#### **FORM 61**

# **QUARTERLY REPORT**

Incorporated as part of: X Schedule A

**ISSUER DETAILS:** 

NAME OF ISSUER: International Hi-Tech Industries Inc.

ISSUER ADDRESS: 1096 West 10<sup>th</sup> Avenue

Vancouver, B.C.

V6H 1H8

CONTACT PERSON: Roger A. Rached

CONTACT'S POSITION: President

CONTACT TELEPHONE NUMBER: 733-5400

FOR QUARTER ENDED: March 31, 2000

DATE OF REPORT: May 30, 2000

## CERTIFICATE

THE SCHEDULE(S) REQUIRED TO COMPLETE THIS QUARTERLY REPORT ARE ATTACHED AND THE DISCLOSURE CONTAINED THEREIN HAS BEEN APPROVED BY THE BOARD OF DIRECTORS. A COPY OF THIS QUARTERLY REPORT WILL BE PROVIDED TO ANY SHAREHOLDER WHO REQUESTS IT. PLEASE NOTE THAT THIS FORM IS INCORPORATED AS PART OF BOTH THE REQUIRED FILING OF SCHEDULE A AND SCHEDULES B AND C.

Roger A. Rached	"Roger A. Rached"	00/05/30	
NAME OF DIRECTOR	SIGN	DATE SIGNED	
Thomas Po	"Thomas Po"	00/05/30	
NAME OF DIRECTOR	SIGN	DATE SIGNED	

# **CONSOLIDATED FINANCIAL STATEMENTS**

MARCH 31, 2000 (Unaudited - see Notice to Reader)

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We have compiled the consolidated balance sheet of International Hi-Tech Industries Inc. as at March 31, 2000 and the consolidated statements of operations and deficit, and cash flows for the three month period then ended from information provided by management. We have not audited, reviewed or otherwise attempted to verify the accuracy or completeness of such information. Readers are cautioned that these statements may not be appropriate for their purposes.

Vancouver, B.C. "Morgan & Company"

May 26, 2000 Chartered Accountants

# **CONSOLIDATED BALANCE SHEETS**

(Unaudited - see Notice to Reader)

		MARCH 31				
		2000		1999		
ASSETS						
Current						
Cash and short term deposits	\$	3,886,836	\$	821,480		
Accounts receivable		179,547		195,406		
Notes receivable (Note 2)		1,340,695		1,395,825		
Prepaid expense		359,237		67,221		
		5,766,315		2,479,932		
Capital Assets (Note 3)		2,259,572		1,815,898		
Real Estate (Note 4)		14,923,293		13,445,463		
<b>Deferred Project Development Costs</b>		4,042,752		3,609,815		
	\$	26,991,932	\$	21,351,108		
LIABILITIES						
Current	¢	207 666	Φ	4.440.000		
Accounts payable and accrued liabilities	\$	387,666 167,000	\$	1440,803		
Accrued interest payable Loans payable (Note 5)		578,000		116,900 495,500		
Advances payable		-		40,145		
Mortgage payable (Note 6)		1,868,000		1,868,000		
Current portion of long term debt (Note 7)		5,201		5,184		
,		3,005,867		3,966,532		
Long Term Debt (Note 7)		209,082		214,894		
Share Subscriptions Received (Note 8)		2,809,635		455,252		
Minority Interest		1,060,771		1,052,709		
		7,085,355		5,689,387		
Contingencies (Note 11)						
SHAREHOLDERS' EQUITY						
Share Capital (Note 8)		33,468,092		25,905,467		
Contributed Surplus		305,000		305,000		
Deficit		(13,866,515)		(10,548,746)		
		19,906,577		15,661,721		
	\$	26,991,932	\$	21,351,108		

# **CONSOLIDATED STATEMENTS OF OPERATIONS AND DEFICIT**

(Unaudited – see Notice to Reader)

	THREE MONTHS ENDER				
		2000		1999	
Revenue	\$		Φ	740,000	
Licence rights	Ф	- 25 207	\$	748,903	
Interest and other income		25,207 25,207		31,725	
		25,207		780,628	
Expenses					
Audit and accounting		41,225		40,291	
Capital taxes		59,283		-	
Consulting fees		43,487		48,279	
Depreciation and amortization		52,786		50,528	
Directors' and officers' fees		37,262		18,000	
Loan guarantee and commitment fees		543,952		-	
General expense		70,018		59,559	
Legal		136,682		59,165	
Insurance		8,373		51,584	
Interest and foreign exchange		134,643		97,345	
Investor relations and product representation costs		48,672		42,013	
Telephone, fax and cellular		12,389		6,288	
Office rent		19,500		19,500	
Promotion and presentation		8,868		27,046	
Property taxes		1,868		2,894	
Repairs and maintenance		16,360		22,908	
Travel and business promotion		46,898		46,516	
Transfer agent and filing fees		12,117		6,399	
Wages and benefits		83,831		126,902	
		1,378,214		725,217	
Income (Loss) Before The Following		(1,353,007)		55,411	
Minority interest in (income) loss of subsidiary		13,978		(37,352)	
Willionty interest in (income) loss of subsidiary		10,010		(01,002)	
Net Income (Loss) For The Period		(1,339,029)		18,059	
Deficit, Beginning Of Period		(12,527,486)		(10,566,805)	
Deficit, End Of Period	\$	(13,866,515)	\$	(10,548,746)	
Net Income (Loss) Per Share	\$	(0.02)	<b>ው</b>	0.04	
Net modific (LOSS) FCI Stidle	Ψ	(0.02)	\$	0.01	

# **CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Unaudited – see Notice to Reader)

	THREE MONTHS ENDED				
		2000		1999	
Cash Flow From Operating Activities  Net income (loss) for the period  Adjustments for:	\$	(1,339,029)	\$	18,059	
Shares issued for loan guarantee and commitment fee		543,952		-	
Depreciation and amortization Minority income in income (loss) of subsidiary		52,786 (13,978)		50,528 37,352	
		(756,269)		105,939	
Changes in non-cash working capital (Increase) Decrease in receivables Decrease in notes receivable (Increase) Decrease in prepaids Increase (Decrease) in accounts payable and		60,914 (5,642) (274,152)		(125,638) 22,478 1,838	
accrued liabilities Increase (Decrease) in advances payable Increase in loans payable Decrease in long term debt		(261,798) - 482,500 (1,551,968)		885,378 (216,991) - (1,303)	
Cash Flows From Operating Activities		(1,550,146) (2,306,415)		565,762 671,701	
Cash Flows From Financing Activities Issue of common shares Issue of preferred shares Increase (Decrease) in share subscriptions Cash Flows From Financing Activities		972,182 2,733,000 2,809,635 6,514,817		1,152,010 - (423,548) 728,462	
Cash Flows From Investing Activities Capital assets Real estate Project development costs Cash Flows From Investing Activities		(289,220) (288,086) (87,461) (664,767)		(5,810) (1,709,328) (278,809) (1,993,947)	
Net Increase (Decrease) In Cash And Cash Equivalents		3,543,635		(593,784)	
Cash And Cash Equivalents, Beginning Of Period		343,201		1,415,264	
Cash And Cash Equivalents, End Of Period	\$	3,886,836	\$	821,480	
Cash And Cash Equivalents Are Comprised Of: Cash on hand and balances with banks	\$	2,707,322	\$	678,884	

Short term investments	 1,179,514	142,596
	\$ 3,886,836	\$ 821,480

# **CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Unaudited – see Notice to Reader)

# SUPPLEMENTAL DISCLOSURE OF NON-CASH FINANCING AND INVESTING ACTIVITIES:

During the period ended March 31, 2000, the Company issued 814,571 common shares at an aggregate deemed value of \$543,952 in consideration of a loan guarantee and a loan commitment fee.

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## **MARCH 31, 2000**

(Unaudited – see Notice to Reader)

#### 1. SIGNIFICANT ACCOUNTING POLICIES

# a) Consolidation

These financial statements include the accounts of the Company and its subsidiaries – Canadian Hi-Tech Manufacturing Ltd. (65% owned), IHI International Holdings Ltd. (72% owned) and IHI Construction Ltd. (100% owned).

# b) Project Development Costs

The Company is deferring all architectural, design consulting and other costs directly related to the ongoing development and commercialization of its pre-fabrication building product and flexible design program to be amortized against related revenues when production commences.

# c) Depreciation and Amortization of Capital Assets

Automotive - 30% declining balance method
Office furniture and equipment - 20% declining balance method
Computer equipment - 30% declining balance method

Other machinery and

equipment - 20% declining balance method

Patent application costs - on a straight line basis over ten years

once a patent is secured

License rights - on a straight line basis over ten years

## d) Non-Monetary Transactions

Shares of common stock of the Company issued for non-monetary consideration are valued at the quoted market price per share at the close of trading on the day of completion of the transaction except for those circumstances where, in the opinion of the Company and due to the nature of the transaction, the trading price does not fairly represent the value of the transaction. In such circumstances, the value of the shares is determined based on the estimated fair value of the consideration received.

## e) Foreign Currency Translation

Transactions recorded in foreign currencies have been translated into Canadian dollars using the Temporal Method as follows:

- monetary items at the rate prevailing at the balance sheet date;
- ii) non-monetary items at the historical exchange rate;
- iii) revenue and expense at the average rate in effect during the applicable accounting period.

Gains or losses arising on translation are included in the results of operations.

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

# **MARCH 31, 2000**

(Unaudited – see Notice to Reader)

# 1. SIGNIFICANT ACCOUNTING POLICIES (Continued)

# f) Loss Per Share

Loss per share is based on the weighted average number of shares outstanding during the period.

# 2. NOTES RECEIVABLE

The note receivable is repayable on demand with interest at 6.5% per annum.

# 3. CAPITAL ASSETS

ა.	CAPITAL ASSETS					
		_		2000		1999
	Automotive Office furniture and equipment Computer equipment Other machinery and equipment Patent application costs License rights	_	\$	143,226 283,578 82,779 1,258,819 1,637,860 200,000 3,606,262	) ) )	143,226 264,379 76,517 835,735 1,438,360 200,000 2,958,217
	Accumulated depreciation and amortization	_		1,346,690		1,142,319
		_	\$	2,259,572		1,815,898
4.	REAL ESTATE		:	2000		1999
	Speen Road properties, Surrey Land and building Hopcott Road property, Delta Land Site preparation Construction and design costs Construction financing Construction permits Langley properties Land Canadian National Railway properties	\$	1	836,980 ,356,527 ,404,553 ,061,017 857,206 135,810 141,400 129,800	\$	836,980 1,356,527 1,404,553 8,583,187 857,206 135,810 141,400 129,800
		\$	14	,923,293	\$	13,445,463

INTERNATIONAL HI-TECH INDUSTRIES INC.

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

# **MARCH 31, 2000**

(Unaudited – see Notice to Reader)

# 5. LOANS PAYABLE

		2000	1999
Repayable on demand at various interest rates Repayable November 5, 1999 with interest at 10% per annum Repayable July 1, 2000 with interest at prime plus 1% per annum		95,500 - 482,500	\$ 95,500 400,000 -
	\$	578,000	\$ 495,500

The \$482,500 loan payable represents the amount advanced, to date, on a \$1,220,000 loan facility provided by CIBC Mortgage. In consideration of providing the guarantee for the loan, a company controlled by the family of a director received 386,000 common shares at a deemed value of \$0.632 per share.

## 6. MORTGAGE PAYABLE

	2000	1999
The Company has arranged a conventional first mortgage financing secured by the land and improvements located at Hopcott Road in Delta, British Columbia. Advances under the mortgage bear interest at the rate of prime plus 5%, which is payable monthly. The mortgage is due on September 1, 2000.	\$ 1,868,000	\$ 1,868,000

# 7. LONG TERM DEBT

	2000	1999
CIBC Mortgage Corporation		
Repayable \$1,815 per month including interest at 7.6% per annum, due February 1, 2003, secured by Speen Road		
real estate	\$ 214,283	\$ 220,078
Less: current portion	5,201	5,184
	\$ 209,082	\$ 214,894

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

# MARCH 31, 2000

(Unaudited – see Notice to Reader)

# 7. LONG TERM DEBT (Continued)

The repayment requirements on the long term debt are as follows:

2000	\$ 5,201
2001	\$ 5,966
2002	\$ 6,435
2003	\$ 196,681

## 8. SHARE CAPITAL

# a) Authorized

An unlimited number of common shares without par value

An unlimited number of Class A preferred shares without par value, of which 50,000,000 have been designated Series 1 and 5,000,000 have been designated Series 2.

# b) Issued and Outstanding

•	Number of Shares	C	onsideration
Common Shares Balance, December 31, 1999	56,796,247	\$	29,218,958
Issue of common shares	1,797,544		1,516,134
Balance, March 31, 2000	58,593,791	\$	30,735,092
Preferred Shares – Series 2 Balance, December 31, 1999	-	\$	-
Issue of preferred shares Finder's fee paid	3,000,000		3,000,000 (267,000)
Balance, March 31, 2000	3,000,000	\$	2,733,000
Total Share Capital		\$	33,468,092

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## MARCH 31, 2000

(Unaudited – see Notice to Reader)

# **8. SHARE CAPITAL** (Continued)

b) Issued and Outstanding (Continued)

The Series 2 Preferred Shares are convertible at the rate of 0.77 of a common share for each Series 2 Preferred Share. The preferred shares are convertible for a period of two years at the option of the holder. The preferred shares are also convertible at the option of the Company if the closing price of the common shares on the CDNX averages at least \$2.50 per Series 2 Preferred Share. On the second anniversary date of the issuance of the Series 2 Preferred Shares, the Series 2 Preferred Shares will be automatically converted into common shares.

Dividends on Series 2 Preferred Shares are cumulative and will accrue at an annual rate equal to 12%. Dividends will be payable in quarterly instalments on each dividend date, subject to legal limits under Canadian law.

## c) Escrow Shares

Of the Company's issued and outstanding shares, 21,470,672 are held in escrow to be released in accordance with a formula based on cumulative cash flow of the Company, and 214,286 shares are held in escrow, their release being subject to the approval of the regulatory authorities.

d) As at March 31, 2000, the Company had the following outstanding directors' and employees' stock options:

Number Of Shares	Exercise Price	Expiry Date
250,000	\$2.25	January 20, 2002
22,500	\$2.25	February 10, 2002
300,000	\$2.25	July 21, 2002
150,000	\$2.25	August 28, 2002
100,000	\$2.25	September 4, 2002
25,000	\$2.25	October 21, 2002
2,600,000	\$0.88	October 6, 2003
2,307,000	\$2.25	March 5, 2005

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

# **MARCH 31, 2000**

(Unaudited – see Notice to Reader)

# 8. SHARE CAPITAL (Continued)

e) As at March 31, 2000, the Company had outstanding non-transferable share purchase warrants for the purchase of additional shares as follows:

Number		Exercise Price			Expiry Date		
Of Shares		Year 1		Year 2	Year 1	Year 2	
108,000				\$ 1.035		April 8, 2000	
100,000				\$ 1.15		May 6, 2000	
200,000				\$ 1.15		May 21, 2000	
300,000				\$ 1.15		June 6, 2000	
100,000				\$ 1.15		June 30, 2000	
1,000,000				\$ 1.15		July 1, 2000	
200,000				\$ 1.15		July 17, 2000	
200,000				\$ 1.15		July 18, 2000	
100,000				\$ 1.15 \$ 1.15 \$ 1.035		July 23, 2000	
277,800						August 18, 2000	
86,957				\$ 1.32		September 15, 2000	
86,957				\$ 1.32 \$ 1.32		September 21, 2000	
100,000				\$ 1.32		December 9, 2000	
90,000				\$ 1.32 \$ 1.32		December 16, 2000	
90,000				\$ 1.32		December 16, 2000	
`90,000				\$ 1.132		December 12, 2000	
142,000				\$ 1.132		December 19, 2000	
346,200				\$ 1.50		March 24, 2001	
80,000				\$ 1.44		March 10, 2001	
80,000	_			\$ 1.44		March 10, 2001	
1,123,077	\$	1.30		\$ 1.50	May 19, 2000	May 19, 2001	
75,000	\$	1.30		\$ 1.50	April 3, 2000	April 3, 2001	
75,000	\$	1.30		\$ 1.50	April 3, 2000	April 3, 2001	
207,770	\$	1.30		\$ 1.50	May 27, 2000	May 27, 2001	
50,000	\$	1.30		\$ 1.50	June 1, 2000	June 1, 2001	
221,154	\$	1.30		\$ 1.50	September 14, 2000	September 14, 2001	
75,000	\$	1.30		\$ 1.50	November 13, 2000	November 13, 2000	
660,000	\$	1.30		\$ 1.30	March 11, 2001	March 11, 2002	

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## **MARCH 31, 2000**

(Unaudited – see Notice to Reader)

# **8. SHARE CAPITAL** (Continued)

f) The Company has arranged, subsequent to regulatory approval, private placements as follows:

## Common Shares

- (i) 41,000 shares at \$1.00 per share;
- (ii) 6,250,000 units at \$0.80 per unit. Each unit consists of one common share and one non-transferable share purchase warrant for the purchase of an additional common share at \$0.80 for one year, or at \$0.92 per share during a second year.

## Preferred Shares

- (i) 2,000,000 Series 2 Preferred Shares at \$1.00 per share. Each Series 2 Preferred Share is accompanied by 0.22 of a warrant to acquire a common share at \$1.30 per share for a two year period.
- g) As at March 31, 2000, the Company's 65% owned subsidiary, Canadian Hi-Tech Manufacturing Ltd. (Canadian Hi-Tech), has 11,000 class B preferred shares outstanding, which are redeemable at \$100 per share at the option of Canadian Hi-Tech, or after March 1, 1996 at the option of the preferred shareholder who has agreed not to request Canadian Hi-Tech to redeem its shares until all of the performance and escrow shares, referred to in Note 8(c), have been earned out of escrow.

#### 9. INCOME TAXES

At March 31, 2000, the Company and its subsidiaries had approximately \$15,880,000 in net operating loss carryforwards available to offset future taxable income. The changes in ownership of the Company during 1993, and future changes in ownership, will significantly restrict the utilization of these carryforwards. These carryforwards, if available and unused, will expire from 2000 to 2006. Due to net losses, the Company did not record a provision for income taxes in 1999 or 1998.

#### 10. RELATED PARTY TRANSACTIONS

a) During the period, a company controlled by a director was paid management fees of \$18,000 (1999 - \$18,000). In addition, a second company controlled by the same director was paid rent of \$19,500 (1999 - \$19,500).

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## MARCH 31, 2000

(Unaudited – see Notice to Reader)

# 10. RELATED PARTY TRANSACTIONS (Continued)

- b) During the period, the Company paid directors' and officers' fees of \$19,262 (1999 \$Nil).
- c) The Company is party to a consulting fee agreement under which a company controlled by a director, and a second company controlled by this same director's family, will provide all building engineering designs for the Company's projects for an initial fee of 4% of the factory cost of the initial design, and 1% of the factory cost for subsequent use of the same design.
- d) During the period, the Company issued 814,571 common shares at an aggregate deemed value of \$543,952 in consideration of a loan guarantee, and a commitment fee provided by companies controlled by the family of a director.
- e) IHI International Holdings Ltd. ("IHI-International"), a Bermuda company and a 72% owned subsidiary of the Company, holds the right to use the building technology in all countries in the world other than Canada. The Company has agreed to use its best efforts to offer, to its shareholders, shares of IHI-International. As a result, shareholders of the Company will have an opportunity to acquire a direct interest in IHI-International which will hold the right to use the technology in all parts of the world other than Canada.

## 11. CONTINGENCIES

- a) The Company has been named as the defendant in an action commenced by a former director claiming damages for the value of 150,000 common shares of the Company. The Company believes that the claim is without merit and intends to vigorously defend the action.
- b) A contractor engaged by the Company has commenced an action claiming that approximately \$590,000 is owing as a result of the alleged non-payment of amounts due under his contract. The Company has commenced legal action against this contractor claiming damages related to breach his contractual obligations. This contractor has also filed a builder's lien against the Company's Hopcott Road Property and in order to discharge this lien, the Company will need to pay approximately \$415,000 into court.

In addition, a number of builders' liens have been registered against the Company's Hopcott Road Property by the sub-contractors of a contractor engaged by the Company during construction of the Hopcott Road facility. In order to discharge these liens, the Company may need to pay approximately \$82,000 into court.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## MARCH 31, 2000

(Unaudited – see Notice to Reader)

#### 12. COMMITMENT

The Company has entered into an agreement to acquire a concrete batching plant for the Hopcott Road factory. The agreement provides for a down payment of \$221,427 (paid) with 53 payments of approximately \$20,000 (which includes interest at approximately 9%) commencing upon delivery of the plant.

#### 13. UNCERTAINTY DUE TO THE YEAR 2000 ISSUE

The Year 2000 Issue arises because many computerized systems use two digits rather than four to identify a year. Date-sensitive systems may recognize the year 2000 as 1900 or some other date, resulting in errors when information using year 2000 dates is processed. In addition, similar problems may arise in some systems which use certain dates in 1999 to represent something other than a date. Although the change in date has occurred, it is not possible to conclude that all aspects of the Year 2000 Issue that may affect the entity, including those related to customers, suppliers, or other third parties, have been fully resolved.

# 14. SUBSEQUENT EVENTS

Subsequent to March 31, 2000:

- a) The Company issued 41,000 common shares on completion of a private placement detailed in Note 8(f), and 308,000 common shares for cash consideration of \$341,780 on the exercise of share purchase warrants.
- b) The Company issued the 2,000,000 Series 2 Preferred Shares detailed in Note 8(f) for net proceeds of \$1,848,450.