



GLG LIFE TECH CORPORATION

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the Three Months Ended March 31, 2019

(Unaudited – Prepared by Management)

Notice of No Auditor Review of Interim Consolidated Financial Statements

The accompanying unaudited condensed interim consolidated financial statements have been prepared by management and approved by the Board of Directors. The Company's independent auditors have not performed a review of these condensed interim consolidated financial statements in accordance with International Financial Reporting Standards ("IFRS") for a review of interim financial statements by an entity's auditors.

GLG LIFE TECH CORPORATION

Condensed Interim Consolidated Statements of Financial Position

As at March 31, 2019 and December 31, 2018

(Unaudited – Expressed in Canadian Dollars)

		March 31, 2019	December 31, 2018
ASSETS	Note		
Current Assets			
Cash		\$ 577,679	\$ 1,494,260
Accounts receivable	5	1,010,958	2,918,893
Sales taxes recoverable		640,360	573,410
Inventory	6	5,018,123	5,245,773
Prepaid expenses		699,185	505,862
Total Current Assets		7,946,305	10,738,198
Property, Plant and Equipment	7	32,511,307	33,204,840
Right-of-Use Assets	8	760,702	-
Total Assets		\$ 41,218,314	\$ 43,943,038
LIABILITIES AND SHAREHOLDERS' DEFICIENCY			
Current Liabilities			
Short-term loans	9	\$ 66,218,469	\$ 65,977,969
Interest payable		38,880,204	36,350,197
Accounts payable and accruals		20,708,421	21,314,529
Due to related parties	10	37,075,483	35,924,477
Derivative liabilities	10	297,708	401,672
Current portion of lease liabilities	11	130,419	-
Total Current Liabilities		163,310,704	159,968,844
Lease Liabilities	11	644,536	-
Total Liabilities		163,955,240	159,968,844
EQUITY			
Shareholders' Deficiency			
Share capital	12	199,663,852	199,514,412
Contributed surplus		67,162,825	67,162,825
Accumulated other comprehensive income		7,404,529	7,778,336
Deficit		(370,909,911)	(366,110,690)
Total Shareholders' Deficiency Attributable to Shareholders of GLG		(96,678,705)	(91,655,117)
Non-controlling Interest	13	(26,058,222)	(24,370,689)
		(122,736,927)	(116,025,806)
Total Liabilities and Shareholders' Deficiency		\$ 41,218,313	\$ 43,943,038

Going Concern (Note 3)

Commitments (Note 18)

See Accompanying Notes to the Condensed Interim Consolidated Financial Statements

APPROVED ON BEHALF OF THE BOARD:

"Brian Palmieri"

Director

"Sophia Leung"

Director

GLG LIFE TECH CORPORATION

Condensed Interim Consolidated Statements of Operations and Comprehensive Loss

For the Periods Ended March 31, 2019 and 2018

(Unaudited – Expressed in Canadian Dollars)

	Three months ended March 31			
	2019		2018	
REVENUE	\$	2,022,894	\$	4,267,043
COST OF SALES (Note 15)		(1,945,621)		(3,945,518)
GROSS PROFIT		77,273		321,525
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES (Note 15)		(2,266,762)		(2,338,825)
OTHER INCOME (EXPENSES)				
Interest expense		(3,729,583)		(2,544,119)
Interest income		1,299		154
Inventory (impairment) recovery (Note 6)		(149,025)		60,606
Foreign exchange gain (loss)		198,246		(1,665,335)
Other (expenses) income		(426,845)		66,508
		(4,105,908)		(4,082,186)
LOSS FOR THE PERIOD		(6,295,397)		(6,099,486)
LOSS ATTRIBUTABLE TO:				
Shareholders of GLG		(4,799,221)		(5,649,399)
Non-controlling interest		(1,496,176)		(450,087)
Loss for the period	\$	(1,496,176)	\$	(450,087)
Item that will be reclassified subsequently to profit or loss				
Foreign exchange translation adjustment		(565,164)		(2,230,603)
COMPREHENSIVE LOSS FOR THE PERIOD	\$	(2,061,340)	\$	(2,680,690)
Total other comprehensive loss attributable to:				
Shareholders of GLG		(373,807)		(2,147,309)
Non-controlling interest		(191,357)		(83,294)
	\$	(565,164)	\$	(2,230,603)
COMPREHENSIVE LOSS FOR THE PERIOD ATTRIBUTABLE TO:				
Shareholders of GLG		(5,173,028)		(7,796,708)
Non-controlling interest		(1,687,533)		(533,381)
	\$	(6,860,561)	\$	(533,381)
NET LOSS PER SHARE (Note 16)				
Basic & diluted	\$	(0.12)	\$	(0.15)
Weighted Average Number of Common Shares Outstanding				
Basic and diluted		38,394,223		37,920,336

See Accompanying Notes to the Condensed Interim Consolidated Financial Statements

GLG LIFE TECH CORPORATION

Condensed Interim Consolidated Statements of Changes in Shareholders' Deficiency

As at March 31, 2019 and 2018

(Unaudited – Expressed in Canadian Dollars)

	Number of Common Shares	Number of Restricted Shares	Common Shares Amount	Contributed Surplus	Accumulated Other Comprehensive Income ("AOCI")	Deficit	Total GLG Shareholders' Equity	Non-controlling Interest	Total Shareholders' Equity
Balance, January 1, 2018	37,049,487	870,849	\$ 198,483,160	\$ 55,282,248	\$ 9,194,064	\$ (344,526,362)	\$ (81,566,890)	\$ (7,442,442)	\$ (89,009,332)
Vested restricted shares	150,000	(150,000)							
Share-based compensation	-	-	152,162	-	-	-	152,162	-	152,162
Options exercised	-	-	-	-	-	-	-	-	-
Reduction in investment in subsidiaries	-	-	-	-	-	-	-	-	-
Change in foreign currency translation	-	-	-	-	(2,147,309)	-	(2,147,309)	(83,294)	(2,230,603)
Net loss	-	-	-	-	-	(5,649,399)	(5,649,399)	(450,087)	(6,099,486)
Balance as at March 31, 2018	37,199,487	720,849	\$ 198,635,322	\$ 55,282,248	\$ 7,046,755	\$ (350,175,761)	\$ (89,211,436)	\$ (7,975,823)	\$ (97,187,259)
Balance, April 1, 2018	37,199,487	720,849	\$ 198,635,322	\$ 55,282,248	\$ 7,046,755	\$ (350,175,761)	\$ (89,211,436)	\$ (7,975,823)	\$ (97,187,259)
Vested restricted shares	-	-							
Share-based compensation	-	-	448,933	-	-	-	448,933	-	448,933
Options exercised	473,887	-	430,157	(180,337)	-	-	249,820	-	249,820
Reduction in investment in subsidiaries	-	-	-	12,060,914	-	-	12,060,914	(12,153,105)	(92,191)
Change in foreign currency translation	-	-	-	-	731,581	-	731,581	186,575	918,156
Net loss	-	-	-	-	-	(15,934,929)	(15,934,929)	(4,428,336)	(20,363,265)
Balance as at December 31, 2018	37,673,374	720,849	\$ 199,514,412	\$ 67,162,825	\$ 7,778,336	\$ (366,110,690)	\$ (91,655,117)	\$ (24,370,689)	\$ (116,025,806)
Balance, January 1, 2019	37,673,374	720,849	\$ 199,514,412	\$ 67,162,825	\$ 7,778,336	\$ (366,110,690)	\$ (91,655,117)	\$ (24,370,689)	\$ (116,025,806)
Share-based compensation	-	-	149,440	-	-	-	149,440	-	149,440
Change in foreign currency translation	-	-	-	-	(373,807)	-	(373,807)	(191,357)	(565,164)
Net loss	-	-	-	-	-	(4,799,221)	(4,799,221)	(1,496,176)	(6,295,397)
Balance as at March 31, 2019	37,673,374	720,849	\$ 199,663,852	\$ 67,162,825	\$ 7,404,529	\$ (370,909,911)	\$ (96,678,705)	\$ (26,058,222)	\$ (122,736,927)

GLG LIFE TECH CORPORATION

Condensed Interim Consolidated Statements of Cash Flows

For the periods ended March 31, 2019 and 2018

(Unaudited – Expressed in Canadian Dollars)

	Three months ended March 31	
	2019	2018
Cash Flows From Operating Activities		
Net loss	\$ (6,295,397)	\$ (6,099,486)
Adjustments to reconcile net income to net cash provided by operating activities:		
Share-based compensation (Note 12)	149,440	152,162
Depreciation of property, plant and equipment (Note 7)	885,932	899,284
Depreciation of right-of-use assets (Note 8)	43,605	-
Inventory impairment	149,025	(60,606)
Unrealized foreign exchange (gain) loss	(823,491)	1,354,646
Changes in non-cash working capital items (Note 14)	4,909,921	3,743,551
Net cash used in operating activities	(980,966)	(10,449)
Cash Flows From Investing Activities		
Purchase of property, plant and equipment	-	(10,157)
Net cash used in investing activities	-	(10,157)
Cash Flow From Financing Activities		
Repayment of short-term loans	(29,352)	(39,780)
Exercise of stock options	-	198,898
Advances from related parties	265,840	-
Repayment to related parties	(98,495)	-
Interest paid	(85,589)	(55,624)
Net cash from financing activities	52,404	103,494
Effect of exchange rate changes on cash	11,981	(82,643)
Net Change In Cash	(916,581)	245
Cash, Beginning of the Period	1,494,260	657,373
Cash, End of the Period	\$ 577,679	\$ 657,618

See Accompanying Notes to the Condensed Interim Consolidated Financial Statements

Supplemental Cash Flow Information (Note 14)

GLG LIFE TECH CORPORATION

Notes to the Condensed Interim Consolidated Financial Statements

Three Months Ended March 31, 2019 and 2018

(Unaudited – Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS

GLG Life Tech Corporation (the “Company” or “GLG”) was incorporated under the *Business Corporation Act* (British Columbia), Canada. The registered office of the Company is located at Suite 100, 10271 Shellbridge Way, Richmond, British Columbia V6X 2W8. The Company’s shares trade on the Toronto Stock Exchange (“TSX”) under the symbol “GLG”.

The Company is a vertically integrated producer of high-grade stevia and monk fruit extracts. The Company’s business operates primarily through the manufacturing and sales of refined forms of stevia and monk fruit, and has operations in China and North America.

2. BASIS OF PRESENTATION

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34 – *Interim Financial Reporting* as issued by the International Accounting Standards Board (“IASB”). These condensed interim consolidated financial statements should be read in conjunction with the Company’s consolidated financial statements for the year ended December 31, 2018, which include information necessary or useful to understanding the Company’s business and financial statement presentation. In particular, the Company’s significant accounting policies, use of judgments and estimates were presented in notes 4 and 5, respectively, of those consolidated financial statements, and have been consistently applied, except for the adoption of International Financial Reporting Standard (“IFRS”) 16, commencing on January 1, 2019, in the preparation of these condensed interim consolidated financial statements.

Basis of preparation and measurement

These condensed interim consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair value. Additionally, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

These unaudited condensed interim consolidated financial statements are presented in Canadian dollars, except when otherwise indicated.

The condensed interim consolidated financial statements of the Company for the three months ended March 31, 2019, were authorized for issue by the Audit Committee on behalf of the Board of Directors on May 10, 2019.

GLG LIFE TECH CORPORATION

Notes to the Condensed Interim Consolidated Financial Statements

Three Months Ended March 31, 2019

(Unaudited – Expressed in Canadian Dollars)

3. GOING CONCERN

These unaudited condensed interim consolidated financial statements have been prepared in accordance with IFRS accounting policies, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they become due. For the three-month period ended March 31, 2019, the Company incurred a net loss attributed to the Company's shareholders of \$4,799,221 (2018 - \$5,649,399). As at March 31, 2019, the Company had an accumulated deficit of \$370,909,911 (December 31, 2018 - \$366,110,690), working capital deficiency of \$155,364,399 (December 31, 2018 - \$149,230,646) and cash outflow from operating activities of \$980,966 (2018 – cash outflow \$10,449).

These condensed interim consolidated financial statements do not include the adjustments that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

The Company's operating assets and primary sources of income and cash flows originate in China; the Company is therefore subject to the considerations and risks of operating in China. These include risks associated with the political and economic environment, foreign currency exchange and the legal system in China. Changes in the political and economic policies of the People's Republic of China ("PRC") government may materially and adversely affect the Company's business, financial condition and results of operations and may result in the Company's inability to sustain growth and expansion. There is also no assurance that the Company will not be adversely affected by changes in other governmental policies or any unfavorable change in the political, economic or social conditions, laws or regulations, or the rate or method of taxation in China.

The PRC economy differs from the economies of most developed countries in many respects, including the extent of government involvement, the level of development, growth rate, control of foreign exchange and allocation of resources. Although the PRC government has implemented measures emphasizing the utilization of market forces for economic reform, the reduction of state ownership of productive assets, and the establishment of improved corporate governance in business enterprises, a substantial portion of productive assets in China are still owned by the government. In addition, the PRC government continues to play a significant role in regulating industry development by imposing industrial policies. The PRC government also exercises significant control over China's economic growth by allocating resources, controlling payment of foreign currency-denominated obligations, setting monetary policy, regulating financial services and institutions and providing preferential treatment to particular industries or companies.

While the PRC economy has experienced significant growth in the past three decades, growth has been uneven, both geographically and among various sectors of the economy. The PRC government has implemented various measures to encourage economic growth and guide the allocation of resources. Some of these measures may benefit the overall PRC economy, but may also have a negative effect on the Company. The financial condition and results of operations could be materially and adversely affected by government control over capital investments or changes in tax regulations that are applicable to the Company. In addition, the PRC government has in the past implemented certain measures, including interest rate increases, to control the pace of economic growth. These measures may cause decreased economic activity, which in turn could lead to a reduction in demand for the Company's products and consequently could have a material adverse effect on its business, financial condition and results of operations.

GLG LIFE TECH CORPORATION

Notes to the Condensed Interim Consolidated Financial Statements

Three Months Ended March 31, 2019

(Unaudited – Expressed in Canadian Dollars)

3. GOING CONCERN, continued

There are also uncertainties regarding the interpretation and enforcement of PRC laws, rules and regulations. As noted above, most of the Company's operations are conducted in the PRC, and are governed by PRC laws, rules and regulations. The Company's PRC subsidiaries are subject to laws, rules and regulations applicable to foreign investment in China. The PRC legal system is a civil law system based on written statutes. Unlike the common law system, prior court decisions may be cited for reference but have limited precedential value. In 1979, the PRC government began to promulgate a comprehensive system of laws, rules and regulations governing economic matters in general. The overall effect of legislation over the past three decades has significantly enhanced the protections afforded to various forms of foreign investment in China. However, China has not developed a fully integrated legal system, and recently enacted laws, rules and regulations may not sufficiently cover all aspects of economic activities in China or may be subject to significant degrees of interpretation by PRC regulatory agencies. In particular, because these laws, rules and regulations are relatively new, and because of the limited number of published decisions and the nonbinding nature of such decisions, and because the laws, rules and regulations often give the relevant regulator significant discretion in how to enforce them, the interpretation and enforcement of these laws, rules and regulations involve uncertainties and can be inconsistent and unpredictable. In addition, the PRC legal system is based in part on government policies and internal rules, some of which are not published on a timely basis or at all, and which may be given retroactive effect. As a result, the Company may not be aware of a violation of these policies and rules until after the occurrence of the violation.

Furthermore, any administrative and court proceedings in China may be protracted, resulting in substantial costs and diversion of resources and management attention. Since the PRC administrative and court authorities have significant discretion in interpreting and implementing statutory and contractual terms, it may be more difficult to evaluate the outcome of administrative and court proceedings and the level of legal protection typically experienced in more developed legal systems. These uncertainties may impede the Company's ability to enforce the contracts it has entered into and could materially and adversely affect the Company's business, financial condition and results of operations.

Regarding risk associated with financial instruments generally, as of March 31, 2019, and December 31, 2018, substantially all bank loans were held by Chinese banks and state-owned capital management companies ("SOCMCs"). The Company has provided its banks and SOCMCs guarantees and collateral agreements which could enable the banks and SOCMCs to exercise their rights against the Company's assets, because the Company has not made its principal or interest payments on time. Should the banks exercise their respective rights, it could have a significant impact on the Company's ownership of its assets, and ultimately, its operations. The Company has provided collateral and guarantor agreements in multiple provinces in China, of which each is subject to local provincial rules. There is additional risk that the Company may be assessed additional interest and penalties. To the best of the Company's knowledge, the banks or SOCMCs have not taken any action on the Company's pledged assets to date.

The Company also relies heavily on related parties for funding and continued operations of the Company. Should the related parties not act in good faith, or decide to no longer fund the operations of the Company, there is a high risk that the operations of the Company could be significantly impacted adversely.

GLG LIFE TECH CORPORATION

Notes to the Condensed Interim Consolidated Financial Statements

Three Months Ended March 31, 2019

(Unaudited – Expressed in Canadian Dollars)

3. GOING CONCERN, continued

Finally, in the ordinary course of business, the Company is from time to time involved in legal proceedings and litigation. Presently, there are no legal proceedings and litigations that recently have had, or to the Company's knowledge, are reasonably possible to have, a material impact on the Company's financial positions, results of operations or cash flows. The Company did not accrue any loss contingencies in this respect as of March 31, 2019, and December 31, 2018, as the Company did not consider an unfavorable outcome in any material respects in these legal proceedings and litigations to be probable.

The above matters indicate the existence of a material uncertainty about the Company's ability to continue as a going concern.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Statement of compliance and application of new International Financial Reporting Standards

The unaudited condensed interim consolidated financial statements have been prepared using accounting policies consistent with those used in the preparation of the audited consolidated financial statements as at December 31, 2018 except as described below. The unaudited condensed interim consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2018.

IFRS 16 Leases

On January 1, 2019, the Company adopted IFRS 16 – *Leases* ("IFRS 16") which replaced IAS 17 – *Leases* and IFRIC 4 – *Determining Whether an Arrangement Contains a Lease*. IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases. The standard is effective for annual periods beginning on or after January 1, 2019. IFRS 16 eliminates the classification of leases as either operating leases or finance leases for a lessee. Instead, all leases are treated in a similar way to finance leases as applied under IAS 17. IFRS 16 does not require a lessee to recognize assets and liabilities for short-term leases (leases of 12 months or less) or leases of low-value assets.

The Company applied IFRS 16 using the modified retrospective method. Under this method, comparative financial information has not been restated and will continue to be reported under the accounting standards in effect for those periods. The Company has recognized lease liabilities related to its lease commitments for its office lease, land and production equipment. The lease liabilities were measured at the present value of the remaining minimum lease payments, discounted using the Company's estimated incremental borrowing rate as at January 1, 2019, the date of initial application, resulting in no adjustment to the opening balance of deficit. The associated right-of-use assets are measured at the lease liabilities amount, plus any prepaid lease payments made by the Company. The Company has implemented the following accounting policies permitted under the new standard:

- leases of low dollar value will continue to be expensed as incurred; and
- the Company will not apply any grandfathering practical expedients.

GLG LIFE TECH CORPORATION

Notes to the Condensed Interim Consolidated Financial Statements

Three Months Ended March 31, 2019

(Unaudited – Expressed in Canadian Dollars)

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

As at January 1, 2019, the Company recognized \$804,307 in lease liabilities and right-of-use assets as summarized below.

	Office		Land		Production equipment		Total
Remaining minimum lease payments as at December 31, 2018	\$	732,350	\$	201,077	\$	297,448	\$ 1,230,875
Less effect of discounting at incremental borrowing rate		(240,584)		(117,081)		(68,903)	(426,568)
Lease liabilities recognized as at January 1, 2019 (note 11)	\$	491,766	\$	83,996	\$	228,545	\$ 804,307
Incremental borrowing rate applied		15%		18%		18%	18%
Right-of-use assets recognized as at January 1, 2019 (note 8)	\$	491,766	\$	83,996	\$	228,545	\$ 804,307

Accounting policy adopted for leases under IFRS 16 as at January 1, 2019

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Company assesses whether the contract involves the use of an identified asset, whether the right to obtain substantially all of the economic benefits from use of the asset during the term of the arrangement exists, and if the Company has the right to direct the use of the asset. At inception or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of their relative standalone prices.

5. ACCOUNTS RECEIVABLE

The aging analysis of trade receivables is as follows:

				Past due but not impaired					
		Neither past due							
		Total	nor impaired	<90 days		91-180 days		>180 days	
March 31, 2019	\$	1,010,958	\$ 537,891	\$	473,067	\$	-	\$	-
December 31, 2018	\$	2,918,893	\$ 2,915,046	\$	3,847	\$	-	\$	-

GLG LIFE TECH CORPORATION

Notes to the Condensed Interim Consolidated Financial Statements

Three Months Ended March 31, 2019

(Unaudited – Expressed in Canadian Dollars)

6. INVENTORY

	March 31, 2019	December 31, 2018
Raw materials	\$ 850,980	\$ 1,014,446
Work in progress	1,322,394	1,365,129
Finished goods	2,844,749	2,866,198
	\$ 5,018,123	\$ 5,245,773

The Company assessed the net realizable value of inventory based on the cost of raw materials comprising the purchase price, applicable taxes and other costs incurred in bringing inventory to its present location and condition as well as the cost of finished goods including cost of materials and cost of conversion. The cost of conversion includes costs directly related to the units of production, such as direct labor, and fixed and variable production overheads, based on normal operating capacity.

For the three months ended March 31, 2019, the Company recorded an inventory impairment expense of \$149,025 (2018 - recovery of \$60,606).

The carrying amounts of inventory have been pledged as general collateral for the loans from SOCMCs and a bank.

GLG LIFE TECH CORPORATION

Notes to the Condensed Interim Consolidated Financial Statements Three Months Ended March 31, 2019 and 2018 (Unaudited – Expressed in Canadian Dollars)

7. PROPERTY, PLANT AND EQUIPMENT

	Ion exchange resin equipment	Manufacturing equipment	Buildings & construction in progress	Leasehold & land use rights	Computer equipment & software	Motor vehicles & furniture and fixtures	Bearer plants	Total
Cost								
As at December 31, 2017	\$ 2,210,099	\$ 25,540,604	\$ 43,596,736	\$ 4,646,234	\$ 487,520	\$ 622,695	\$ 249,752	\$ 77,353,640
Additions	-	144,281	1,694	59,029	4,262	-	-	209,266
Disposals	-	(243,205)	(13,096)	-	-	-	-	(256,301)
Impairment	-	(9,919,820)	(615,202)	-	(251,090)	(158,515)	-	(10,944,627)
Foreign currency adjustments	221,853	1,219,896	1,869,644	91,947	13,901	15,877	7,125	3,440,243
As at December 31, 2018	\$ 2,431,952	\$ 16,741,755	\$ 44,839,776	\$ 4,797,210	\$ 254,593	\$ 480,057	\$ 256,877	\$ 69,802,220
Foreign currency adjustments	\$ 32,270	\$ 97,932	\$ 279,441	\$ 19,353	783	\$ 1,670	\$ 1,036	\$ 432,486
As at March 31, 2019	\$ 2,464,222	\$ 16,839,687	\$ 45,119,217	\$ 4,816,563	\$ 255,376	\$ 481,727	\$ 257,913	\$ 70,234,706
Accumulated depreciation								
As at December 31, 2017	\$ 1,781,921	\$ 19,123,882	\$ 16,851,418	\$ 864,555	\$ 394,788	\$ 511,912	\$ 175,889	\$ 39,704,365
Depreciation	227,005	1,472,355	1,498,865	98,048	19,635	19,372	50,779	3,386,059
Disposals	-	(213,460)	(2,386)	-	-	-	-	(215,846)
Impairment	-	(7,759,349)	-	-	(205,217)	(140,457)	-	(8,105,023)
Foreign currency adjustments	130,704	891,247	777,943	25,521	10,253	13,324	(21,167)	1,827,825
As at December 31, 2018	\$ 2,139,630	\$ 13,514,675	\$ 19,125,840	\$ 988,124	\$ 219,459	\$ 404,151	\$ 205,501	\$ 36,597,380
Depreciation	98,799	135,661	624,563	15,416	584	39	10,870	885,932
Disposals	-	-	-	-	-	-	-	-
Foreign currency adjustments	21,400	83,518	129,112	2,949	710	1,432	966	240,087
As at March 31, 2019	\$ 2,259,829	\$ 13,733,854	\$ 19,879,515	\$ 1,006,489	\$ 220,753	\$ 405,622	\$ 217,337	\$ 37,723,399
Net book value								
As at December 31, 2018	\$ 292,322	\$ 3,227,080	\$ 25,713,936	\$ 3,809,086	\$ 35,134	\$ 75,906	\$ 51,376	\$ 33,204,840
As at March 31, 2019	\$ 204,392	\$ 3,105,833	\$ 25,239,702	\$ 3,810,075	\$ 34,623	\$ 76,104	\$ 40,577	\$ 32,511,307

The carrying amounts of property, plant and equipment have been pledged as general collateral for loans from SOCMCs and a bank (Note 9).

GLG LIFE TECH CORPORATION

Notes to the Condensed Interim Consolidated Financial Statements

Three Months Ended March 31, 2019 and 2018

(Unaudited – Expressed in Canadian Dollars)

7. PROPERTY, PLANT AND EQUIPMENT, continued

Land use rights in China have remaining terms ranging from 40 to 40.25 years.

Amortization expense is included in the unaudited condensed interim consolidated statement of operations under the following categories:

	Three months ended March 31	
	2019	2018
Cost of sales	\$ 484,565	\$ 492,328
Selling, general and administrative expenses	401,367	406,956
	\$ 885,932	\$ 899,284

8. RIGHT-OF-USE ASSETS

	Office		Land	Production equipment		Total
Cost						
December 31, 2018	\$ -	\$ -	\$ -	\$ -	\$ -	-
Recognized on initial adoption of IFRS 16	491,766		83,996	228,545		804,307
As at January 1, 2019 and March 31, 2019	\$ 491,766	\$ 83,996	\$ 228,545	\$ 804,307		
Accumulated depreciation						
December 31, 2018	\$ -	\$ -	\$ -	\$ -	\$ -	-
Depreciation expense	22,019	2,540	19,045	43,605		
March 31, 2019	\$ 22,019	\$ 2,540	\$ 19,045	\$ 43,605		
Net book value - March 31, 2019	\$ 469,747	\$ 81,456	\$ 209,499	\$ 760,702		

GLG LIFE TECH CORPORATION

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9. SHORT-TERM LOANS

The Company's short-term loans of \$66,218,469 (December 31, 2018 - \$65,977,969) consist of borrowings from SOMCs and banks in China of \$65,190,445 (December 31, 2018 - \$64,928,482) and loans from private lenders of \$1,028,024 (December 31, 2018 - \$1,049,487) as follows:

Bank loans as at March 31, 2019:

Loan amount in CAD	Loan amount in		Maturity Date	Interest rate per annum	Lender
	RMB				
\$ 597,300	3,000,000	On Demand	9.57%	China Cinda Assets Management Anhui Branch	
5,574,802	28,000,000	On Demand	9.57%	China Cinda Assets Management Anhui Branch	
1,991,001	10,000,000	On Demand	8.56%	China Cinda Assets Management Anhui Branch	
1,947,199	9,780,000	On Demand	8.56%	China Cinda Assets Management Anhui Branch	
10,267,928	51,571,696	On Demand	7.77%	China Cinda Assets Management Anhui Branch	
15,928,005	80,000,000	On Demand	7.77%	China Cinda Assets Management Anhui Branch	
15,765,701	79,184,808	On Demand	11.97%	China Cinda Assets Management Anhui Branch	
3,475,785	17,457,477	On Demand	8.83%	China Cinda Assets Management Anhui Branch	
8,466	42,523	On Demand	8.83%	China Cinda Assets Management Anhui Branch	
1,174,690	5,900,000	On Demand	5.82%	Huishang Bank	
5,973,002	30,000,000	On Demand	12.12%	China Cinda Assets Management Jiangsu Branch	
2,486,566	12,489,025	On Demand	9.09%	China Cinda Assets Management Jiangsu Branch	
\$ 65,190,445	327,425,529				

Bank loans as at December 31, 2018:

Loan amount in CAD	Loan amount in		Maturity Date	Interest rate per annum	Lender
	RMB				
\$ 594,900	3,000,000	On Demand	9.57%	China Cinda Assets Management Anhui Branch	
\$ 5,552,400	28,000,000	On Demand	9.57%	China Cinda Assets Management Anhui Branch	
\$ 1,983,000	10,000,000	On Demand	8.56%	China Cinda Assets Management Anhui Branch	
\$ 1,939,374	9,780,000	On Demand	8.56%	China Cinda Assets Management Anhui Branch	
\$ 10,226,667	51,571,696	On Demand	7.77%	China Cinda Assets Management Anhui Branch	
\$ 15,864,000	80,000,000	On Demand	7.77%	China Cinda Assets Management Anhui Branch	
\$ 15,702,347	79,184,808	On Demand	11.97%	China Cinda Assets Management Anhui Branch	
\$ 3,461,818	17,457,477	On Demand	8.83%	China Cinda Assets Management Anhui Branch	
\$ 8,432	42,523	On Demand	8.83%	China Cinda Assets Management Anhui Branch	
\$ 1,169,970	5,900,000	On Demand	5.82%	Huishang Bank	
\$ 5,949,000	30,000,000	On Demand	12.12%	China Cinda Assets Management Jiangsu Branch	
\$ 2,476,574	12,489,025	On Demand	9.09%	China Cinda Assets Management Jiangsu Branch	
\$ 64,928,482	327,425,529				

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9. SHORT-TERM LOANS, continued

The Company has been working with its Chinese banks and SOCMCs on restructuring its debt during the quarter ended March 31, 2019.

The assets of the Company's subsidiaries including inventory and property, plant and equipment have been pledged as collateral for these loans.

Short-term borrowing from private lenders:

December 31, 2017	\$	965,096
Additions		-
Foreign currency translation		84,391
December 31, 2018	\$	1,049,487
Additions	\$	-
Foreign currency translation		(21,463)
March 31, 2019	\$	1,028,024

The loan principal amount as at March 31, 2019 is denominated in US dollars, is unsecured and bears interest at 11.50% per annum, compounding quarterly. The loan is due on demand.

10. RELATED PARTY BALANCES AND TRANSACTIONS

a) Amount due to related parties

Amounts due to related parties are summarized as follows:

	Note	March 31, 2019	December 31, 2018
Loans from Chief Executive officer ("CEO")		\$ 7,053,060	\$ 6,965,868
Loans from direct family member of CEO		26,324,004	25,186,344
	i)	33,377,064	32,152,212
Consulting fees payable to CEO	ii)	2,698,419	2,734,457
Loan from Director of the Company	iii)	1,000,000	1,037,808
		\$ 37,075,483	\$ 35,924,477

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10. RELATED PARTIES TRANSACTIONS AND BALANCES, continued

a) Amount due to related parties, continued

The loans from the CEO and close family member are summarized as follows:

Loan balance as of March 31, 2019

	Loan amount in CAD	Date of the Loan Agreement	Maturity Date	Security	Interest rate per annum	Related Parties
	\$ 668,217	April 27, 2012	On demand	Unsecured	Category 1	Chairman and CEO
	1,336,300	October 11, 2012	On demand	Unsecured	Category 1	Chairman and CEO
	668,150	May 30, 2013	On demand	Unsecured	Category 1	Chairman and CEO
	334,075	November 15, 2013	On demand	Unsecured	Category 1	Chairman and CEO
	922,047	October 20, 2014	On demand	Unsecured	Category 2	Direct family member of CEO
	193,764	May 23, 2017	On demand	Unsecured	Category 2	Direct family member of CEO
	1,772,149	August 28, 2017	On demand	Unsecured	Category 3	Direct family member of CEO
	2,485,518	August 7, 2018	August 7, 2019	Unsecured	Category 3	Direct family member of CEO
	668,150	November 27, 2018	November 27, 2019	Unsecured	Category 4	Direct family member of CEO
Principal	\$ 9,048,369					
Accrued interest	23,328,695					
	<u>\$ 33,377,064</u>					

Loan balance as of December 31, 2018

	Loan amount in CAD	Date of the Loan Agreement	Maturity Date	Security	Interest rate per annum	Related Parties
	\$ 682,168	April 27, 2012	On demand	Unsecured	Category 1	Chairman and CEO
	1,364,200	October 11, 2012	On demand	Unsecured	Category 1	Chairman and CEO
	682,100	May 30, 2013	On demand	Unsecured	Category 1	Chairman and CEO
	341,050	November 15, 2013	On demand	Unsecured	Category 1	Chairman and CEO
	941,298	October 20, 2014	On demand	Unsecured	Category 2	Direct family member of CEO
	197,809	May 23, 2017	On demand	Unsecured	Category 2	Direct family member of CEO
	1,864,534	August 28, 2017	On demand	Unsecured	Category 3	Direct family member of CEO
	2,537,412	August 7, 2018	August 7, 2019	Unsecured	Category 3	Direct family member of CEO
	409,260	November 27, 2018	November 27, 2019	Unsecured	Category 4	Direct family member of CEO
Principal	\$ 9,019,831					
Accrued interest	23,132,381					
	<u>\$ 32,152,212</u>					

Category 1: US 10 year benchmark government bond rate plus 1100 basis points annual interest rate for loans issued in USD or

China 10 year benchmark government bond rate plus 1100 basis points annual interest rate for loans issued in RMB, compounding quarterly

Category 2: 20% annual interest rate, compounding quarterly

Category 3: 18% annual interest rate, compounding quarterly

Category 4: 20% simple interest

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10. RELATED PARTIES TRANSACTIONS AND BALANCES, continued

a) Amount due to related parties, continued

- i. The Company obtained loans under numerous credit facility agreements from the Company's Chairman and Chief Executive Officer ("CEO"). As at March 31, 2019, the total amount owed to the CEO under these facilities, including principal and accumulated interest is \$7,053,060 (2018 - \$6,965,868). As at March 31, 2019, the entire balance owed is due within 12 months and is therefore classified as current on the statement of financial position.

The Company also obtained loans under numerous credit facility agreements from a direct family member of the CEO. As at March 31, 2019, the total amount owed under these facilities, including principal and accumulated interest is \$26,324,004 (2018 - \$25,186,344). As at March 31, 2019, the entire balance owed is due within 12 months and is therefore classified as current on the statement of financial position.

The combined total of the above loans, including the accrued interest, is \$33,377,064 (2018 - \$32,152,212). These loans will be repaid by either GLG or its Chinese subsidiaries to the lender in the currency the loans were originally borrowed (either USD or RMB), or, at the lender's discretion, in either USD or RMB, depending on the terms of the specific credit facility. The terms of each individual loan are disclosed in the table below.

These loans provide a repayment option to the lenders in either RMB or USD using a fixed foreign exchange rate specified in each credit facility. This option results in a liability of \$297,708 (2018 - \$401,672), which is comprised of a derivative liability and an unrealized foreign exchange loss. The fair value of the derivative liability was calculated using the Black-Scholes model with the following assumptions:

Risk free interest	2.47%
Expected life of the loan	1 year
Expected foreign currency volatility	3.10%

- ii. As of March 31, 2019, the Company has accrued \$2,698,419 (2018 - \$2,734,457), including 3% interest per annum compounding quarterly, in consulting fees to the Company's Chairman and Chief Executive Officer.
- iii. As of September 30, 2018, the Company had renewed a loan of \$1,000,000 (2017 - \$1,000,000) from a Director of the Company originally borrowed to provide working capital required for Monk Fruit extracts. The loan is secured by expected proceeds from monk fruit sales, bearing interest at 15% per annum and repayable in full within twelve months. As of March 31, 2019, the total amount due to this related party including interest was \$1,000,000 (2018 - \$1,037,808).

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10. RELATED PARTIES TRANSACTIONS AND BALANCES, continued

b) Transactions with Key management personnel

Key management personnel are those persons who have the authority and responsibility for planning, directing, and controlling activities of the Company directly or indirectly, including any external directors of the Company.

Remuneration of key management of the Company is comprised of the following expenses:

	Three months ended March 31			
	2019		2018	
Short-term employee benefits (including salaries, bonuses, fees and social security benefits)	\$	152,091	\$	211,151
Share-based benefits	\$	146,858	\$	149,586
Total remuneration	\$	298,950	\$	360,737

Certain executive officers are subject to termination benefits. Upon resignation at the Company's request or in the event of a change in control, they are entitled to termination benefits ranging from 3 to 36 months of gross salary, totaling approximately US \$1,272,000.

Key management did not exercise stock options granted under the Company's stock option plan in the three months ended March 31, 2019.

11. LEASE LIABILITIES

	Office		Land		Production equipment		Total
Recognized as at January 1, 2019	\$	491,766	\$	83,996	\$	228,545	\$ 804,307
Lease payments made		(32,010)		(4,658)		(24,787)	(61,455)
Interest expense on lease liabilities		18,271		3,767		10,066	32,103
	\$	478,027	\$	83,105	\$	213,823	\$ 774,955
Less: current portion		(60,375)		(4,120)		(65,925)	(130,419)
Non-current portion as at March 31, 2019	\$	417,652	\$	78,985	\$	147,899	\$ 644,536

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12. SHARE CAPITAL

a) Common shares

An unlimited number of common shares are authorized with no par value. The holders of common shares are entitled to one vote per share. As at March 31, 2019, there are 38,394,223 common shares issued and outstanding with no par value.

b) Share-based payments

i) Share-based compensation

Share-based compensation to employees is measured at fair value. Fair value is determined using the Company's common share price, and the Black-Scholes option pricing model ("Black-Scholes model").

The Company is subject to the policies of the TSX, under which it is authorized to grant options and restricted shares to officers, directors, employees and consultants enabling them to purchase common stock of the Company. The Company has a stock option and restricted share plan (the "Plan") amended and effective from May 16, 2008. The Plan is administered by the Board of Directors, which determines individual eligibility under the plan.

ii) Stock options

Under the Plan, options granted are non-assignable and the number of common shares available for issue is a maximum of 10% of the issued and outstanding common shares of the Company, inclusive of any restricted shares granted under the Plan. The maximum term of an option is five years after the date of grant. The exercise price may not be less than the closing price of the Company's shares on the last business day immediately preceding the date of grant options, and options have a vesting period from 1 year to 3 years.

Under the Plan, restricted shares granted are non-assignable and the number of common shares available for issue is a maximum of 10% of the issued and outstanding common shares in the Company inclusive of any stock options granted under the Plan. Holders of restricted shares are entitled to voting rights and dividends. The maximum vesting period for restricted shares is five years from the date of grant unless otherwise approved by the Board of Directors. Restricted shares are issued to certain employees and may have certain performance criteria, which are based on production and financial targets.

GLG LIFE TECH CORPORATION

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12. SHARE CAPITAL, continued

ii) Stock options, continued

A continuity of stock options is as follows:

	Stock Options	Weighted Average Exercise Price
Balance as at December 31, 2017	3,060,222	\$ 0.65
Granted	-	-
Exercised	(473,887)	0.53
Expired/cancelled/forfeited	(1,558,935)	0.82
Balance as at December 31, 2018	1,027,400	\$ 0.43
Granted	-	-
Exercised	-	-
Expired/cancelled/forfeited	(200,000)	-
Balance as at March 31, 2019	827,400	\$ 0.43

The following summarizes information about the stock options outstanding and exercisable at March 31, 2019:

Exercise price	Number outstanding at March 31, 2019	Number exercisable at March 31, 2019	Remaining contractual life (years)	Expiry date
\$0.55	210,400	210,400	0.05	April 20, 2019
\$0.56	15,000	15,000	0.12	May 14, 2019
\$0.38	602,000	602,000	0.93	March 6, 2020
	827,400	827,400		

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12. SHARE CAPITAL, continued

iii) Restricted shares

The Company recorded share-based payments in the amount of \$149,440 (2018 - \$152,163), which related to restricted shares granted in previous years. Those were valued using the stock price at the date of issue, recognized over the vesting period of the restricted shares.

A continuity of Restricted Shares is as follows:

	Restricted Shares
Balance as at December 31, 2017	870,849
Granted	-
Exercised	-
Vested	(150,000)
Expired/cancelled/forfeited	-
Balance as at December 31, 2018	720,849
Granted	-
Exercised	-
Vested	-
Expired/cancelled/forfeited	-
Balance as at March 31, 2019	720,849

The vesting periods for restricted shares into unrestricted common shares as at March 31, 2019, are as follows:

Number of restricted shares as at March 31, 2019	Vesting period (years)	Performance based
520,849	1.19	Yes
200,000	2.15	Yes
720,849	1.43	

GLG LIFE TECH CORPORATION

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13. NON-CONTROLLING INTEREST

During the year ended December 31, 2017, the Company disposed of 32.92% of its ownership in Runhai to certain related parties and a private lender in order to settle \$15,971,767 (RMB 80,584,090) in related party loans and short-term loans. Accordingly, the Company de-recognized the derivative liabilities related to this portion of the loans totaling \$274,538. The reduction in the Company's ownership interest in Runhai did not result in a loss of control and was recorded as an equity transaction. In connection with the recognition of non-controlling interest, the proportionate share of the cumulative amount of foreign exchange translation differences recognized in other comprehensive income totaling \$3,649,111 was re-attributed to the noncontrolling interest in Runhai. In addition, the Company incurred transaction costs totaling \$563,154 and this amount was deducted from equity.

On June 1, 2018, the Company transferred its 100% ownership interest in its subsidiary Qingdao Runde Biotechnology Company, Ltd. ("Runde") to Runhai. As the Company has a 67.08% interest in Runhai, the effect of this transfer was a disposition of 32.92% of its ownership interest in Runde. The reduction in the Company's ownership interest in Runhai did not result in a loss of control and was recorded as an equity transaction. As a result of this transaction, Runhai has sole ownership of all other China subsidiaries and the Company continues to own 67.08% of Runhai. The carrying amount of non-controlling interests was adjusted to reflect the change in the non-controlling interests' relative interests in the subsidiary and the difference between the adjustments to the carrying amount of non-controlling interests and the Company's share of proceeds received and/or consideration paid is recognized directly in equity and attributed to shareholders of the Company.

The following table summarizes the consolidated assets and liabilities of Runhai and the share of the net liabilities which are attributable to the non-controlling interest as at March 31, 2019, and December 31, 2018:

	March 31, 2019		December 31, 2018	
ASSETS				
Current	\$	5,037,034	\$	6,206,823
Non-current		32,465,192		33,155,034
	\$	37,502,226	\$	39,361,857
LIABILITIES				
Current	\$	116,658,429	\$	113,391,895
	\$	116,658,429	\$	113,391,895
Net liabilities	\$	(79,156,203)	\$	(74,030,038)
Non-controlling interest percentage		32.92%		32.92%
Non-controlling interest in net liabilities	\$	(26,058,222)	\$	(24,370,689)

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14. SUPPLEMENTARY INFORMATION

Supplementary cash flow information is as follows:

	Three months ended March 31	
	2019	2018
Changes in non-cash working capital items:		
Accounts receivable	\$ 1,908,334	\$ (575,144)
Taxes recoverable	(65,619)	151,733
Inventory	95,763	853,958
Prepaid expenses	(192,068)	138,176
Interest payable	2,546,918	1,568,012
Accounts payable and accruals	(654,041)	546,760
Due to related parties	1,270,634	1,060,056
Changes in non-cash working capital items	\$ 4,909,921	\$ 3,743,551
Interest paid	\$ 85,589	\$ 55,624

15. COST OF SALES AND EXPENSES

	Three months ended March 31	
	2019	2018
Cost of sales		
Direct cost of sales	\$ 1,425,115	\$ 3,221,486
Depreciation and amortization	484,565	492,328
Freight & others	35,941	231,704
Total	\$ 1,945,621	\$ 3,945,518
Selling, general and administrative (SG&A) expenses		
Direct SG&A expenses	\$ 1,821,790	\$ 1,931,869
Depreciation and amortization	444,972	406,956
Total	\$ 2,266,762	\$ 2,338,825
Supplementary information:		
Salaries and wages	\$ 722,283	\$ 672,175

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16. LOSS PER SHARE

The following table sets forth the calculation of the basic and diluted loss per share for share for the three months ended March 31, 2019 and 2018:

	Three Months ended March 31	
	2019	2018
Numerator:		
Net Loss after tax	\$ (4,799,221)	\$ (5,649,399)
Denominator:		
Weighted average number of shares outstanding - basic	38,394,557	37,920,336
Weighted average number of shares outstanding - diluted	38,394,557	37,920,336
Loss per share - basic	\$ (0.12)	\$ (0.15)
Loss per share - diluted	\$ (0.12)	\$ (0.15)

The total number of anti-dilutive options excluded from the calculation for the three months ended March 31, 2019 was 827,400 (2018 – 1,027,400).

17. SEGMENTED INFORMATION

The Company's business operates primarily through the Natural Sweeteners Products segment.

The Natural Sweeteners Products segment is the manufacturing and sales of refined forms of stevia and monk fruit, which has operations in China and North America.

The Company's chief operating decision makers are the CEO, the President, the COO and CFO. They review the operations and performance of the Company.

Revenue to external customers by geographical location is as follows:

	Three months ended March 31	
	2019	2018
China	\$ 170,895	\$ 284,789
North America	1,851,999	3,982,254
	\$ 2,022,894	\$ 4,267,043

During the three months ended March 31, 2019, two customers of the Natural Sweeteners CGU represented 67% of total consolidated revenue (2018 – 83%).

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18. COMMITMENTS

The Company is committed to the following future minimum lease payments under the terms of its operating leases as follows:

2020	\$245,949
2021	247,349
2022	226,541
2023	154,317
2024	154,317
Thereafter	140,946
Total	\$1,169,420