subject to certain positive and negative covenants. As at March 31, 2016, the Company was in compliance with all covenants on its Credit Facilities.

Accrued interest payable on the credit facilities and loans as at March 31, 2016 was $156 (December 31, 2015 – $150) and these amounts are included in accrued liabilities in the interim statements of financial position.

As security for the FCC Loan, the Company has provided promissory notes, a first mortgage on the greenhouse properties, and general security agreements over its assets. In addition, the Company has provided full recourse guarantees and has granted security therein. The carrying value of the assets and securities pledged as collateral as at March 31, 2016 was $127,492 (December 31, 2015 – $125,928).

Transaction costs incurred in connection with these financing activities are deferred and amortized over the terms of the related financing agreement. Total deferred financing costs, net of accumulated amortization, are netted against long-term debt on the interim statements of financial position, and total $324 as at March 31, 2016 (December 31, 2015 – $371).

The aggregate annual maturities of long-term debt as at March 31, 2016 are as follows:

| | |
|---|---|
| Remaining 2016 | $ 2,641 |
| 2017 | 3,281 |
| 2018 | 3,293 |
| 2019 | 3,307 |
| 2020 | 3,321 |
| Thereafter | 32,379 |
| | $48,222 |

## 9 FINANCIAL INSTRUMENTS

The following table summarizes the carrying and fair value of the Company's financial instruments:

| | March 31, 2016 | December 31, 2015 |
|---|---|---|
| Cash and cash equivalents | $4,339 | $4,957 |
| Trade receivables | $10,270 | $9,144 |
| Other receivables | $775 | $971 |
| Other financial liabilities | $64,131 | $61,895 |

Interest income, expense and gains/losses from loans, receivables and other financial liabilities are recognized in the interim statements of income. The following table summarizes interest income and expense for the three months ended March 31:

| | 2016 | 2015 |
|---|---|---|
| Interest income earned on cash/cash equivalents | $nil | $nil |
| Interest expense from other financial liabilities | $557 | $561 |

The Company classifies financial assets and liabilities that are recognized on the interim statements of financial position at fair value in a hierarchy that is based on significance of the inputs used in making the measurements. The levels in the hierarchy are:

- Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 - Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices)
- Level 3 - Inputs for the asset or liability that are not based on observable market data (i.e., unobservable inputs).

### Management of financial risks

The Company, through its financial assets and liabilities, is exposed to various risks. The following provides a measurement of some of these risks as at March 31, 2016. The Company uses financial instruments only for risk management purposes, not for generating trading profits.

i) Credit risk

Credit risk is the risk that the Company will incur a loss due to the failure by its customers or other parties to meet their contractual obligations. Financial instruments that potentially subject the Company to significant concentrations of credit risk consist primarily of cash and cash equivalents, trade receivables and other receivables. The Company limits its exposure to credit risk by placing its cash and cash equivalents with high credit quality financial institutions.

The Company's trade receivables had two customers that each represented more than 10% of the balance of trade receivables, representing 19.3% and 12.1% of the balance of trade receivables as at March 31, 2016 (2015 – three customers, 15.4%, 12.0% and 11.1%). The Company believes that its trade receivables risk is limited due to the high credit quality of its customers and the protection afforded to the Company by the *Perishable Agricultural Commodities Act* (the "PACA") for its sales in the United States, which represent approximately 85% of the Company's annual sales. The PACA protection gives a

claim filed under the PACA first lien on all PACA assets (which include cash and trade receivables). The PACA fosters trading practices in the marketing of fresh and frozen fruits and vegetables in interstate and foreign commerce. It prohibits unfair and fraudulent practices and provides a means of enforcing contracts. Historical write-offs have represented less than one-half of one percent of sales. The maximum amount of credit risk exposure is limited to the carrying amount of the balances on the interim financial statements.

Trade receivables for each customer were evaluated for collectability and an allowance for doubtful accounts has been estimated. At March 31, 2016, the allowance for doubtful accounts balance was $50 (December 31, 2015 – $50). The Company has not recorded a bad debt expense during the three months ended March 31, 2016 (2015 – $nil).

At March 31, 2016, 90.5% (December 31, 2015 – 92.5%) of trade receivables were outstanding less than 30 days, 9.3% (December 31, 2015 – 6.8%) were outstanding for between 30 and 90 days and the remaining 0.2% (December 31, 2015 – 0.7%) were outstanding for more than 90 days. Trade receivables are considered past due based on the contract terms agreed to with a customer. Aged receivables that are past due are not considered impaired unless customer specific information indicates otherwise.

ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk on its long-term debt, for which the interest rates charged fluctuate based on the 90-day LIBOR rate. If interest rates had been 50 basis points higher, the net loss before taxes during the three months ended March 31, 2016 would have been higher by $233. This represents $233 in increased interest expense (2015 – $267).

iii) Foreign exchange risk

At March 31, 2016, the Canadian/U.S. foreign exchange rate was CA$1.00 = US$0.7711 (December 31, 2015 – US$0.7209). Assuming that all other variables remain constant, an increase of $0.10 in the Canadian dollar would have the following impact on the ending balances of certain interim statements of financial position items at March 31, 2016 and December 31, 2015 with the net foreign exchange gain or loss directly impacting net loss for the period.

| | March 31, 2016 | December 31, 2015 |
|---|---|---|
| **Financial assets** | | |
| Cash and cash equivalents | $10 | $95 |
| Trade receivables | 172 | 170 |
| **Financial liabilities** | | |
| Trade payables and accrued liabilities | (224) | (344) |
| Loan payable | (263) | (271) |
| **Net foreign exchange (loss)** | ($305) | ($350) |

iv) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they fall due. The following are the contractual maturities of financial liabilities as at March 31, 2016:

| Financial liabilities | **Total** | **1 year** | **2-3 years** | **4-5 years** | **More than 5 years** |
|---|---|---|---|---|---|
| Long-term debt, net of fees | $47,898 | $3,461 | $6,305 | $6,633 | $31,499 |
| Operating loan | 3,000 | 3,000 | - | - | - |
| Trade payables | 8,641 | 8,641 | - | - | - |
| Accrued liabilities and taxes | 3,670 | 3,670 | - | - | - |
| Obligations under capital lease | 28 | 28 | - | - | - |
| Other liabilities | 894 | - | 894 | - | - |
| Total | $64,131 | $18,800 | $7,199 | $6,633 | $31,499 |

It is the Company's intention to meet these obligations through the collection of current accounts receivable and cash from sales. If the current resources and cash generated from operations are insufficient to satisfy its obligations, the Company may seek to issue additional equity or to arrange debt or other financing. In addition, the Company has available an operating loan of up to CA$10,000, less an outstanding balance of $3,000 and outstanding letters of credit totaling $333 and CA$38.

v) Fair values

The carrying amount of short-term financial instruments, less provisions for impairment if applicable, is consistent with the fair value of such instruments. The Company's debt bears a variable interest rate tied to market rates and therefore its carrying value approximates its fair value.

## 10 EXPENSES BY NATURE

The following table outlines the Company's significant expenses by nature:

| *Cost of sales* | Three Months Ended March 31, 2016 | Three Months Ended March 31, 2015 |
|---|---|---|
| Purchased produce | $8,314 | $6,600 |
| Raw materials and consumables used | 5,515 | 5,982 |
| Depreciation and amortization | 2,016 | 2,030 |
| Transportation and storage | 3,390 | 3,285 |
| Employee compensation and benefits | 7,415 | 7,034 |
| | $26,650 | $24,931 |

| *Selling, general and administrative expenses* | Three Months Ended March 31, 2016 | Three Months Ended March 31, 2015 |
|---|---|---|
| Employee compensation and benefits | $2,305 | $1,819 |
| Marketing | 58 | 98 |
| Professional services | 372 | 378 |
| Office expenses | 345 | 355 |
| Other | 347 | 294 |
| | $3,427 | $2,944 |

| *Employee compensation and benefits* | Three Months Ended March 31, 2016 | Three Months Ended March 31, 2015 |
|---|---|---|
| Salaries and short-term employee benefits | $9,677 | $8,793 |
| Share-based compensation | 43 | 60 |
| | $9,720 | $8,853 |

## 11 DEFERRED INCOME TAXES

Income tax expense is recognized based on management's best estimate of the weighted average annual income tax rate expected for the full financial year. The estimated average annual rate used for the three months ended March 31, 2016 was 30%, excluding the change in biological asset as reported on the interim statements of income, and 30% for the three months ended March 31, 2015.

## 12 CHANGES IN NON-CASH WORKING CAPITAL ITEMS

| | Three Months Ended March 31, | |
|---|---|---|
| | 2016 | 2015 |
| Trade receivables | ($1,126) | $737 |
| Inventories | (829) | 952 |
| Inventories reclassified to biological asset | (2,972) | (3,082) |
| Other receivables | 192 | 216 |
| Prepaid expenses and deposits | (526) | (344) |
| Trade payables | (216) | (3,682) |
| Accrued liabilities and income taxes | 385 | (451) |
| Other assets/other liabilities, net | 54 | 233 |
| | ($5,038) | ($5,421) |

## 13 SEGMENT AND GEOGRAPHIC INFORMATION

The Company's two reporting segments include the Produce business and the Energy business. The Produce business produces, markets, and sells the product group which consists of premium quality tomatoes, bell peppers and cucumbers. The Energy business produces power that it sells per a long-term contract to its one customer.

The Company's primary operations are in the United States and Canada. Net sales by the countries in which its customers are located are as follows:

| | Three Months Ended March 31, | |
|---|---|---|
| | 2016 | 2015 |
| Net Sales | | |
| United States | $29,106 | $25,327 |
| Canada | 2,076 | 1,934 |
| Energy - Canada | 526 | 486 |
| | $31,708 | $27,747 |

The Company's property, plant and equipment, net of accumulated depreciation, are located as follows:

| | March 31, 2016 | December 31, 2015 |
|---|---|---|
| United States | $ 54,014 | $55,186 |
| Canada | 35,244 | 35,413 |
| Energy - Canada | 3,848 | 3,686 |
| | $ 93,106 | $ 94,285 |

The depreciation and amortization charges for the three months ended March 31, 2016 in the Produce business were $1,951 (2015 – $1,989) and $112 (2015 – $89) in the Energy business.

## 14 EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the net income attributable to owners of the Company by the weighted average number of common shares in issue during the year excluding common shares purchased by the Company and held as treasury shares.

| | Three Months Ended March 31, | |
|---|---|---|
| | 2016 | 2015 |
| Net loss attributable to owners of the Company | ($241) | ($928) |
| Weighted average number of common shares outstanding (thousands) | 38,807 | 38,707 |
| Basic loss per share | ($0.01) | ($0.02) |

| | Three Months Ended March 31, | |
|---|---|---|
| | 2016 | 2015 |
| Net loss attributable to owners of the Company | ($241) | ($928) |
| Weighted average number of common shares outstanding (thousands) | 38,807 | 38,707 |
| Adjustment for: | | |
| Share options (thousands) | 90 | 92 |
| Weighted average number of common shares outstanding for diluted earnings per share (thousands) | 38,897 | 38,799 |
| Diluted loss per share | ($0.01) | ($0.02) |

## 15 CAPITAL DISCLOSURES

The Company's capital comprises net debt and equity:

| | March 31, 2016 | December 31, 2015 |
|---|---|---|
| Total bank debt | $51,222 | $49,187 |
| Less cash and cash equivalents | (4,339) | (4,957) |
| Net debt | 46,883 | 44,230 |
| Total equity | 62,865 | 62,931 |
| | $109,748 | $107,161 |

It is the Company's intention to meet its obligations through the collection of current accounts receivable and cash. As at March 31, 2016, the Company has an available operating loan up to CA$10,000, less $3,000 drawn on the loan and $333 and CA$38 outstanding letters of credit (as at December 31, 2015, $nil was outstanding on the operating loan, and $433 and CA$38 outstanding on the letters of credit). As at March 31, 2016, the operating loan borrowing base was $8,273 based on a percentage of the Company's outstanding accounts receivable. If the current resources and cash generated from operations are insufficient to satisfy its obligations, the Company may seek to issue additional equity or to arrange debt or other financing.

## 16 SHARE-BASED COMPENSATION PLAN

The Company has a share-based compensation plan. The maximum number of common shares that can be issued upon the exercise of options granted is equal to 10% of the aggregate number of common shares issued and outstanding from time to time. The term during which an option may be exercised is 10 years from the date of the grant. Options vest at a rate of 33% per year, beginning one year following the grant date of the options. Share-based compensation expense for the three months ended March 31, 2016 of $43 (2015 – $60) was recorded in selling, general and administrative expenses and the corresponding amount credited to contributed surplus.

The following table presents the assumptions used to establish the fair value assigned to the options issued using the Black-Scholes valuation model:

| | March 2016 | November 2015 | October 2015 | March 2015 |
|---|---|---|---|---|
| Expected volatility | 52.5% | 53.3% | 53.6% | 59.6% |
| Dividend | $nil | $nil | $nil | $nil |
| Risk-free interest rate | 1.52% | 1.39% | 1.49% | 1.47% |
| Expected life | 6.5 years | 6.5 years | 6.5 years | 6.5 years |
| Fair value | $0.650 | $0.421 | $0.439 | $0.539 |

Expected volatility was based on three years of historical data.

The following table summarizes stock options granted and stock option forfeitures for the three months ended March 31, 2016 and 2015.

| | Three Months Ended March 31, | | | |
|---|---|---|---|---|
| | 2016 | | 2015 | |
| | Stock options | Weighted average exercise price | Stock options | Weighted average exercise price |
| Beginning of period | 1,899,999 | CA$1.14 | 1,839,999 | CA$1.15 |
| Granted | 250,000 | CA$1.43 | 100,000 | CA$0.94 |
| Forfeitures | (3,334) | CA$1.48 | (25,000) | CA$1.24 |
| End of period | 2,146,665 | CA$1.18 | 1,914,999 | CA$1.14 |

The following table summarizes stock options outstanding and granted as at March 31, 2016:

| Exercise price | Number outstanding | Remaining contractual life (years) | Number of exercisable options |
|---|---|---|---|
| CA$0.70 | 249,999 | 3.8 | 249,999 |
| CA$1.24 | 590,000 | 5.1 | 590,000 |
| CA$1.27 | 150,000 | 6.0 | 150,000 |
| CA$0.85 | 100,000 | 7.0 | 100,000 |
| CA$1.10 | 240,000 | 7.5 | 160,000 |
| CA$1.48 | 371,666 | 8.0 | 247,777 |
| CA$0.94 | 100,000 | 9.0 | 33,333 |
| CA$0.83 | 45,000 | 9.5 | Nil |
| CA$0.80 | 50,000 | 9.6 | Nil |
| CA$1.43 | 250,000 | 10.0 | Nil |
| | 2,146,665 | | |

No options were exercised for the three months ended March 31, 2016 and 2015. Share options outstanding as at March 31, 2016 have the following expiry dates and exercise prices:

| | Exercise price in CA$ per share | March 31, 2016 | December 31, 2015 |
|---|---|---|---|
| Expiry date - January 13, 2020 | 0.70 | 249,999 | 249,999 |
| Expiry date - May 20, 2021 | 1.24 | 590,000 | 590,000 |
| Expiry date - March 13, 2022 | 1.27 | 150,000 | 150,000 |
| Expiry date - March 13, 2023 | 0.85 | 100,000 | 100,000 |
| Expiry date - September 26, 2023 | 1.10 | 240,000 | 240,000 |
| Expiry date - March 18, 2024 | 1.48 | 371,666 | 375,000 |
| Expiry date - March 19, 2025 | 0.94 | 100,000 | 100,000 |
| Expiry date - October 6, 2025 | 0.83 | 45,000 | 45,000 |
| Expiry date - November 16, 2025 | 0.80 | 50,000 | 50,000 |
| Expiry date - March 29, 2026 | 1.43 | 250,000 | - |
| | | 2,146,665 | 1,899,999 |