

# **OWL CAPITAL CORP.**

CONDENSED INTERIM FINANCIAL STATEMENTS  
(Unaudited - expressed in Canadian Dollars)  
For the Three and Nine Months ended July 31, 2018

# **OWL CAPITAL CORP.**

## **NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM FINANCIAL STATEMENTS**

The accompanying unaudited condensed interim financial statements of the Company and all information contained in the report have been prepared by and are the responsibility of the Company's management.

The Audit Committee of the Board of Directors has reviewed the condensed interim financial statements and related financial reporting matters.

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

**OWL CAPITAL CORP.**  
**CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION**

As at July 31, 2018 and October 31, 2017  
(Unaudited - expressed in Canadian Dollars)

	Notes	July 31, 2018 \$	October 31, 2017 \$
<b>ASSETS</b>			
Current assets			
Cash and cash equivalents		300,312	144,979
GST recoverable		3,401	22
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Total assets		303,713	145,001
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<b>LIABILITIES</b>			
Current liabilities			
Accounts payable and accrued liabilities	6	997	5,963
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<b>EQUITY</b>			
Share capital	5	358,202	130,001
Contributed surplus	5	10,600	-
Subscriptions received	5	-	15,000
Deficit		(66,086)	(5,963)
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Total		302,716	139,038
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Total liabilities and equity		303,713	145,001

Nature of operations and going concern (Note 1)

**Approved by the Board of Directors**

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"Robert McMorran" Director

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"James Hutton" Director

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

**OWL CAPITAL CORP.**  
**CONDENSED INTERIM STATEMENT OF OPERATIONS AND COMPREHENSIVE LOSS**

For the Three and Nine Months Ended July 31, 2018

(Unaudited - expressed in Canadian Dollars)

	Notes	Three months ended July 31, 2018 \$	Nine months ended July 31, 2018 \$
Expenses			
Professional fees	6	19,670	37,171
Listing fees		10,300	22,019
Office expenses		711	933
Net and comprehensive loss for the period		(30,681)	(60,123)
Basic and diluted loss per share		(0.01)	(0.01)
Weighted average number of shares outstanding		5,850,436	4,532,089

(See Note 1 with respect to date of incorporation resulting in no comparative figures for 2017)

**OWL CAPITAL CORP.**  
**CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY**  
For the Nine Months Ended July 31, 2018  
(Unaudited - expressed in Canadian Dollars)

	Number of shares	Amount \$	Contributed Surplus \$	Subscriptions received \$	Deficit \$	Total \$
<b>Balance, September 27, 2017</b>	-	-	-	-	-	-
Shares issued during the period	2,600,001	130,001	-	-	-	130,001
Subscriptions received	-	-	-	15,000	-	15,000
Loss for the period	-	-	-	-	(5,963)	(5,963)
<b>Balance, October 31, 2017</b>	<b>2,600,001</b>	<b>130,001</b>	-	<b>15,000</b>	<b>(5,963)</b>	<b>139,038</b>
Shares issued during the period	3,620,000	281,000	-	(15,000)	-	266,000
Cash issue costs	-	(42,199)	-	-	-	(42,199)
Finders' warrants	-	(10,600)	10,600	-	-	-
Loss for the period	-	-	-	-	(60,123)	(60,123)
<b>Balance, July 31, 2018</b>	<b>4,220,001</b>	<b>358,202</b>	<b>10,600</b>	-	<b>(66,086)</b>	<b>302,716</b>

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

**OWL CAPITAL CORP.**  
**CONDENSED INTERIM STATEMENT OF CASH FLOWS**  
For the Nine Months Ended July 31, 2018  
(Unaudited - expressed in Canadian Dollars)

	<b>July 31, 2018</b>
	<b>\$</b>
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Cash flow provided by (used in)	
<b>Operating activities</b>	
Loss for the period	(60,123)
Changes in non-cash working capital items	
GST receivable	(3,379)
Accounts payable and accrued liabilities	(4,966)
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	(68,468)
<b>Financing activities</b>	
Proceeds from issuance of shares	266,000
Issue costs	(42,199)
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	223,801
Increase in cash and cash equivalents during the period	155,333
Cash and cash equivalents – beginning of the period	144,979
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Cash and cash equivalents – end of the period	300,312
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(See Note 1 with respect to date of incorporation resulting in no comparative figures for 2017)

**OWL CAPITAL CORP.**  
**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS**

For the Three and Nine Months Ended July 31, 2018  
(Unaudited - expressed in Canadian Dollars)

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**1. NATURE OF OPERATIONS AND GOING CONCERN**

Owl Capital Corp. (“Owl” or the “Company”) was incorporated under the Business Corporations Act of British Columbia on September 27, 2017. The Company is classified as a Capital Pool Company (“CPC”) as defined in Policy 2.4 of the TSX Venture Exchange. The Company’s principal business is to identify, evaluate and acquire assets, properties or businesses which would constitute a qualifying transaction (“Qualifying Transaction”) in accordance with Policy 2.4 of the Exchange. The Company’s head office is located at 880 – 580 Hornby Street, Vancouver, BC V6C 3B6.

On May 18, 2018, the Company completed its Initial Public Offering (the “IPO”) issuing 2,000,000 common shares of the Company at a price of \$0.10 per share for gross proceeds of \$200,000. The Company’s common shares were listed on the Exchange on May 18, 2018 under the symbol “OCC.P”.

As at July 31, 2018 the Company had no business operations, an accumulated deficit and its only significant asset was cash. The ability of the Company to fund potential future operations and commitments is dependent upon its ability to obtain additional financing. There is no assurance that the Company will complete a Qualifying Transaction or be able to finance such an investment or acquisition. Furthermore, there is no assurance that the business will be profitable. These factors indicate the existence of material uncertainty that may give rise to significant doubt as to the Company’s ability to continue as a going concern.

If the going concern assumption was not appropriate for these financial statements then adjustments would be necessary to the carrying value of assets and liabilities, the reported loss and the balance sheet classifications used, and such adjustments could be material.

**2. BASIS OF PRESENTATION**

**Statement of Compliance**

These condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting. The condensed interim financial statements should be read in conjunction with the annual financial statements for the period ended October 31, 2017, which have been prepared in accordance with IFRS as issued by the IASB.

The Company uses the same accounting policies and methods of computation as in the audited financial statements for the period ended October 31, 2017.

These condensed interim financial statements were approved by the board of directors for use on September 28, 2018.

**OWL CAPITAL CORP.**  
**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS**

For the Three and Nine Months Ended July 31, 2018  
(Unaudited - expressed in Canadian Dollars)

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**3. ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE**

The following new standards have been issued but are not yet effective:

**IFRS 9 Financial Instruments**

The IASB has issued a new standard, IFRS 9, Financial Instruments (“IFRS 9”), which will ultimately replace IAS 39, “Financial Instruments: Recognition and Measurement” (“IAS 39”). The replacement of IAS 39 is a multi-phase project with the objective of improving and simplifying the reporting for financial instruments and the issuance of IFRS 9 is part of the first phase of this project. IFRS 9 uses a single approach to determine whether a financial asset or liability is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. For financial assets, the approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. IFRS 9 requires that a single impairment method be used, replacing the multiple impairment methods in IAS 39. For financial liabilities measured at fair value, fair value changes due to changes in an entity’s credit risk are presented in other comprehensive income. The Company will be required to adopt IFRS 9 in the annual period beginning January 1, 2018. The Company does not expect the implementation to have a significant impact on the Company’s results of operations, financial position and disclosures.

IFRS 15 Revenues from Contracts with Customers and IFRS 16 Leases are applicable for the Company’s reporting periods beginning on or after January 1, 2018 and January 1, 2019, respectively. These standards are currently not expected to be applicable to the Company’s operations.

**4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS**

The preparation of financial statements requires management to make judgments, estimates and assumptions based on current available information that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenue and expenses during the reporting period. Estimates and judgments are continuously evaluated and are based on management’s experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual results could differ from those estimated. By their very nature, these estimates are subject to measurement uncertainty and the effect on the financial statements of future periods could be material. In the process of applying the Company’s accounting policies, management has made the following estimates, assumptions and judgments which have a significant effect on the amounts recognized in the financial statements:

- (i) *Going concern* – The assessment of the Company’s ability to execute its strategy by funding future working capital requirements involves management’s judgment. Factors considered by management are disclosed in Note 1.
- (ii) *Income taxes* - In assessing the probability of realizing income tax assets, management makes estimates related to expectations of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified.

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**5. SHARE CAPITAL**

- a) Authorized: Unlimited common shares without par value.  
Unlimited preferred shares issuable in series.
  
- b) Issued: 6,220,001 common shares issued and outstanding.

On May 18, 2018, the Company completed its IPO issuing 2,000,000 common shares of the Company at a price of \$0.10 per share for gross proceeds of \$200,000. In connection with the IPO, the Company entered into an Agency Agreement with Haywood Securities Inc. (the "Agent"). The Company paid an aggregate of \$42,199 in cash commission, corporate finance fee, legal and other expenses incurred by the Agent. In addition, the Company granted 200,000 non-transferable options to the Agent entitling the Agent to purchase common shares at a price of \$0.10 per share, the options expire on May 18, 2020. The agent options were fair valued at \$10,600 using the Black-Scholes Option Pricing model under the following assumptions: risk free rate - 1.98%; expected dividend - nil; expected life – 2 years; expected volatility – 100%.

On December 10, 2017, the Company issued a total of 1,620,000 common shares at a price of \$0.05 per share for gross proceeds of \$81,000.

On September 27, 2017, the Company issued 2,600,001 common shares for proceeds of \$130,001.

- c) Escrow Shares:

Subject to an Escrow Agreement in accordance with the Exchange CPC Policy, 4,220,001 issued and outstanding common shares of the Company will be held in escrow. Subject to the said Policy, the escrowed common shares will be released from escrow as follows: 10% on the completion of Qualifying Transaction, and 15% on each of the dates 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the initial release.

**6. RELATED PARTY TRANSACTIONS**

As at July 31, 2018, the Company had \$997 (October 31, 2017 - \$463) in accounts payable and accrued liabilities owing to Malaspina Consultants Inc., a company that until that date had been controlled by Rob McMorrان, a director of the Company, for professional fees. Compensation paid or accrued to key management or companies controlled by key management personnel during the three and nine months ended July 31, 2018 was \$1,516 and \$5,219 respectively.

All transactions with related parties have occurred in the normal course of operations.