NEWS RELEASE

G6 Materials Reports Financial Results for the Second Fiscal Quarter of 2022

Total Assets for the Period Ended November 30, 2021 Grew by 22% Compared to the Period Ended May 31, 2021

Ronkonkoma, New York, USA - TheNewswire – January 31, 2022 - G6 Materials Corp. ("G6" or the "Company") (TSXV: GGG, OTCQB: GPHBF), a technology company creating value by developing innovative graphene-based solutions, is pleased to announce that it has filed its unaudited financial results for the second quarter of the fiscal year ending November 30, 2021, the highlights of which are included in this news release. The full set of Condensed Interim Consolidated Financial Statements and Management Discussion and Analysis can be viewed by visiting G6's website at www.g6-materials.com or its profile page on SEDAR at www.sedar.com.

Financial Highlights (all amounts expressed in US dollars unless otherwise noted)

- Revenue for the three-month period ended November 30, 2021 reached $320,204, a slight 6% decrease from the $341,134 reported for the previous three-month period, which was primarily due to the delayed delivery of finished goods due to supply chain disruptions.
- Gross profit for the three-month period ended November 30, 2021 was $39,383, a 77% decrease from the $171,482 reported for the previous three-month period, due to a significant increase in the shipping costs of direct materials and customer shipments mainly from the import of air purification materials and wellness products that resulted in increased costs of goods sold.
- Net loss for the three-month period ended November 30, 2021 decreased by 7% to $610,265, as compared to a net loss of $571,194 reported for the previous three-month period, primarily as the result of increases in the cost of goods sold, professional fees, marketing and investor relations expenses and office and administration expenses, which was partially offset by the sale of intellectual property, consulting services, air purification products and hygiene products.
- Total assets for the period ended November 30, 2021 increased by 22% to $7,215,304 from $5,912,649 for the period ended May 31, 2021.

Management Commentary

"Despite the supply chain challenges that affected our second quarter financial results, we have pivoted the Company to better deal with the situation by opening a new base of operations in California, closer to the largest container import terminals on the west coast and near to our major distributors," said Daniel Stolyarov, President & CEO of G6 Materials Corp. "Our team is excited to have received ISO-9001 Certification for our New York facility late in 2021, which was required in order to secure an exclusive five-year supply agreement. This advancement, along with an exciting research project with the US Army Corps of Engineers, is a great way to begin 2022 and continue the evolution of G6 Materials for the benefit of our shareholders and stakeholders," added Mr. Stolyarov.

Summary of Key Quarterly Financial Measures
(all amounts expressed in US dollars unless otherwise noted, with 2Q21 shown for year-over-year comparison purposes)

	Quarter ended Nov 30, 2021 $	Quarter ended Aug 31, 2021 $	Quarter ended May 31, 202 $	Quarter ended Feb 28, 2021 $	Quarter ended Nov 30, 2020 $
Revenue	320,204	341,134	220,672	263,425	506,140
Cost of goods sold	(280,821)	(169,652)	(478,223)	(193,993)	(237,236)
Gross profit	39,383	171,482	(257,551)	69,432	268,904
Operating expenses	(649,648)	(742,676)	(642,057)	(476,373)	(530,525)
Other income/ (expenses)	-	-	-	83,300	-
Net income (loss)	(610,265)	(571,194)	(899,609)	(323,641)	(261,621)
Comprehensive income (loss)	(650,304)	(747,028)	(407,455)	(321,152)	(320,759)
Net income (loss) per share (basic and diluted)	($0.001)	($0.002)	($0.008)	($0.002)	($0.002)
Total assets	7,215,304	8,034,770	5,912,649	1,617,187	1,342,561
Shareholders' equity	6,861,453	7,538,004	5,525,214	836,567	802,039

Subsequent Highlighted Events (all amounts expressed in US dollars unless otherwise noted)

- **New Base of Operations in California**: On December 1, 2021, the Company announced that its wholly owned subsidiary, Graphene Laboratories, Inc., is opening new location in Cerritos, California. The new location is a 3,895 square foot office and warehouse facility located at 16220 Manning Way in Cerritos, California, and will be mainly used as a distribution center for the Company's products. In addition, the Company has also engaged the services of a California-based third-party logistics company to increase its distribution capacity.

- **ISO 9001 Certification and Exclusive 5-Year Supply Agreement with Global Microconnector Company**: On December 14, 2021, the Company announced that its wholly owned subsidiary, Graphene Laboratories, Inc., recently received ISO 9001 certification ("ISO 9001") for its manufacturing facility in Ronkonkoma, New York. Obtaining ISO 9001 was a prerequisite for G6 to enter into an exclusive five-year supply agreement with a global microconnector company headquartered in Europe. Although the terms of the agreement are confidential, the Company's client is well known in the design, manufacture and sale of flexible printed circuits. Pursuant to the terms and conditions of the agreement, G6 shall supply its products for a variety of smartcard applications.

- **Testing Services Agreement with the U.S. Army Engineer Research & Development Center**: On January 17, 2022, the Company announced that its wholly owned subsidiary, Graphene Laboratories, Inc., had entered into a Testing Services Agreement with the U.S. Army Engineer Research & Development Center in Vicksburg, Mississippi. The Company will assess the ability of graphene oxide materials to solve environmental challenges through the adsorptive removal of contaminants.

About G6 Materials Corp.

G6 Materials Corp. is a technology company creating value through the development of innovative graphene-based solutions. Graphene Laboratories Inc., a wholly owned subsidiary of G6, sells a range of graphene-based products and other materials, including but not limited to conductive epoxies, high-performance composites, and R&D materials, with numerous customers from among the Fortune 500 list of companies, as well as NASA and leading universities. Graphene Laboratories Inc. is developing other innovative products including graphene-enhanced air purifiers and it plans to enter the global filtration market once all testing is complete and applicable government approvals are received.

G6 has identified new graphene-based applications to accelerate growth into the future. Accordingly, the Company has a valuable IP portfolio currently comprised of five granted patents. The Company's management team and employees have a deep understanding of graphene technology based on decades of aggregate academic and commercial experience. Graphene Laboratories Inc., with its ISO 9001-certified facility located in Ronkonkoma, New York, has established its premium research laboratory and scalable production facility and is equipped with a pilot-scale graphene oxide reactor as well as advanced analytical and material processing equipment.

The Company's e-commerce websites are listed below:

- Conductive Epoxies: Adhesive materials distributed under the G6-Epoxy™ trade name and can be purchased at www.g6-epoxy.com

- R&D Materials: Graphene Laboratories Inc. currently offers over 100 graphene and related products available at www.graphene-supermarket.com

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

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ON BEHALF OF THE BOARD: Daniel Stolyarov, President & CEO

For more information on G6 Materials Corp., please visit www.G6-Materials.com or its profile page on SEDAR at www.sedar.com.

Forward-Looking Information

This news release contains forward-looking statements within the meaning of the applicable securities legislation that is based on expectations, estimates and projections as at the date of this news release. By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. “Forward-looking information” in this news release includes but is not limited to information about the graphene-enhanced air purifier (including efficacy and potential commercialization thereof); information about the potential for the Company’s long-term growth; the business goals and objectives of the Company, and other forward-looking information concerning the intentions, plans and future actions of the parties to the transactions described herein and the terms thereon.

The forward-looking information in this news release reflects the current expectations, assumptions and/or beliefs of the Company based on information currently available to the Company. Although the Company believes that the assumptions inherent in the forward-looking information are reasonable, forward-looking information is not a guarantee of future performance and accordingly undue reliance should not be put on such information due to the inherent uncertainty therein.

Risk factors that could cause actual results to differ materially include, but are not limited to, the risk that actual results in commercial applications of the graphene-enhanced air purifier may differ significantly from the Test Results; the Test Results may not be accepted by applicable regulatory agencies required to approve commercialization of the graphene-enhanced air purifier; the Company may not receive required approvals from regulatory agencies to commercialize the graphene-enhanced air purifier; the Company may not achieve further stages of commercialization of the graphene-enhanced air purifier as anticipated, or at all; risks associated with adoption by industries of graphene-based products health and environmental factors affecting adoption of these technologies; the company may fail to obtain appropriate government approvals or accreditation related to the business' operations and technological processes; the results of the tests being performed by an independent laboratory may be unsatisfactory and prevent the company from receiving government approvals and accreditations; the market conditions and demand for its product as well as the market prices of such products being developed by the company may change over time; reliance on key personnel; the potential for conflicts of interest among certain officers, directors or promoters with certain other projects; competition; dilution; and the volatility of our common share price and volume.

The Company undertakes no obligation to revise or update any forward-looking information other than as required by law.

SOURCE: G6 Materials Corp.

G6 MATERIALS CORP.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED NOVEMBER 30, 2021 AND 2020

(Unaudited - Expressed in US Dollars)

Notice of non-review of condensed interim consolidated financial statements

The accompanying condensed interim consolidated financial statements for the six month period ended November 30, 2021 and 2020 are the responsibility of management and have been approved by the Board of Directors. The Company's independent auditor has not reviewed these condensed interim consolidated financial statements.

G6 MATERIALS CORP.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT NOVEMBER 30, 2021 AND MAY 31, 2021
(Unaudited - Expressed in US Dollars)

	Notes	November 30, 2021	May 31, 2021
ASSETS		**$**	**$**
Current			
Cash and cash equivalents		3,242,180	4,878,904
Amounts receivable	5	24,980	24,890
Inventory	6	286,198	386,875
Prepaid expenses and deposits		463,990	141,717
		4,017,348	5,432,386
Equipment	8	35,802	27,677
Right-of-use asset	7	189,036	234,404
Intangible assets	4	2,973,118	218,182
		7,215,304	5,912,649
LIABILITIES			
Current			
Accounts payable and accrued liabilities	9	159,693	150,173
Current portion of lease liability	7	44,414	87,529
		204,107	237,702
Long-term portion of lease liability	7	149,744	149,733
		353,851	387,435
SHAREHOLDERS' EQUITY			
Share capital	12	16,487,601	13,754,030
Warrants reserve	12	125,605	125,605
Contributed surplus		3,023,406	3,023,406
Accumulated other comprehensive income (loss)		(107,497)	108,376
Deficit		(12,667,662)	(11,486,203)
		6,861,453	5,525,214
		7,215,304	5,912,649

Approved on behalf of the Board of Directors on January 28, 2022:

"Daniel Stolyarov" Director
Daniel Stolyarov

"John Gary Dyal" Director
John Gary Dyal

G6 MATERIALS CORP.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
FOR THE SIX MONTHS ENDED,
(Unaudited - Expressed in US Dollars)

	Notes	Three months November 30, 2021	Three months November 30, 2020	Six months November 30, 2021	Six months November 30, 2020
		$	$	$	$
REVENUE		320,204	506,140	661,338	1,675,566
COST OF GOODS SOLD		(280,821)	(297,236)	(450,473)	(1,040,054)
		39,383	208,904	210,865	635,512
EXPENSES					
Amortization of intangible asset	4	10,910	10,910	21,820	21,820
Amortization of right-of-use asset	7	22,684	22,955	45,368	45,910
Depreciation of equipment	8	2,470	16,847	6,325	33,709
Foreign exchange loss		194	591	3,067	2,315
Lease interest	7	3,006	238	6,335	829
Marketing and investor relations		86,283	38,962	140,567	66,923
Office and administrative		57,750	48,739	148,549	110,097
Professional fees	9	242,250	34,734	597,722	141,392
Regulatory fees		13,548	7,180	39,950	11,197
Research and development		54,635	30,389	133,109	51,620
Salaries and benefits	9	151,778	49,061	239,281	77,323
Share-based compensation	11	-	268,579	-	268,579
Travel expenses		4,140	1,340	10,231	365
		(649,648)	(530,525)	(1,392,324)	(832,079)
NET LOSS BEFORE INCOME TAXES		(610,265)	(321,621)	(1,181,459)	(196,567)
OTHER COMPREHENSIVE INCOME (LOSS)					
Items that may be reclassified subsequently to income:					
Foreign currency translation income (loss)		(40,039)	862	(215,873)	(13,427)
COMPREHENSIVE LOSS		(650,304)	(320,759)	(1,397,332)	(209,994)
INCOME (LOSS) PER SHARE - BASIC AND DILUTED		$ (0.00)	$ 0.00	$ (0.01)	$ (0.00)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING		128,351,697	82,037,317	128,351,697	82,037,317

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

G6 MATERIALS CORP.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE SIX MONTHS ENDED,
(Unaudited - Expressed in US Dollars)

	Notes	November 30, 2021	November 30, 2020
		$	$
OPERATING ACTIVITIES			
Net loss for the period		(1,181,459)	(196,567)
Non-cash items:			
Lease interest	7	6,335	829
Amortization of intangible asset	4	21,820	21,820
Amortization of right-of-use asset	7	45,368	45,910
Depreciation of equipment	8	6,325	33,709
Share-based compensation	11	-	268,579
Foreign exchange loss		3,067	2,315
		(1,098,544)	176,595
Changes in non-cash working capital items:			
Amounts receivable		(90)	(7,012)
Inventory		100,677	(497,488)
Prepaid expenses and deposits		(322,273)	(12,585)
Accounts payable and accrued liabilities		(7,419)	138,607
		(1,327,649)	(201,883)
INVESTING ACTIVITIES			
Purchase of equipment	8	(14,450)	-
		(14,450)	-
FINANCING ACTIVITIES			
Proceeds from issuance of common shares (net)	12	(26,247)	-
Principal payments on lease	7	(49,439)	(48,000)
		(75,686)	(48,000)
Change in cash and cash equivalents		(1,417,785)	(249,883)
Effect of exchange rate changes on cash		(218,939)	11,112
Cash and cash equivalents, beginning		4,878,904	561,711
Cash and cash equivalents, ending		3,242,180	322,940

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

G6 MATERIALS CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE SIX MONTHS ENDED NOVEMBER 30, 2021 AND 2020
(Unaudited - Expressed in US Dollars)

	Notes	Common Shares #	Common Shares $	Warrants Reserve #	Warrants Reserve $	Contributed Surplus $	Accumulated Other Comprehensive Income (Loss) $	Deficit $	Total $
Balance, May 31, 2020		**96,908,575**	**8,299,942**	**23,456,761**	**33,946**	**2,821,938**	**(82,839)**	**(10,356,387)**	**716,600**
Share-based compensation	11	-	-	-	-	268,579	-	-	268,579
Foreign currency translation income		-	-	-	-	-	13,427	-	13,427
Net loss for the period		-	-	-	-	-	-	(196,567)	(196,567)
Balance, November 30, 2020		**96,908,575**	**8,299,942**	**23,456,761**	**33,946**	**3,090,517**	**(69,412)**	**(10,552,954)**	**802,039**
Balance, May 31, 2021		**138,679,193**	**13,754,030**	**24,433,143**	**125,605**	**3,023,406**	**108,376**	**(11,486,203)**	**5,525,214**
Share issued for acquisition of business	4, 12	25,000,000	2,759,818	-	-	-	-	-	2,759,818
Share issuance cost in connection with private placement		-	(26,247)	-	-	-	-	-	(26,247)
Foreign currency translation income		-	-	-	-	-	(215,873)	-	(215,873)
Net loss for the period		-	-	-	-	-	-	(1,181,459)	(1,181,459)
Balance, November 30, 2021		**163,679,193**	**16,487,601**	**24,433,143**	**125,605**	**3,023,406**	**(107,497)**	**(12,667,662)**	**6,861,453**

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

1. NATURE OF OPERATIONS

G6 Materials Corp. ("G6" or the "Company"), formerly Graphene 3D Lab Inc., was incorporated pursuant to the British Columbia Business Corporations Act on January 17, 2011. On August 8, 2014, through a reverse acquisition transaction, the Company acquired Graphene 3D Lab (U.S.) Inc. which was deemed to be the continuing entity for financial reporting purposes. Graphene 3D Lab (U.S.) Inc. was incorporated on September 3, 2013 in the State of Delaware, U.S.A. On January 23, 2020, the Company changed its name from Graphene 3D Lab Inc. to G6 Materials Corp. The Company's shares continue to trade on the TSX Venture Exchange under the same ticker symbol ("GGG").

On December 8, 2015, the Company closed a non-arm's length share exchange agreement to acquire all of the issued and outstanding shares of Graphene Laboratories Inc. which was incorporated under the laws of the Commonwealth of Massachusetts, U.S.A.

On August 25, 2021 ("Closing Date"), the Company acquired 100% interests in GX Technologies, LLC ("GX Technologies"). Please refer to Note 4 for the acquisition details.

G6 Materials Corp. is a technology company creating value through the development of innovative graphene-based solutions. Historically, it has been in the business of developing, manufacturing, and marketing proprietary composites and coatings based on graphene and other advanced materials. In 2020, the Company shifted its primary strategic focus to pursuing the large market opportunity created by the global coronavirus pandemic with respect to the sale of air purification and filtration products. Based on graphene having extraordinary antiviral and antibacterial properties, the Company recognized that it was well positioned to play a unique role in satisfying customer demand for existing air filtration products while also developing advanced purification products to address a gap in the market by applying its graphene-based expertise.

The Company currently has five US patents granted and four patent applications filed. The patent applications and the granted patents cover technology for graphene manufacturing and applications as well as for non-graphene related technology.

The address of the Company's head office and principal place of business is at 760 Koehler Avenue, Ronkonkoma, New York.

2. BASIS OF PREPARATION AND CONTINUING OPERATIONS

a) Basis of Presentation

The condensed interim consolidated financial statements are prepared in accordance with International Accounting Standard ("IAS") 34 - Interim Financial Reporting under International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB"). The accounting policies followed in these condensed interim financial statements are the same as those applied in the Company's most recent annual financial statements for the year ended May 31, 2021. These condensed interim consolidated financial statements do not include all disclosures normally provided in the annual financial statements and should be read in conjunction with the Company's audited financial statements for the year ended May 31, 2021. In management's opinion, all adjustments necessary for fair presentation have been included in these condensed interim consolidated financial statements. Interim results are not necessarily indicative of the results expected for the year ended May 31, 2022.

b) Basis of Consolidation

These condensed interim consolidated financial statements incorporate the accounts of the Company and its wholly owned subsidiaries Graphene 3D Lab (U.S.) Inc., Graphene Laboratories Inc and GX Technologies LLC. All significant intercompany transactions and balances have been eliminated on consolidation.

These condensed interim consolidated financial statements were approved and authorized for issuance in accordance with resolution from the Board of Directors on January 28, 2022.

2. BASIS OF PREPARATION AND CONTINUING OPERATIONS (continued)

c) New Accounting Standards Adopted

The following accounting standard was adopted by the Company effective June 1, 2019:

IFRS 16 Leases – The new standard introduced a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. IFRS 16 replaced IAS 17 Leases and this standard substantially carries forward the lessor accounting requirement of IAS 17, while requiring enhanced disclosures to be provided by lessors. Other areas of the lease accounting model have been impacted, including the definition of a lease. The Company applied the standard retrospectively with the cumulative effect of initially applying the standard recognized as an adjustment to the opening balance of retained earnings or deficit at that date, subject to permitted practical expedients. Therefore, the Company did not restate comparative information.

The adoption of IFRS 16 resulted in the recognition of a right-of-use asset and a lease liability measured at the present value of the future lease payments on the consolidated statements of financial position for a majority of the Company's leases that were considered operating leases under IAS 17. Amortization expense on the right-of-use asset and interest expense on the lease liability will replace the operating lease expense. IFRS 16 will change the presentation of cash flows relating to leases in the Company's consolidated statements of cash flows, but does not cause a difference in the amount of cash transferred between the parties of a lease. Refer to Note 7 for the impact of adoption of IFRS 16.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Cash and cash equivalents

Cash and cash equivalents in the consolidated statements of financial position is comprised of cash on hand and short-term deposits which are readily convertible into a known amount of cash and is subject to an insignificant risk of change in value.

b) Inventory

The Company's inventory is measured at the lower of cost and net realizable value. Cost is determined using the weighted average method. The cost of finished goods and work-in-progress comprises raw materials, direct labour, other direct costs and related production overhead costs.

An allowance for obsolete or slow-moving inventories is made where necessary. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and selling expenses.

c) Equipment

Items of equipment are recognized at cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditures that are directly attributable to the acquisition of the asset and the costs of dismantling and removing the item and restoring the site on which it is located, if any.

When parts of items of equipment have difference useful lives, they are accounted for as separate items (major components) of equipment.

Gains and losses on disposal of an item of equipment are determined by comparing the proceeds from disposal with the carrying amount of equipment and are recognized in net profit (loss).

Laboratory equipment is depreciated on a straight-line basis ranging from 3 to 5 years.

Estimates for depreciation methods, useful lives and residual values are reviewed at each reporting period-end and adjusted, if appropriate.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

d) Significant Accounting Estimates and Judgements

The preparation of these consolidated financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions which affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and revenues and expenses for the periods reported. Significant areas requiring the use of management estimates include the valuation of share-based payments expense, the determination of useful lives of equipment, valuation of inventories and recognition of inventory impairment, the determination of the allowance of doubtful accounts and the useful lives and recoverability of intangible assets. Actual results could differ from these estimates.

Critical accounting judgements are accounting policies that have been identified as being complex or involving subjective or assessments with a significant risk of material adjustment in the next period. Significant areas requiring critical accounting judgements include the Company's ability to carry on as a going concern and the probability that deferred income tax assets would be recovered in future periods.

e) Income Taxes

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting period the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

f) Loss Per Share

Basic loss per share is computed by dividing net earnings available to common shareholders by the weighted average number of common shares outstanding during the period. The Company applies the treasury stock method in calculating diluted loss per share. Diluted loss per share excludes all dilutive potential common shares if their effect is anti-dilutive.

g) Share Issuance Costs

Professional, consulting, regulatory and other costs directly attributable to financing transactions are recorded as deferred financing costs until the financing transactions are completed, if the completion of the transaction is considered likely; otherwise they are expensed as incurred. Share issue costs are charged to share capital when the related shares are issued. Deferred financing costs related to financing transactions that are not completed are charged to operations.

h) Share-based Compensation

The Company uses the fair value based method of accounting for share-based compensation for all awards of shares and share options granted.

The share option plan allows Company employees to acquire shares of the Company. The fair value of options granted is recognized as an employee expense with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee.

Where the share options are awarded to employees, the fair value is measured at grant date, and each tranche is recognized on the graded vesting method over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

h) Share-based Compensation (continued)

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in the statement of comprehensive income, unless the fair value cannot be estimated reliably, in which case they are recorded at the fair value of the equity instruments granted.

i) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable.

The Company recognizes revenues from the sale of graphene and graphene related products at the point in time when it satisfies its performance obligations. The Company satisfies its performance obligations and transfers control over the goods to the customer upon shipment. Payments received from customers in advance of meeting all of the recognition criteria are recorded as deferred revenue and subsequently recognized as these criteria are met.

j) Financial Instruments

Financial assets – Financial assets are initially measured at fair value plus, in the case of a financial asset not measured at fair value through profit and loss ("FVTPL"), transaction costs. Financial assets are subsequently measured at: (i) FVTPL; (ii) fair value through other comprehensive income ("FVOCI") or (iii) amortized cost. The classification is based on whether the contractual cash flow characteristics represent "solely payments of principal and interest" as well as the business model under which the financial assets are managed.

Financial liabilities – Financial liabilities are classified and measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition.

The following table summarizes the classification of the Company's financial instruments under IFRS 9:

Financial assets	
Cash and cash equivalents	FVTPL
Accounts receivable	Amortized cost
Financial liabilities	
Accounts payable	Amortized cost
Loan payable	Amortized cost

IFRS 9 uses an expected credit loss impairment model and the impairment model is applicable to financial assets measured at amortized cost where any expected future credit losses are provided for, irrespective of whether a loss event has occurred as at the reporting date.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

k) Functional Currency and Foreign Currency Translation

The reporting currency of the Company is the US dollar. The functional currency of the Company is the Canadian dollar ("C$"). The functional currency of Graphene 3D Lab (U.S.) Inc., Graphene Laboratories Inc. and GX Technology LLC. is the US dollar.

Transactions in currencies other than the functional currency are recorded at the rates of exchange prevailing on the dates of the transactions. At each financial position reporting date, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at the date of the consolidated statement of financial position. Non-monetary items that are measured in terms of historical cost in a foreign currency are not re-translated.

l) Impairment

At each reporting date, the carrying amounts of the Company's assets are reviewed to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated to determine the extent of the impairment, if any. The recoverable amount of an asset is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the assets.

An impairment loss is recognized in operations if the carrying amount of an asset exceeds its recoverable amount. For an asset that does not generate independent cash flows, the recoverable amount is determined for the cash generating unit to which the asset belongs. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. An impairment loss in respect of goodwill is not reversed.

m) Intangible Assets

Intangible assets acquired as part of a group of other assets are initially recognized and measured at cost less accumulated amortization and accumulated impairment losses. The cost of a group of intangible assets acquired in a business combination that meet the specified criteria for recognition apart from goodwill, is allocated to the individual assets acquired based on their relative fair values. Costs incurred to establish and maintain patents for intellectual property developed internally are expensed in the period incurred. Intangible assets with finite useful lives are amortized over their estimated useful lives from the date they are available for use, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. Intangible assets not yet available for use or with indefinite lives are not amortized but are tested for impairment at each reporting date. The intangible assets are being amortized on a straight-line basis over their estimated useful life of ten years.

n) Business combinations

The Company uses the acquisition method to account for business combinations. The acquired identifiable net assets are measured at their fair value at the date of acquisition. Deferred taxes are recognized for any differences between the fair value and the tax basis of the net assets acquired. Any excess of the purchase price over the fair value of the net assets acquired is recognized as goodwill. Any deficiency of the purchase price below the fair value of the net assets acquired is recorded as a gain in profit and loss. Associated transaction costs are expensed when incurred.

(Unaudited - Expressed in US Dollars)

4. INTANGIBLE ASSETS

As part of the acquisition of Graphene Laboratories Inc., the Company acquired intangible assets comprised of certain intellectual property, including a provisional patent relating to technology enabling cost efficient industrial scale manufacture and processing of graphene. As at November 30, 2021, the Company's intangible assets are as follows:

	$
Cost:	
Balance, May 31 and November 30, 2021	436,382
Accumulated Amortization:	
Balance, May 31, 2020	174,560
Amortization	43,640
Balance, May 31, 2021	218,200
Amortization	21,820
Balance, November 30, 2021	240,020
Net Book Value:	
May 31, 2021	218,182
November 30, 2021	196,362

<u>Acquisition of GX Technologies</u>

On August 25, 2021 ("Closing Date"), the Company acquired 100% interests in GX Technologies, LLC ("GX Technologies"). Pursuant to the terms of the agreement, as payment, the Company issued 25,000,000 common shares ("Consideration Shares") to the shareholders of GX Technologies. On Closing Date, the fair market value of the Consideration Shares was $0.11 (C$0.14) per common share. The Consideration Shares will be released from escrow over a period of 28 months from the Closing Date as following vesting schedule:

Vesting Date	**Consideration shares**
4 -month from Closing date (December 25, 2021)	5,000,000
10 -month from Closing date (June 25, 2022)	5,000,000
16 -month from Closing date (December 25, 2022)	5,000,000
22 -month from Closing date (June 25, 2023)	5,000,000
28 -month from Closing date (December 25, 2023)	5,000,000
Total	**25,000,000**

The following table summarizes the allocation of the purchase price and related acquisition costs to the fair value of the assets acquired and liabilities assumed of GX Technologies at the date of acquisition:

Purchase price (25,000,000 common shares)	$	2,759,818
Total cost of acquisition	**$**	**2,759,818**
Accounts payable and accrued liabilities	$	(16,938)
Intangible asset		2,776,756
Net identifiable assets acquired	**$**	**2,759,818**

(Unaudited - Expressed in US Dollars)

5. AMOUNTS RECEIVABLE

	November 30, 2021	May 31, 2021
	$	$
Trade accounts receivable	16,092	20,392
GST receivable	8,888	4,498
Total	24,980	24,890

6. INVENTORY

	November 30, 2021	May 31, 2021
	$	$
Raw materials	165,515	221,819
Finished goods	120,683	165,056
Total	286,198	386,875

The cost of inventory is recognized as an expense and included in cost of goods sold when sold. For the period ended November 30, 2021, the amount of inventory recognized in cost of goods sold was 258,476 (May 31, 2021 - $1,013,810).

(Unaudited - Expressed in US Dollars)

7. RIGHT-OF-USE ASSET AND LEASE LIABILITY

The Company adopted IFRS 16, Leases as of June 1, 2019 using the modified retrospective approach with measurement of the right-of-use asset at an amount equal to the present value of the future lease payments.

The Company entered into a three-year lease agreement for the Company's facilities beginning on January 1, 2018 and ending on December 31, 2020, which required monthly payments of $8,000, and subsequently the Company renewed another three-year lease agreement for the Company's facilities beginning on January 1, 2021 and ending on December 31, 2023, which requires monthly payments of $8,240. Upon adoption of IFRS 16 effective in fiscal 2020, the Company recognized a right-of-use asset and a lease liability of $145,382. The Company used a 6% discount rate, its incremental borrowing rate to calculate the present value of the future lease payments and the lease interest expense. The Company continued using the same 6% discount rate and approach for the recognition and calculation of the renewal three-year lease agreement ending on December 31, 2023.

RIGHT-OF-USE ASSET

	$
Cost:	
Balance, May 31, 2019	-
Recognition upon adoption of IFRS 16	145,382
Balance, May 31, 2020	145,382
Addition	272,211
Balance, May 31 and November 30, 2021	417,593
Accumulated Amortization:	
Balance, May 31, 2020	91,820
Amortization	91,369
Balance, May 31, 2021	183,189
Amortization	45,368
Balance, November 30, 2021	228,557
Net Book Value:	
May 31, 2021	234,404
November 30, 2021	189,036

LEASE LIABILITY

	$
Balance, May 31, 2020	55,577
Lease interest expense	6,674
Addition	272,211
Payments	(97,200)
Balance, May 31, 2021	237,262
Lease interest expense	6,335
Payments	(49,439)
Balance, November 30, 2021	194,158
Current portion of lease liability	**44,414**
Long-term portion of lease liability	**149,744**

(Unaudited - Expressed in US Dollars)

8. EQUIPMENT

	Laboratory Equipment
Cost:	$
Balance, May 31, 2020	554,860
Additions	9,406
Balance, May 31, 2021	564,266
Additions	14,450
Balance, November 30, 2021	578,716
Accumulated Depreciation:	
Balance, May 31, 2020	488,917
Depreciation expense	47,612
Balance, May 31, 2021	536,589
Depreciation expense	6,325
Balance, November 30, 2021	542,914
Net Book Value:	
May 31, 2021	27,677
November 30, 2021	35,802

9. RELATED PARTY TRANSACTIONS AND BALANCES

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities.

Key management includes directors and officers of the Company. The Company incurred the following key management compensation charges during the period ended November 30, 2021 and 2020:

	November 30, 2021	November 30, 2020
	$	$
Salaries, bonuses, fees and benefits	92,282	60,000
	92,282	60,000

The Company entered into the following transactions with related parties:

a) During the period ended November 30, 2021, the Company incurred a director and officer's salaries expense in the amount of $92,282 (2020 - $60,000).

b) During the period ended November 30, 2021, the Company incurred consulting fees of $59,858 (2020 - $60,000) to the spouse of a director and officer.

c) During the period ended November 30, 2021, the Company paid professional fees to companies controlled by officers, directors and spouses of officers of the Company in the amount of $71,949 (2020 - $72,007).

(Unaudited - Expressed in US Dollars)

9. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

d) As at November 30, 2021, the Company had $3,451 (2020 - $nil) receivable from a director and officer. Also, the Company had $7,496 (2020 - $nil) receivable from the spouse of a director and officer. The amounts are unsecured, non-interest bearing and has no fixed terms of repayment.

The following amounts were due to related parties:

	November 30, 2021 $	November 30, 2020 $
Salary to officers	-	86,538
Expense reimbursements to related parties	-	6,841
	-	93,379

The amounts due to related parties are included in accounts payable and are unsecured, have no fixed repayments and are non-interest bearing.

10. LOAN PAYABLE

	November 30, 2021 $	November 30, 2020 $
Loans payable	-	83,300

On May 7, 2020, the Company entered into a loan agreement with a third party under the Small Business Administration Payroll Protection Program and borrowed a total of $83,300 which is forgivable subject to the certain conditions. In accordance with the terms of the agreement, the loan will be forgivable if the Company only spends the funds on the Company's payroll, rent, and utilities for the subsequent 8 weeks with appropriate supporting documents. The $83,300 in total consisting of principal of loan. Interest of 1% accrues on the loan during the time between the disbursement of the loan and SBA remittances of the forgiveness amount. Loan payments are deferred for the first six months and the loan is set to mature two years after its initial grant. During the year-ended May 31, 2021, the loan payable of $83,300 has been fully forgiven as per SBA's review and approval, as a result, the Company recognized a gain of forgiveness of loan of $83,300.

On September 11, 2020, the Company entered into a loan agreement with an arm's length third-party company, pursuant to which the Company can draw up to an aggregate principal amount of $1,500,000 dollars on an unsecured basis for 6 months. The Company has agreed to pay a commitment fee of 5% and interest shall accrue on the principal advance under the loan from the date of disbursement at 10% per annum. The loan can be used for any general working capital need, however, the Company expects to use the proceeds to more specifically fund, in whole or in part, inventory purchases, incremental human resources, ongoing research and development, as well as a new production facility. On December 21, 2020, the Company had drawn $250,000 from the loan and on April 5, 2021, the Company repaid the $250,000 principal amount of the loan, the commitment fee of $25,000 and accrued interest of $10,618.

11. LICENSE AND OPTION FEES

License and option fees are comprised of a non-refundable payment received at the time of entering into a license and option agreement (the "Agreement") with a US-based clinical-stage biopharmaceutical company. As per the Agreement, the Company received a one-time cash payment of $220,000 by granting the partner an exclusive license to use the intellectual property for a period of two years. Further, the partner will also have an option to purchase the Company's intellectual property rights for an incremental $1,000,000 during the two-year license period. During the year ended May 31, 2021, the cash payment of $220,000 was recognized as income upon transfer of the license as the Company had no significant future performance obligations and collectability of the fees was reasonably assured.

12. SHARE CAPITAL

Authorized:

Unlimited number of common shares without par value.

Issued and outstanding common stock:

a) On May 5, 2020, the Company closed a non-brokered, private placement financing by issuing 14,300,001 units at a price of C$0.07 per unit for gross proceeds of $713,369 (C$1,001,000). Each unit consists of one common share and one common share purchase warrant. Each unit entitles the holder to purchase one additional common share at a price of C$0.12 for a period of two years. The share purchase warrants include an acceleration provision whereby if the Company's common shares trade on the TSX Venture Exchange at a volume weighted-average price of C$0.16 or more per common share for any period of at least ten consecutive trading days after four months from the closing date, the Company is entitled to accelerate the expiry date of the share purchase warrants to a date that is at least 30 days from the date that notice of such acceleration is given via a news release by the Company.

b) On April 12, 2021, the Company closed of a non-brokered, private placement financing by issuing 27,071,000 units at a price of C$0.20 per unit for gross proceeds of $4,313,073 (C$5,414,200). Each unit consists of one common share and one-half common share purchase warrant. Each full warrant entitles the holder to purchase one additional common share at a price of C$0.30 for a period of two years. The Company incurred cash share issuance costs of $122,965 and in addition, the Company issued 940,500 finders' warrants. Each finders' warrant is exercisable at a price of C$0.30 for a period of two years. The finders' warrants were valued at $91,659 using the Black-Scholes option pricing model, based on a share price of C$0.20, a risk-free interest rate of 0.27%, an expected volatility of 140.26%, a dividend rate of nil, and an expected life of two years. During the period ended November 30, 2021, the Company paid share issuance cost of $26,247 in cash in connection with this private placement closed on April 12, 2021.

c) During the year ended May 31, 2021, the Company issued 13,499,618 common shares for the exercise of warrants for net proceed of $1,210,935 (C$1,512,619).

d) During the year ended May 31, 2021, the Company issued 1,200,000 common shares for the exercise of options for net proceed of $77,593 (C$96,000).

e) On August 25, 2021, the Company issued 25,000,000 common shares for the acquisition of GX Technologies LLC for gross proceed of $2,759,818 (C$3,500,000). Please refer to Note 4 for transaction details.

(Unaudited - Expressed in US Dollars)

12. SHARE CAPITAL (continued)

Escrow shares:

As at November 30, 2021, there are 25,000,000 (2020- nil) common shares subject to escrow agreements.

Stock options:

The Company has adopted a stock option plan (the "Plan"), providing the Board of Directors with the discretion to issue an equivalent number of options of up to 10% of the issued and outstanding share capital of the Company. Stock options are granted with an exercise price of not less than the closing share price of the day preceding the date of grant.

Continuity of stock options:

	Number of options	Exercise price
Options outstanding – May 31,2020	3,595,000	C$0.14
Granted during the year	5,100,000	C$0.08
Exercised during the year	(1,200,000)	C$0.08
Options outstanding and vested – May 31, 2021	7,495,000	C$0.11
Expired during the period	(845,000)	C$0.21
Options outstanding and vested – November 30, 2021	6,650,000	C$0.10

The fair value of the stock options granted is estimated using the Black-Scholes option pricing model. Option pricing models require the input of highly subjective assumptions, including the expected volatility. Changes in the assumptions can materially affect the fair value estimate, and therefore, the existing models do not necessarily provide a reliable measure of the fair value of the Company's stock options.

On October 14, 2020, the Company granted 5,100,000 stock options to certain directors, officers and consultants of the Company with a fair value of C$0.07 at the date of grant. The options are exercisable at C$0.08 per share for a period of five years from the date of grant and vested on the grant date.

The fair value of the stock options granted is estimated using the Black-Scholes option pricing model. Option pricing models require the input of highly subjective assumptions, including the expected volatility. Changes in the assumptions can materially affect the fair value estimate, and therefore, the existing models do not necessarily provide a reliable measure of the fair value of the Company's stock options.

The weighted average assumptions used in the Black-Scholes option pricing model are as follows:

	November 30, 2021	May 31, 2021
Share price	-	C$0.08
Risk-free interest rate	-	1.16%
Expected volatility	-	132.31%
Expected dividend yield	-	$nil
Expected forfeiture rate	-	0%
Expected life	-	5 years

Based on the Black-Scholes option pricing model and the assumptions outlined above the Company recorded share-based compensation of $nil for the period ended November 30, 2021 (May 31, 2021- $268,579).

(Unaudited - Expressed in US Dollars)

12. SHARE CAPITAL (continued)

Stock options (continued)

Details of stock options outstanding:

Expiry date	Exercise price	Remaining life (years)	Number of stock options outstanding	Number of stock options vested and exercisable
July 28, 2022	C$0.11	0.66	300,000	300,000
November 14, 2022	C$0.12	0.96	2,450,000	2,450,000
October 14, 2025	C$0.08	3.87	3,900,000	3,900,000

Share purchase warrants:

The Company uses the residual approach when allocating the fair value of the share purchase warrants issued in conjunction with the offering of units through a private placement. The Company determines the fair value of the common share and the residual value is allocated to the share purchase warrant for unit offerings that contain a common share and a share purchase warrant.

Continuity of share purchase warrants:

	Number of warrants	Weighted average exercise price
Warrants outstanding – May 31, 2020	23,456,761	C$0.116
Warrants granted during the year	14,476,000	C$0.300
Warrants exercised during the year	(13,499,618)	C$0.120
Warrants outstanding – May 31, 2021	24,433,143	C$0.223
Warrants expired during the period	(3,800,000)	C$0.120
Warrants outstanding- November 30, 2021	20,633,143	C$0.242

Details of warrants outstanding:

Expiry date	Exercise price	Remaining life (years)	Number of warrants outstanding
May 5, 2022	C$0.12	0.43	6,157,143
April 12, 2023	C$0.30	1.36	14,476,000

(Unaudited - Expressed in US Dollars)

13. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the the development and production of innovative graphene-based solutions. The Company does not have any externally imposed capital requirements to which it is subject.

The Company defines its capital as all components of shareholders' equity. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue common shares or dispose of assets or adjust the amount of cash.

14. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, trade accounts receivable, accounts payable and loan payable.

The Company classifies its fair value measurements in accordance with an established hierarchy that prioritizes the inputs in valuation techniques used to measure fair value as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly, and
Level 3 – Inputs that are not based on observable market data

The following table sets for the Company's financial assets measured at fair value on a recurring basis by level within the fair value hierarchy:

	Level 1	Level 2	Level 3	Total
	$	$	$	$
Cash and cash equivalents	3,242,180	-	-	3,242,180

The Company has determined that the carrying values of its trade accounts receivable, accounts payable and loan payable approximate their fair value due to the short-term maturities of these financial instruments.

i) Credit risk

Credit risk is the risk of financial loss to the Company if counter-party to a financial instrument fails to meet its contractual obligations. The Company manages credit risk by investing its cash and cash equivalents with large United States and Canadian chartered banks. The Company manages credit risk for trade and other receivables through established credit monitoring activities. As at November 30, 2021 and 2020, the Company's maximum exposure to credit risk is the carrying value of cash and cash equivalents and trade accounts receivable.

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. Financial assets and liabilities with variable interest rates expose the Company to interest rate risk with respect to its cash flow. As at November 30, 2021 and 2020, the Company is not exposed to significant interest rate risk.

15. FINANCIAL INSTRUMENTS

iii) Currency risk

The Company has transactions internationally and is exposed to foreign exchange risk from the Canadian Dollar. Foreign exchange risk arises from financing and purchase transactions that are denominated in currency other than the US Dollar, which is the functional currency of the Company. As at November 30, 2021, the Company held C$3,770,521 (May 31, 2021 - C$5,591,743) in Canadian dollar cash and cash equivalents. A 10% increase or decrease in the Canadian dollar would increase or decrease comprehensive income by $377,052 (May 31, 2021 - $463,198).

iv) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure and financial leverage as outlined above. As at November 30, 2021, the Company has cash and cash equivalents of $3,242,180 and a working capital surplus of $3,813,241.

As at November 30, 2021	Up to 1 year	1 - 5 years	Total
Accounts payable	159,693	-	159,693
Lease liability	44,414	149,744	194,158
	204,107	149,744	353,851

16. SEGMENT DISCLOSURES

The Company operates in one reportable segment – the development, manufacturing and sale of graphene-enhanced materials. Substantially all of the Company's revenue was generated in the U.S. and all long-lived assets are located in the U.S.

G6 MATERIALS CORP.

Management Discussion and Analysis
For the six months ended November 30, 2021

This Management Discussion and Analysis ("MD&A") of G6 Materials Corp. (the "Company" or "G6") provides analysis of the Company's financial results for the six months ended November 30, 2021 and 2020. The following information should be read in conjunction with the condensed interim consolidated financial statements and notes for the six months ended November 30, 2021, which are prepared in accordance with International Financial Reporting Standards. All amounts are expressed in US dollars unless otherwise noted. Canadian dollars are indicated by the symbol "C$".

This discussion contains forward-looking statements and information that are based on the beliefs of management and reflect the Company's current expectations. When used in this MD&A, the words "estimate", "project", "belief", "anticipate", "intend", "expect", "plan", "predict", "may" or "should" and the negative of these words or such variations thereon or comparable terminology are intended to identify forward-looking statements and information. Such statements and information reflect the current view of the Company with respect to risks and uncertainties that may cause actual results to differ materially from those contemplated in those forward-looking statements and information.

By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the Company's actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following risks: risks associated with the marketing and sale of securities, the need for additional financing, reliance on key personnel, the potential for conflicts of interest among certain officers or directors with certain other projects, and the volatility of the Company's common share price and volume. Forward-looking statements are made based on management's beliefs, estimates and opinions on the date that statements are made and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change. Investors are cautioned against attributing undue certainty to forward-looking statements.

There are many important factors that could cause the Company's actual results to differ materially from those indicated or implied by forward-looking statements and information. Such factors include, but are not limited to, risks related to the Company's current and proposed business such as failure of the business strategy, stable supply prices, demand and market prices for the Company's products; demand and value of the Company's intellectual property; government regulations; risks related to the Company's operations, such as additional financing requirements and access to capital, reliance on key and qualified personnel, insurance, competition, reliable supply chains; risks related to the Company and its business generally such as potential exposure to tax under Canadian and US income tax laws, laws and regulations relating to cross-border mergers and acquisitions, infringement of intellectual property rights, product liability, environmental protection, currency exchange rates and conflicts of interest.

The Company cautions that the foregoing list of material factors is not exhaustive. When relying on the Company's forward-looking statements and information to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. The Company has assumed a certain progression, which may not be realized. It has also assumed that the material factors referred to in the previous paragraph will not cause such forward-looking statements and information to differ materially from actual results or events. However, the list of these factors is not exhaustive and is subject to change and there can be no assurance that such assumptions will reflect the actual outcome of such items or factors. While the Company may elect to, it does not undertake to update this information at any particular time.

1.1 DATE OF REPORT

This report is prepared as of January 28, 2022.

1.2 COMPANY OVERVIEW

G6 Materials Corp., formerly known as Graphene 3D Lab Inc. (the “Company” or “G6”), was incorporated pursuant to the British Columbia Business Corporations Act on January 17, 2011. On August 8, 2014, the Company acquired Graphene 3D Lab (U.S.) Inc. (“Graphene 3D U.S.”) through a reverse acquisition/takeover transaction (“Transaction”). The historical operations, assets and liabilities of Graphene 3D U.S. are included as the comparative figures as at and for the period ended May 31, 2014, which is deemed to be the continuing entity for financial reporting purposes. Graphene 3D U.S. was incorporated on September 3, 2013 in the State of Delaware, U.S.A.

On August 11, 2014, the Company’s common shares resumed trading on the TSX Venture Exchange (“TSX-V”) under the symbol “GGG.” On October 7, 2014, the Company began trading on OTCQB, the venture marketplace for entrepreneurial and development stage companies operated by OTC Markets Group, under the symbol “GPHBF”.

Graphene 3D U.S. is a C-corporation, organized on September 3, 2013 under the laws of the State of Delaware. The founders of the corporation include Daniel Stolyarov, Ph.D., the current President & CEO and Elena Polyakova, Ph.D., the former Co-CEO. Founding team members have many years’ worth of combined experience in 3D printing, material production, R&D, and the commercialization of new materials. Graphene 3D U.S. was initially a spinout of Graphene Laboratories Inc. (“Graphene Laboratories” or “GLI”). On August 12, 2015, the Company entered a Share Exchange Agreement (“SEA”) to acquire all of the issued and outstanding shares of GLI. This transaction was reviewed and accepted for filing by the TSX Venture Exchange and closed on December 8, 2015. Graphene Laboratories now operates as a wholly owned subsidiary of the Company.

On January 23, 2020, the Company changed its name from Graphene 3D Lab Inc. to G6 Materials Corp. (“G6”). The Company’s shares continue to trade on the TSX-V under the same ticker symbol “GGG”.

On August 25, 2021 (“Closing Date”), the Company acquired 100% interests in GX Technologies, LLC (“GX Technologies”).

1.3 NATURE OF BUSINESS

G6 Materials Corp. is a technology company creating value through the development of innovative graphene-based solutions. Historically, it has been in the business of developing, manufacturing, and marketing proprietary products based on graphene and other advanced materials. The Company’s target industries include but are not limited to aerospace, automotive, healthcare, marine, medical prosthetics and various branches of the military.

In 2020, the Company shifted its primary strategic focus to pursuing the large market opportunity created by the global coronavirus pandemic with respect to the sale of air purification and filtration products. Based on graphene having extraordinary antiviral and antibacterial properties, the Company recognized that it was well positioned to play a unique role in satisfying customer demand for existing air filtration products while also developing advanced purification products to address a gap in the market by applying its graphene-based expertise.

The Company’s most active subsidiary over its history has been the wholly owned Graphene Laboratories Inc. (“Graphene Labs”). Graphene Labs has grown to offer over 100 graphene and related products to a large client list of historical customers worldwide, including Fortune 500 technology companies and major research universities. Some of the Company’s notable historical clients are NASA, Ford, GE, Apple, Xerox, Samsung, Harvard University, IBM and Stanford University. In addition, the Company is engaged in developing high performance composites to be used in the pharmaceutical and biotechnology industries.

Graphene is a novel material with a variety of outstanding properties. It is currently available in the market at various grades, with performance characteristics such as mechanical strength and conductivity improving with fewer atomic layers. Graphene Labs’ patented manufacturing process provides separation and enrichment of graphene nanoplatelets allowing improving the quality of graphene nanoplatelets.
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The Company also currently has five US patents granted and four patent applications filed. The patent applications and the granted patents cover technology for graphene manufacturing and applications as well as for non-graphene related technology.

More specifically, and presented alphabetically, the Company operates in the following areas:

Air Purification and Hygiene Products

In 2020, the Company shifted its primary strategic focus to pursuing the large market opportunity created by the global coronavirus pandemic with respect to the sale of air purification and filtration products. The Company is offering these products under the trademark "G6 Wellness®" duly registered by US Patent and Trademark Office.

Based on graphene having extraordinary antiviral and antibacterial properties, the Company recognized that it was well positioned to play a unique role in satisfying customer demand for existing air filtration products while also developing advanced purification products to address a gap in the market by applying its graphene-based expertise. The Company has filed a provisional patent application No. US20210346831A1 that covers the method of manufacturing the graphene oxide based antiviral coating. Currently, the Company is working on the commercialization of this technology and developing consumer products and systems based on this concept. The Company engaged an independent testing laboratory to perform various microbial tests of the air purifier prototype being developed, which were announced as having a 99.9% efficacy rate against randomly selected pathogenic microorganisms. The Company is currently working with a manufacturer partner overseas to make the air purifier to be sold in the US market. It is also planning to obtain all necessary government accreditations and certifications necessary to start offering this new product in US.

Conductive Epoxies

Through research and development, the Company has been able to create innovative products with unique properties by using a proprietary mix of high-performance carbon fillers to achieve superb electrical and mechanical properties for electrically conductive epoxies. The Company's specialty adhesive epoxies are well suited for use in the aerospace, automotive, electronics and communication industries, among others. The company is working with several large European manufacturers in the field of flexible electronics and sensors and helping them to adopt the properties of the products to their manufacturing processes. Adhesive materials produced by the company are distributed under the G6-Epoxy™ trade name and can be purchased at: https://g6-epoxy.com/.

High Performance Composites

The Company develops advanced composite material formulations based on graphene additives. The graphene additives developed by the Company are used to improve the performance of fiber composite laminates, including carbon fiber and fiberglass composites. Such composites are used in various industries including but not limited to construction, automotive and aerospace. In particular, the Company has developed formulations for carbon fiber and fiberglass laminated composites for use in marine vessels and their structures. When compared to other composite materials commonly used for shipbuilding, laminated composites enhanced with graphene have much better fatigue resistance, better shock absorbent properties and lower water absorption rates, thereby improving a vessel's resilience in the harsh sea environment and extending its service life. The Company is planning to pursue this commercial opportunity to market these novel material formulations to shipbuilders in the US and aboard. The specifications and technical information about these materials could be found on the Company's web site at: https://g6-materials.com/advanced-materials-and-composites/

R&D Materials

Graphene Supermarket (Graphene R&D Materials): The Company's suite of graphene products is available online at the Graphene Supermarket e-commerce platform (www.graphene-supermarket.com). G6 is a world leader in the development, manufacturing and marketing of graphene and other advanced materials as well as composites based on these nanomaterials. These diverse materials have a wide spectrum of commercial, research and military applications.

Graphene Enrichment Process Patent

The company was granted the US Patent US 11,104,577 pertaining to the preparation and separation of the atomic layers of graphene. This technological breakthrough represents a new, energy efficient and chemically efficient process to manufacture, sort and classify graphene nanoparticles, thereby resulting in the potential for large-scale production of high-grade graphene. This patent relates to graphene nanoplatelets ("GNP"). Specifically, the patent covers a new, energy efficient and chemically non-invasive process that significantly lowers the cost of preparing and separating high-quality GNPs that is only a few atomic layers thick.

1.4 HIGHLIGHTS OF EVENTS OCCURING DURING AND SUBSEQUENT TO THE SIX-MONTH PERIOD ENDING NOVEMBER 30, 2021

Corporate Developments

On September 7, 2021, the Company announced the results of the antimicrobial efficacy test on a prototype of G6's proprietary graphene-based air purifier (the "Lab Test") conducted by a US-based microbiological laboratory of The Intertek Group plc. The test showed that the concentration of pathogenic microorganisms present in the testing chamber was reduced by 99.9% over the duration of the experiment. Two different pathogens were randomly chosen to be tested under each experiment, which were the E. coli bacteria and the Phi-X174 bacteriophage. The duration of the Lab Test was set to two hours.

On September 9, 2021, the Company's President and Chief Executive Officer, Daniel Stolyarov, issued a letter to shareholders highlighting the Company's pivotal year and outlining its near-term goals. On September 27, 2021, the Company announced that updates had been made to its corporate website and investor presentation, the enhancements of which reflected the Company's financing closing, acquisition of GX Technologies and increased corporate activity.

On November 29, 2021, the Company announced that it had successfully installed and commenced the use of a new pilot-scale graphene oxide reactor (the "New Reactor") at its facility in Ronkonkoma, New York. The New Reactor significantly increases the Company's graphene oxide production capacity five-fold. The Company expects the graphene oxide produced to be used in the manufacturing of G6's products, including but not limited to air purifiers and graphene-enhanced resins and composites.

On December 1, 2021, the Company announced that its wholly owned subsidiary, Graphene Laboratories, Inc., is opening new location in Cerritos, California. The new location is a 3,895 square foot office and warehouse facility located at 16220 Manning Way in Cerritos, California, and will be mainly used as a distribution center for the Company's products. In addition, the Company has also engaged the services of a California-based third-party logistics company to increase its distribution capacity.

On December 14, 2021, the Company announced that its wholly owned subsidiary, Graphene Laboratories, Inc., recently received ISO 9001 certification ("ISO 9001") for its manufacturing facility in Ronkonkoma, New York. Obtaining ISO 9001 was a prerequisite for G6 to enter into an exclusive five-year supply agreement with a global microconnector company headquartered in Europe. Although the terms of the agreement are confidential, the Company's client is well known in the design, manufacture and sale of flexible printed circuits. Pursuant to the terms and conditions of the agreement, G6 shall supply its products for a variety of smartcard applications.

On January 17, 2022, the Company announced that its wholly owned subsidiary, Graphene Laboratories, Inc., had entered into a Testing Services Agreement with the U.S. Army Engineer Research & Development Center in Vicksburg, Mississippi. The Company will assess the ability of graphene oxide materials to solve environmental challenges through the adsorptive removal of contaminants.

Financial Update

On August 25, 2021 ("Closing Date"), the Company acquired 100% interests in GX Technologies, LLC ("GX Technologies"). Pursuant to the terms of the agreement, as payment, the Company issued 25,000,000 common shares ("Consideration Shares") to the shareholders of GX Technologies. On Closing Date, the fair market value of the Consideration Shares was $0.11 (C$0.14) per common share. The Consideration Shares will be released from escrow over a period of 28 months from the Closing Date as following vesting schedule:

Vesting Date	Consideration shares
4 -month from Closing date (December 25, 2021)	5,000,000
10 -month from Closing date (June 25, 2022)	5,000,000
16 -month from Closing date (December 25, 2022)	5,000,000
22 -month from Closing date (June 25, 2023)	5,000,000
28 -month from Closing date (December 25, 2023)	5,000,000
Total	**25,000,000**

The following table summarizes the allocation of the purchase price and related acquisition costs to the fair value of the assets acquired and liabilities assumed of GX Technologies at the date of acquisition:

Purchase price (25,000,000 common shares)	$	2,759,818
Total cost of acquisition	**$**	**2,759,818**
Accounts payable and accrued liabilities	$	(16,938)
Intangible asset		2,776,756
Net identifiable assets acquired	**$**	**2,759,818**

1.5 RESULTS OF OPERATIONS

Six months ended November 30, 2021 compared with the six months ended November 30, 2020

During the six months ended November 30, 2021, the Company reported a net loss of $1,181,459 compared to a net loss of $196,567 in 2020. The increase in net loss was primarily the result of lower sales of air purification products and the increases in the cost of goods sold, salaries and benefits , professional fee, marketing and investor relations and office and administration expenses partially offset by the sales of intellectual property, consulting services, air purification products and hygiene products.

Research and development expenditures are summarized as follows (expressed in US dollars, unless otherwise noted):

	Quarter ended Nov 30, 2021	Quarter ended Aug 31, 2021	Quarter ended May 31, 2021	Quarter ended Feb 28, 2021	Quarter ended Nov 30, 2020	Quarter ended Aug 31, 2020	Quarter ended May 31, 2020	Quarter ended Feb.29, 2020
R&D personnel (recovery)	25,288	26,967	(15,154)	15,132	21,559	18,461	8,023	9,231
R&D equipment and supplies	29,347	15,862	79,445	7,212	1,145	350	438	724
Patent registration expense	-	35,645	22,647	4,720	7,685	2,420	15,285	1,786
Total R&D expenses	(1)54,635	(2)78,474	(3)86,938	(4)27,064	(4)30,389	21,231	(5)23,746	(5)11,741

(1) During the quarter ended November 30, 2021, the Company increased its expenditures on R&D equipment and supplies expense primarily due to the preparation for expansion into new product lines.

(2) During the quarter ended August 31, 2021, the Company increased its expenditures on patent registration expense primarily due to the preparation and development of business expansion.

(3) During the quarter ended May 31, 2021, the Company increased its expenditures on R&D equipment and supplies primarily due to the preparation of business expansion yet partially offset by the reallocation of R&D personnel costs into direct labour cost in cost of goods sold.

(4) During the quarter ended February 28, 2021 and November 30, 2020, the Company increased its expenditures on R&D personnel primarily due to the receipt of a one-time US$220,000 cash payment related to the License and Option Agreement, the payment of which is not expected to recur over the next two years.

(5) During the quarters ended February 29 and May 31, 2020, the Company continued its cost reduction efforts that were initiated several quarters previously. As a result, the costs of R&D personnel and related equipment and supplies continued to decrease as the Company focused its efforts on revenue generating activities.

1.6 SELECTED FINANCIAL INFORMATION

The following table contains selected financial information (expressed in US dollars, unless otherwise noted) for the Company for the year ended May 31, 2021 as compared to the years ended May 31, 2020 and May 31, 2019. The information set forth should be read in conjunction with the audited annual financial statements, prepared in accordance with International Financial Reporting Standards ("IFRS"), and the related notes thereon.

	Year ended May 31, 2021 $	Year ended May 31, 2020 $	Year ended May 31, 2019 $
Revenue	1,939,663	922,614	946,834
Gross profit	517,393	202,245	592,964
Net loss	1,129,816	1,014,348	599,373
Comprehensive Loss	938,601	1,002,112	601,565
Net loss per share	$0.01	$0.01	$0.01
Total assets	5,912,649	1,165,686	1,066,851
Total non-current financial liabilities	149,733	-	24,000

Non-current financial liabilities consist of the long-term portion of the finance lease obligation and deferred tax liability related to the acquisition of GLI in December 2015.

1.7 SUMMARY OF QUARTERLY RESULTS

The following table contains summary financial information (expressed in US dollars, unless otherwise noted) taken from the Company's quarterly and annual financial reports covering the last eight reporting quarters. The information set forth should be read in conjunction with the audited annual financial statements, prepared in accordance with International Financial Reporting Standards ("IFRS"), and the related notes thereon.

	Quarter ended Nov 30, 2021 (1) $	Quarter ended Aug 31, 2021 (2) $	Quarter ended May 31, 2021 (3) $	Quarter ended Feb 28, 2021 (4) $	Quarter ended Nov 30, 2020 (5) $	Quarter ended Aug 31, 2020 (6) $	Quarter ended May 31, 2020 (7) $	Quarter ended Feb 29, 2020(8) $
Revenue	320,204	341,134	220,672	263,425	506,140	949,426	406,684	169,237
Cost of goods sold	(280,821)	(169,652)	(478,223)	(193,993)	(237,236)	(512,818)	(365,059)	(104,636)
Gross profit	39,383	171,482	(257,551)	69,432	268,904	436,608	41,625	64,601
Operating expenses	(649,648)	(742,676)	(642,057)	(476,373)	(530,525)	(301,554)	(327,385)	(292,789)
Other income/ (expenses)	-	-	-	83,300	-	220,000	24,000	-
Net income (loss)	(610,265)	(571,194)	(899,609)	(323,641)	(261,621)	355,054	(261,760)	(228,188)
Comprehensive income (loss)	(650,294)	(747,028)	(407,455)	(321,152)	(320,759)	340,765	(251,168)	(226,213)
Net income (loss) per share (basic and diluted)	($0.001)	($0.002)	($0.008)	($0.002)	($0.002)	$0.004	($0.002)	($0.003)
Total assets	7,215,304	8,034,770	5,912,649	1,617,187	1,342,561	1,472,872	1,165,686	740,029
Shareholders' equity	6,861,453	7,538,004	5,525,214	836,567	802,039	855,942	716,600	254,399

(1) The decrease in gross profit for the quarter ended November 30, 2021, was primarily due a significant increase in the shipping costs of direct materials and customer shipments mainly from the imports of air purification materials and wellness products, resulting in increasing costs of goods sold.

(2) The quarter-over-quarter increase in gross profit for the quarter ended August 31, 2021, was primarily due to the stable increase in sales yet partially offset by the increase in the shipping costs of direct materials and customer shipments mainly from the imports of air purification materials, resulting in a continual increase in costs of goods sold. Meanwhile, the Company successfully closed and completed the acquisition of GX Technologies by issuing 25,000,000 common shares, resulting in the dramatic increases in cash, total assets and equity. The period over period decline in sales and gross profit as compared to August 31, 2020 is largely attributable to the company's transition to selling its own branded products from 3rd party products and to supply chain delays in the current period which reduced the amount of product available for sale.

(3) In this quarter, the Company successfully closed and raised more than $4.3 million in connection with the private placement at a price of C$0.20 per unit, resulting in the dramatic increases in cash, total assets and equity.

The negative gross profit for the quarter ended May 31, 2021, was due to a number of factors including supply chain disruption related to the pandemic, in particular delays of the delivery of the goods from our manufacturing partners overseas during the previous quarter, resulting in a decrease in revenue. There was also an increase in the shipping costs of direct materials and customer shipments mainly from the imports of air purification materials, resulting in significant increases in cost of goods sold. Finally, in the quarter the Company recorded its annual inventory adjustment. IFRS requires that the inventory value should be recorded at the lower of cost or net realized value. The recording of this adjustment resulted in negative gross profit for the quarter.

(4) The decrease in gross profit for the quarter ended February 28, 2021, was primarily due to supply chain disruption related to the pandemic, in particular delays of the delivery of the goods from our manufacturing partners overseas during the previous quarter, resulting in decreasing in revenue. In addition, there was an increase in the shipping costs of direct materials and customer shipments mainly from the imports of air purification materials, resulting in increasing costs of goods sold.

(5) The increase in revenue and gross profit for the quarter ended November 30, 2020, in comparison with the same period of the prior year, was due to the continuing strong demand for the Company's new offering of air purification products. The revenue was also from graphene-related consulting services provided to third-party clients with a higher margin. The operating loss for the period was reduced by the forgiveness of a loan payable of $83,300. The loan amount was provided under the Small Business Administration ("SBA") Payroll Protection Program and has been fully forgiven as per SBA's review and approval.

(6) The increase in revenue and gross profit for the quarter ended August 31, 2020, in comparison with the previous quarters, was due to the strong demand for the Company's new offering of air purification products as well as from graphene-related consulting services provided to third-party clients. In addition, included in other income/(expenses) was the receipt of a one-time US$220,000 cash payment related to the License and Option Agreement, the payment of which is not expected to recur over the next two years.

(7) The increase in revenue and gross profit for the quarter ended May 31, 2020, in comparison with the previous quarters, was due to a new source of demand for the Company's air purification products as, among other factors. While there was significant growth in revenue the net loss was in line with previous quarters due to being relatively low margin products.

(8) The sales and gross profit for the quarter ended February 29, 2020, in comparison with the previous quarters, was somewhat lower partially due to the reduced demand for its some of its core products as a result of the closure of many universities around the world. The net loss was roughly in line with that of previous quarters due to staffing reductions implemented by the company in anticipation of the slowdown.

1.8 LIQUIDITY AND CAPITAL RESOURCES

As at November 30, 2021, the Company had working capital surplus of $3,813,241 (May 31, 2021 - $5,194,684). As at November 30, 2021, cash and cash equivalents totaled $3,242,180 (May 31, 2021 - $4,878,904). The Company has generated additional funds from the recent sales of goods, the net proceeds of options and warrants exercised as well as the private placement.

Cash used in operating activities during the period ended November 30, 2021 was $1,327,649 (2020 – $201,883). Cash used in investing activities during the period ended November 30, 2021 was $14,450 (2020 – $nil). As at November 30, 2021, the Company's net assets totalled $6,861,453 (May 31, 2021 - $5,525,214). Cash spent from financing activities during the period ended November 30, 2021 was $75,686 (2020 – $48,000). The main contributor was the principal of lease payments and the payment for the share issuance cost.

As at November 30, 2021, the Company's share capital at $16,487,601 (2020 - $8,299,942), which represented 163,679,193 issued and outstanding common shares without par value. As at November 30, 2021, warrant reserves $125,605 (2020 - $33,946) and contributed surplus $3,023,406 (2020 - $3,090,517), respectively. As at November 30, 2021, the Company's retained losses increased to $12,667,662 (2020 - $10,552,954) as the result of net loss during the period of $1,181,459.

The Company's ability to meet its administrative expenses and complete its planned research and development activities and its ramp-up of commercial operations is ultimately dependent upon management's ability to secure additional financing. While management has been successful in obtaining funding in the past, there can be no assurance that it will be able to do so in the future.

1.9 COMMITMENTS

The Company adopted IFRS 16, Leases as of June 1, 2019 using the modified retrospective approach with measurement of the right-of-use asset at an amount equal to the present value of the future lease payments.

The Company entered into a three-year lease agreement for the Company's facilities beginning on January 1, 2018 and ending on December 31, 2020, which requires monthly payments of $8,000. Subsequent to December 31, 2020, the Company renewed another three-year lease agreement for the Company's facilities beginning on January 1, 2021 and ending on December 31, 2023, which requires monthly payments of $8,240. Upon adoption of IFRS 16 effective in fiscal 2020, the Company recognized a right-of-use asset and a lease liability of $145,382. The Company used a 6% discount rate, its incremental borrowing rate to calculate the present value of the future lease payments and the lease interest expense. The company continued using the same 6% discount rate and approach for the recognition and calculation of the renewal three-year lease agreement ending on December 31, 2023.

RIGHT-OF-USE ASSET

	$
Cost:	
Balance, May 31, 2019	-
Recognition upon adoption of IFRS 16	145,382
Balance, May 31, 2020	145,382
Addition	272,211
Balance, May 31 and November 30, 2021	417,593
Accumulated Amortization:	
Balance, May 31, 2020	91,820
Amortization	91,369
Balance, May 31, 2021	183,189
Amortization	45,368
Balance, November 30, 2021	228,557
Net Book Value:	
May 31, 2021	234,404
November 30, 2021	189,036

LEASE LIABILITY

	$
Balance, May 31, 2020	55,577
Lease interest expense	6,674
Addition	272,211
Payments	(97,200)
Balance, May 31, 2021	237,262
Lease interest expense	6,335
Payments	(49,439)
Balance, November 30, 2021	194,158
Current portion of lease liability	**44,414**
Long-term portion of lease liability	**149,744**

1.10 RELATED PARTIES TRANSACTIONS AND BALANCES

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities.

Key management includes directors and officers of the Company. The Company incurred the following key management compensation charges during the period ended November 30, 2021 and 2020:

	November 30, 2021	November 30, 2020
	$	$
Salaries, bonuses, fees and benefits	92,282	60,000
	92,282	60,000

The Company entered into the following transactions with related parties:

a) During the period ended November 30, 2021, the Company incurred a director and officer's salaries expense in the amount of $92,282 (2020 - $60,000).

b) During the period ended November 30, 2021, the Company incurred consulting fees of $59,858 (2020 - $60,000) to the spouse of a director and officer.

c) During the period ended November 30, 2021, the Company paid professional fees to companies controlled by officers, directors and spouses of officers of the Company in the amount of $71,949 (2020 - $72,007).

d) As at November 30, 2021, the Company had $3,451 (2020 - $nil) receivable from a director and officer. Also, the Company had $7,496 (2020 - $nil) receivable from the spouse of a director and officer. The amounts are unsecured, non-interest bearing and has no fixed terms of repayment.

The following amounts were due to related parties:

	November 30, 2021	**November 30, 2020**
	$	**$**
Salary to officers	-	86,538
Expense reimbursements to related parties	-	6,841
	-	93,379

The amounts due to related parties are included in accounts payable and are unsecured, have no fixed repayments and are non-interest bearing.

1.11 RISKS AND UNCERTAINTIES

An investment in the Company's securities involves a high degree of risk. Potential investors should carefully consider the following information about these risks. If any of the following risks actually occurs, the business, financial condition and prospects of the Company could be materially adversely affected. In that case, the value of any securities of the Company could also decline and investors could lose all or part of their investment.

The risks and uncertainties described below are those that the Company's management believes are material, but these risks and uncertainties may not be the only ones that the Company may face. Additional risks and uncertainties, including those that management currently are not aware of or deem immaterial, may also result in decreased operating revenues, increased operating expenses or other events that could result in a decline in the value of any securities of the Company. The following information is a summary only of certain risk factors and is qualified in its entirety by reference to, and must be read in conjunction with, the detailed information appearing elsewhere in Management Discussion and Analysis.

An investment in the securities of the Company is highly speculative.

Risks Related to Business and Industry

If the market does not develop as we expect, our products may not be accepted by the market. As such:

- there is significant competition in the Company's market, which could make it difficult to attract customers and cause the Company to reduce prices and incur lower gross margins;
- the long sales cycle for many of the Company's products makes the timing of revenues difficult to predict;
- the Company may not be able to generate operating profits;
- the Company plans to grow rapidly, which will place strains on the management team and other resources;
- the Company may not be able to hire the number of skilled employees that it needs to achieve its business plan;
- loss of key management, sales or customer service personnel could adversely affect the Company's results of operations;
- if the Company's manufacturing facilities are disrupted, sales of its products could be disrupted and the Company could incur unforeseen costs;
- global economic, political, biological and social conditions may harm the Company's ability to do business, increase its costs, and negatively affect its stock price;
- the Company may need to raise additional capital from time to time to achieve its growth strategy and may be unable to do so on attractive terms; and
- the Company's operating results and financial condition may fluctuate on a quarterly and annual basis.

The Company's operating results and financial condition may fluctuate due to many factors, including those listed below and those identified throughout this "Risk Factors" section:

- the development of new competitive systems or processes by others;
- the entry of new competitors into the Company's market, whether by established or new companies;
- changes in the size and complexity of the Company's organization, including its international operations;
- levels of sales of the Company's products and services to new and existing customers;
- the geographic distribution of the Company's sales;
- changes in product developer preferences or needs;
- delays between the Company's expenditures to develop, acquire or license new technologies and processes, and the generation of sales related thereto;
- the Company's ability to timely and effectively scale its business during periods of sequential quarterly or annual growth;
- limitations or delays in the Company's ability to reduce its expenses during periods of declining sequential quarterly or annual revenue;
- changes in the Company's pricing policies or those of its competitors, including its responses to price competition;
- changes in the amount the Company spends in marketing and other efforts;
- the volatile global economy;
- general economic and industry conditions that affect customer demand and product development trends;
- changes in accounting rules and tax and other laws;
- becoming subject to personal injury, property damage, product liability, warranty and other claims involving allegedly defective products that the Company supplies, which could result in material expense, diversion of management time and attention and damage to its business reputation;
- potential failure of efficacy tests and any other tests of the Company's proprietary technologies related to air purification intellectual property, products or services;

- potential failure to obtain the required accreditations for the Company’s intellectual property, products or services from regulatory authorities or other agencies in the United States or other national or regional jurisdictions;
- interruptions associated with supplier-based delays or operational interruptions of manufacturing partners;
- inadequacy of insurance for potential liabilities; and
- a partially uninsured claim of significant size, which, if successful, could materially adversely affect the Company’s business, financial condition, results of operations and liquidity.

Risks Related to Intellectual Property

The Company may not be able to obtain patent protection or otherwise adequately protect or enforce our intellectual property rights, which could impair its competitive position in the following ways:

- obtaining and maintaining the Company’s patent protection depends on compliance with various procedural, documentary, fee payment and other requirements imposed by governmental patent agencies, and its patent protection could be reduced or eliminated for non-compliance with these requirements;
- the Company may incur substantial costs defending against third-party infringement claims as a result of litigation or other proceedings; and
- the failure to expand the Company’s intellectual property portfolio could adversely affect the growth of its business and results of operations.

Risks Related to COVID-19

In March 2020, the World Health Organization declared COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company’s business or ability to raise funds.

The Company continues to closely monitor developments in the novel coronavirus ("COVID-19") pandemic, including the potential impact on the Company's operations. The impact of COVID-19 is uncertain and COVID-19 could have a significant impact on the Company if G6 or its suppliers are not able to maintain operations.

1.12 OUTSTANDING SHARE DATA

The authorized capital of the Company consists of an unlimited number of common shares with no par value. As at the date of this MD&A, the following common shares, options and share purchase warrants were outstanding:

	Number of Shares	Exercise Price	Expiry Date
Issued and Outstanding Common Shares	163,679,193		
	6,157,143	C$0.12	May 5, 2022
	14,476,000	C$0.30	April 12, 2023
Stock Options	300,000	C$0.11	July 28, 2022
	2,450,000	C$0.12	November 13, 2022
	3,900,000	C$0.08	October 14, 2025
Fully Diluted at January 28, 2022	**190,962,336**		

OTCQB Listing

The Company has been verified to trade on OTCQB®, the venture marketplace for entrepreneurial and development stage companies operated by OTC Markets Group (OTCQX: OTCM) and began trading Oct. 7, 2014. Euro Pacific Capital, Inc. is a qualified Principal American Liaison ("PAL") and has submitted a Letter of Introduction for the Company in accordance with the standards for trading on OTCQB.

1.13 OPERATING SEGMENTS

The Company operates in one reportable segment – the research, development and manufacturing of graphene-enhanced materials. Substantially all of the Company's revenue was generated in the U.S. and all capital assets are located in the U.S.

1.14 CRITICIAL ACCOUNTING ESTIMATES

The preparation of the consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. These estimates involve considerable judgment and are, or could be, affected by significant factors that are out of the Company's control. Revisions to estimates and the resulting effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively.

The Company's significant accounting policies and estimates are included in Note 3 to the May 31, 2021 audited consolidated financial statements of G6 Materials Corp. The preparation of financial statements in accordance with IFRS requires management to select accounting policies and make estimates. Such estimates may have a significant impact on the financial statements. Actual amounts could differ materially from the estimates used and, accordingly, affect the results of the operations. These include:

- the valuation of share-based payments expense;
- the useful lives for depreciation of equipment;
- the valuation of inventories and recognition of inventory impairment;
- the determination of the allowance of doubtful accounts; and
- the useful lives and recoverability of intangible asset.

Share-based payments

The grant date fair value of share-based payment awards granted to employees is recognized as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date.

Inventory

The Company's inventory is measured at the lower of cost and net realizable value. Cost is determined using the weighted average method. The cost of finished goods and work-in-progress comprises raw materials, direct labour, other direct costs and related production overhead costs.

An allowance for obsolete or slow-moving inventories is made where necessary. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and selling expenses.

1.15 NEW STANDARDS AND INTERPRETATIONS ADOPTED

Standards effective for annual periods beginning on or after June 1, 2019:

IFRS 16 Leases – The new standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. IFRS 16 replaced IAS 17 Leases and this standard substantially carries forward the lessor accounting requirement of IAS 17, while requiring enhanced disclosures to be provided by lessors. Other areas of the lease accounting model have been impacted, including the definition of a lease. The Company will apply the standard retrospectively with the cumulative effect of initially applying the standard recognized as an adjustment to the opening balance of retained earnings or deficit at that date, subject to permitted practical expedients. Therefore, the Company will not restate comparative information.

The adoption of IFRS 16 resulted in the recognition of a right-of-use asset and a lease liability measured at the present value of the future lease payments on the consolidated statements of financial position for a majority of the Company's leases that were considered operating leases under IAS 17. Amortization expense on the right-of-use asset and interest expense on the lease liability will replace the operating lease expense. IFRS 16 will change the presentation of cash flows relating to leases in the Company's consolidated statements of cash flows, but does not cause a difference in the amount of cash transferred between the parties of a lease. Refer to Note 7 in the condensed interim consolidated financial statements for the impact of adoption of IFRS 16.

1.16 FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The fair value of the Company's cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities is the amount recorded on the statement of financial position due to their short-term nature.

The Company's financial instruments consist of cash and cash equivalents, trade accounts receivable, accounts payable and loan payable.

The Company classifies its fair value measurements in accordance with an established hierarchy that prioritizes the inputs in valuation techniques used to measure fair value as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 – Inputs that are not based on observable market data.

The following table sets for the Company's financial assets measured at fair value on a recurring basis by level within the fair value hierarchy:

	Level 1 $	Level 2 $	Level 3 $	Total $
Cash and cash equivalents	3,242,180	-	-	3,242,180

The Company has determined that the carrying values of its trade accounts receivable, accounts payable and loan payable approximate their fair value due to the short-term maturities of these financial instruments.

i) Credit risk

Credit risk is the risk of financial loss to the Company if counterparty to a financial instrument fails to meet its contractual obligations. The Company manages credit risk by investing its cash and cash equivalents with large United States and Canadian chartered banks. The Company manages credit risk for trade and other receivables through established credit monitoring activities. As at November 30 2021 and 2020, the Company's maximum exposure to credit risk is the carrying value of cash and cash equivalents and trade accounts receivable.

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. Financial assets and liabilities with variable interest rates expose the Company to interest rate risk with respect to its cash flow. As at November 30, 2021 and 2020, the Company is not exposed to significant interest rate risk as the outstanding loan payable as at November 30, 2021 carries a 1% fixed variable rate.

iii) Currency risk

The Company has transactions internationally, however, is principally exposed to foreign exchange risk from the Canadian Dollar. Foreign exchange risk arises from financing and purchase transactions that are denominated in currency other than the US Dollar, which is the functional currency of the Company. As at November 30, 2021, the Company held C$3,770,521 (May 31, 2021 - C$5,591,743) in Canadian dollar cash and cash equivalents. A 10% increase or decrease in the Canadian dollar would increase or decrease comprehensive income by $377,052 (May 31, 2021 - $463,198).

iv) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure and financial leverage as outlined above. As at November 30, 2021, the Company has cash and cash equivalents of $3,242,180 and a working capital surplus of $3,816,241.

As at November 30, 2021	**Up to 1 year**	**1 - 5 years**	**Total**
Accounts payable	159,693	-	159,693
Lease liability	44,414	149,744	194,158
	204,107	149,744	353,851

APPROVAL

The Board of Directors of G6 has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

ADDITIONAL INFORMATION

Additional information related to G6 is on SEDAR at www.sedar.com and the Company's website http://www.G6-Materials.com.