

JESSY VENTURES CORP.

(A Capital Pool Company)

Interim Financial Statements

For the Period Ended July 31, 2020

(Expressed in Canadian dollars)

NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM FINANCIAL STATEMENTS

In accordance with National Instrument 51-102 Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of these condensed interim financial statements, they must be accompanied by a notice indicating that these condensed interim financial statements have not been reviewed by an auditor. The accompanying unaudited condensed interim financial statements of the Company have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these condensed interim financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of condensed interim financial statements by an entity's auditor

JESSY VENTURES CORP.
(A Capital Pool Company)

Condensed Interim Statements of Financial Position
(Expressed in Canadian dollars)

	As at July 31, 2020 \$	As at April 30, 2020 \$
Assets		
Current assets		
Cash (Note 4)	166,732	171,808
Total assets	166,732	171,808
Liabilities and shareholders' equity		
Current liability		
Accounts payable and accrued liabilities (Note 6)	7,853	9,136
Shareholders' equity		
Share capital (Note 5)	245,118	245,118
Reserves (Note 5)	39,900	39,900
Deficit	(126,139)	(122,346)
Total shareholders' equity	158,879	162,672
Total liabilities and shareholders' equity	166,732	171,808

Approved and authorized for issuance on behalf of the Board of Directors on September 29, 2020 by:

/s/ Simon Dyakowski

Simon Dyakowski, Director

/s/ Anthony Zelen

Anthony Zelen, Director

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

JESSY VENTURES CORP.
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Condensed Interim Statements of Net and Comprehensive Loss
(Expressed in Canadian dollars)

	For the three months ended July 31, 2020	For the three months ended July 31, 2019
	\$	\$
Expenses		
Bank fees and interest (recovery)	18	62
Filing fees	2,125	14,663
Professional fees (Note 6)	1,650	20,630
Net and comprehensive loss for the period	(3,793)	(35,355)
Net loss per share, basic and diluted (Note 7)	(0.10)	-
Weighted average shares outstanding, basic and diluted (Note 7)	1,120,219	-

JESSY VENTURES CORP.
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Condensed Interim Statements of Changes in Shareholders' Equity
(Expressed in Canadian dollars)

	<u>Share capital</u>				Total
	Number of	Amount	Reserves	Deficit	Shareholders'
	shares				Equity
		\$	\$	\$	\$
Balance, April 30, 2019	2,000,000	100,000	-	(6,842)	93,158
Net loss for the period	-	-	-	(35,355)	(35,355)
Balance, July 31, 2019	2,000,000	100,000	-	(42,197)	57,803
Balance, April 30, 2020	4,000,000	245,118	39,900	(122,346)	162,672
Net loss for the period	-	-	-	(3,793)	(3,793)
Balance, July 31, 2020	4,000,000	245,118	39,900	(126,139)	162,672

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

JESSY VENTURES CORP.
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Condensed Interim Statement of Cash Flows
(Expressed in Canadian dollars)

	For the three months ended July 31, 2020	For the three months ended July 31, 2019
	\$	\$
Operating activities		
Net loss for the period	(3,793)	(35,355)
Changes in non-cash working capitals:		
Other receivables	-	(1,154)
Prepaid expenses	-	3,390
Increase in accounts payable and accrued liabilities	(1,283)	(6,720)
Net cash used in operating activities	(5,076)	(39,839)
Net decrease in cash	(5,076)	(39,839)
Cash, beginning of period	171,808	99,158
Cash, end of period	166,732	59,319

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

JESSY VENTURES CORP.

(A Capital Pool Company)

Notes to the Condensed Interim Financial Statements
For the Period Ended July 31, 2020
(Expressed in Canadian dollars)

1. NATURE OF OPERATIONS

Jessy Ventures Corp. (the “Company”) was incorporated under the Business Corporations Act (British Columbia) on November 21, 2018. The Company was formed for the primary purpose of completing an Initial Public Offering (“IPO”) on the TSX Venture Exchange (“Exchange”) as a Capital Pool Corporation (“CPC”) as defined in Policy 2.4 of the Exchange. The principal business of the Company will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction (“QT”). The Company has not commenced operations and has no assets other than cash. The Company’s continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition, or business, or an interest therein within 24 months of listing on the Exchange. Such an acquisition will be subject to the approval of the regulatory authorities concerned and in the case of a non-arms’ length transaction, of the majority of the minority shareholders.

On October 8, 2019, the Company completed its IPO on the Exchange raising gross proceeds of \$200,000 through the issuance of 2,000,000 common shares at \$0.10 per common share. The Company’s common shares were approved for listing on the Exchange and commenced trading effective October 10, 2019 under the symbol “SARG.P”.

There is no assurance that the Company will identify a Qualifying Transaction within the time limitations permissible under the policies of the Exchange, at which time the Exchange may suspend or delist the Company’s shares from trading.

The registered and head office of the Company is located at 605 – 815 Hornby Street, Vancouver, BC, V6Z 2E6.

These financial statements have been prepared on the going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. Should the Company be unable to continue as a going concern, it may be unable to realize the carrying value of its assets and to meet its liabilities as they become due. As at July 31, 2020, the Company has not generated any revenues from operations and has an accumulated deficit of \$126,139. The Company expects to incur further losses in the development of its business, all of which casts significant doubt about the Company’s ability to continue as a going concern. The continued operations of the Company are dependent on its ability to generate future cash flows or obtain additional financing. Management is of the opinion that sufficient working capital will be obtained from external financing to meet the Company’s liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These financial statements do not reflect any adjustments to the carrying values of assets and liabilities, the reported expenses, and the balance sheet classifications used that may be necessary if the Company is unable to continue as a going concern.

JESSY VENTURES CORP.
(A Capital Pool Company)

Notes to the Condensed Interim Financial Statements
For the Period Ended July 31, 2020
(Expressed in Canadian dollars)

2. BASIS OF PRESENTATION

Statement of Compliance

These condensed interim financial statements of the Company have been prepared in accordance with International Accounting Standards ("IAS") 34, '*Interim Financial Reporting*' using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

Basis of Preparation

The financial statements are presented in Canadian dollars, which is the Company's functional and presentation currency. The financial statements are prepared on a historical cost basis except for financial instruments classified as fair value through profit or loss ("FVTPL"), which are stated at their fair value. The accounting policies have been applied consistently throughout the entire period presented in these financial statements.

Significant Accounting Judgments, Estimates and Assumptions

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities. The estimates and associated assumptions are based on anticipations and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods. There have been no significant judgments made by management in the application of IFRS that have a significant effect on these financial statements.

Judgments

- i) The measurement of deferred income tax assets and liabilities.
- ii) The evaluation of the Company's ability to continue as a going concern.

Estimations

- i) The fair value of share-based compensation.
- ii) The fair value of warrant compensation.

3. SIGNIFICANT ACCOUNTING POLICIES

The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards within the framework of the significant accounting policies described below:

JESSY VENTURES CORP.
(A Capital Pool Company)

Notes to the Condensed Interim Financial Statements
For the Period Ended July 31, 2020
(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. Financial assets and liabilities are offset and the net amount is reported in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

i) Financial assets

The Company adopted IFRS 9, Financial Instruments, on its incorporation. IFRS 9 replaces International Accounting Standards (IAS) 39, Financial Instruments: Recognition and Measurement. Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income (OCI) or through profit or loss); and
- those to be measured at amortized cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses are either recorded in profit or loss or OCI.

At present, the Company classifies all financial assets as held at amortized cost. Cash is classified as a financial asset.

Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss. Financial assets are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement of financial assets depends on their classification. There are three measurement categories under which the Company classifies its financial assets:

- **Amortized cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included as finance income using the effective interest rate method.

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Notes to the Condensed Interim Financial Statements
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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

- Fair value through OCI (FVOCI): Debt instruments that are held for collection of contractual cash flows and for selling the debt instruments, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains and losses, interest revenue, and foreign exchange gains and losses which are recognized in profit or loss. When the debt instrument is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains (losses). Interest income from these debt instruments is included as finance income using the effective interest rate method.
- Fair value through profit or loss: Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on an investment that is subsequently measured at FVTPL is recognized in profit or loss and presented net as revenue in the statement of loss and comprehensive loss in the period in which it arises.

ii) Financial liabilities

A financial liability is classified as at FVTPL if it is classified as held-for-trading or is designated as such on initial recognition. Directly attributable transaction costs are recognized in profit or loss as incurred. The fair value changes to financial liabilities at FVTPL are presented as follows: where the Company optionally designates financial liabilities at FVTPL the amount of change in the fair value that is attributable to changes in the credit risk of the liability is presented in OCI; and the remaining amount of the change in the fair value is presented in profit or loss. The Company does not designate any financial liabilities at FVTPL.

Other non-derivative financial liabilities are initially measured at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest method.

At present, the Company classifies all of its financial liabilities as held at amortized cost. These financial liabilities are classified as current liabilities as the payment is due within 12 months.

Related parties

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. Parties are also considered to be related if they are subject to common control. Related parties may be individuals or corporate entities.

A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Share capital and share issuance costs

Costs directly attributable to the raising of capital are charged against the related share capital. Costs related to shares not yet issued are recorded as deferred share issuance costs. These costs are deferred until the issuance of the shares to which the costs relate, at which time the costs will be charged against the related share capital or charged to operations if the shares are not issued.

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Notes to the Condensed Interim Financial Statements
For the Period Ended July 31, 2020
(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based compensation

The Company may grant stock options to acquire common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes, or provides services similar to those performed by an employee.

Stock options granted to directors, officers and employees are measured at their fair values determined on their grant date, using the Black-Scholes option pricing model, and are recognized as an expense over the vesting periods of the options on a graded basis. Options granted to consultants or other non-insiders are measured at the fair value of goods or services received from these parties, or at their Black-Scholes fair values if the fair value of goods or services received cannot be measured. A corresponding increase is recorded to equity reserves for share-based compensation recorded.

When stock options are exercised, the cash proceeds along with the amount previously recorded as equity reserves are recorded as share capital. When the right to receive options is forfeited before the options have vested, any expense previously recorded is reversed.

Warrants

Warrants issued to agents in connection with a financing are recorded at fair value using the Black-Scholes option pricing model and charged as share issuance costs associated with the offering with an offsetting credit to share-based payment and warrants reserve.

Proceeds of the exercise of these warrants are credited to share capital together with the corresponding amount, if any, of the original warrant charge included in share-based payment and warrants reserve.

Deferred Taxes

Deferred tax assets and liabilities are recognized for deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled.

The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income(loss) in the period that substantive enactment occurs.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, the deferred tax asset is reduced.

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Notes to the Condensed Interim Financial Statements
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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(Loss) Earnings Per Share

Basic (loss) earnings per share is calculated by dividing net (loss) earnings by the weighted average number of common shares outstanding during the period which excludes shares held in escrow. All escrow shares are considered contingently cancellable until the Company completes a Qualifying Transaction and, accordingly, are not considered to be outstanding shares for the purposes of the loss per share calculation.

Adoption of accounting standard

On January 13, 2016, the International Accounting Standards Board published a new standard, IFRS 16, Leases, eliminating the current dual accounting model for lessees, which distinguishes between on-balance sheet finance leases and off-balance sheet operating leases. Under the new standard, a lease becomes an on-balance sheet liability that attracts interest, together with a new right-of-use asset. In addition, lessees will recognize a front-loaded pattern of expense for most leases, even when cash rentals are constant. IFRS 16 is effective for reporting periods beginning on or after January 1, 2019, with early application permitted. The Company reviewed its current operations and noted no impact on the adoption of IFRS 16.

3. CASH RESTRICTION

The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or \$210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until completion of a Qualifying Transaction by the Company as defined under the Exchange Policy 2.4.

4. SHARE CAPITAL

Authorized share capital

Unlimited common shares, without par value.

Share issuances

For the period ended July 31, 2020

No share capital activity.

For the period ended April 30, 2020

On October 8, 2019, the Company completed its IPO of 2,000,000 common shares at a price of \$0.10 per share. Share issuance costs for the IPO totalled \$54,882 comprising agent's cash commission of \$20,000, and other related cash fees totalling \$24,482. Additionally, the Company issued 200,000 broker warrants with a \$10,400 fair value.

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Notes to the Condensed Interim Financial Statements
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(Expressed in Canadian dollars)

4. SHARE CAPITAL (continued)

The issued and outstanding seed common shares are subject to a CPC Escrow Agreement. Under the CPC Escrow Agreement, 10% of the escrowed common shares will be released from escrow on the issuance of the Final Exchange Bulletin (the "Initial Release") and an additional 15% will be released on the dates 6, 12, 18, 24, 30 and 36 months following the Initial Release. All common shares acquired on the exercise of stock options granted to directors, officers and non-employees prior to the completion of a qualifying transaction must also be deposited in escrow until the Final Exchange Bulletin is issued. In addition, all common shares of the Company acquired in the secondary market prior to the completion of a qualifying transaction by any person or company who becomes a control person are required to be deposited in escrow. Subject to certain exemptions permitted by the Exchange, all securities of the Company held by principals of the resulting issuer will also be escrowed.

Equity Reserves

Stock options

The Company has adopted an incentive stock option plan which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the TSX-V requirements, grant to directors, officers, employees and technical consultants to the Company, non-transferable options to purchase its common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares, exercisable for a period of up to ten years from the date of grant. The vesting conditions, if any, for stock options granted are determined at the discretion of the Company's Board of Directors. In addition, no stock option granted pursuant to this section may be exercised before the completion of the Qualifying Transaction unless the optionee agrees in writing to deposit the shares acquired into escrow until the issuance of the Final Exchange Bulletin.

On October 8, 2019, the Company granted 400,000 stock options to officers and directors with an exercise price of \$0.10 per share. These options vest immediately and expire five years from the date of issuance. The fair value of these stock options granted was determined to be \$29,500 using the Black-Scholes valuation model and the following inputs: i) exercise price \$0.10, ii) stock price \$0.10, iii) volatility: 99%, iv) risk free rate: 1.29%. These options have a weighted average life remaining of 4.19 years, and are the only options issued and outstanding.

Warrants

On October 8, 2019, the Company granted 200,000 warrants to certain brokers as compensation for the IPO financing with an exercise price of \$0.10 per share. These options vest immediately and expire two years from the date of issuance. The fair value of these stock options granted was determined to be \$10,400 using the Black-Scholes valuation model and the following inputs: i) exercise price \$0.10, ii) stock price \$0.10, iii) volatility: 99%, iv) risk free rate: 1.44%. These warrants have a weighted average life remaining of 1.19 years, and are the only warrants issued and outstanding.

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Notes to the Condensed Interim Financial Statements
For the Period Ended July 31, 2020
(Expressed in Canadian dollars)

5. TRANSACTIONS WITH RELATED PARTIES

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as persons performing similar functions.

During the period ended July 31, 2020, the Company incurred \$1,500 in professional fees from an officer of the Company (July 31, 2019 - \$Nil). As at July 31, 2020, the amount remains, unpaid (April 30, 2020 - \$1,500).

6. LOSS PER SHARE

In accordance with the Company's accounting policy, weighted average number of shares outstanding excludes shares held in escrow. The Company's shares outstanding as at July 31, 2020, includes 2,000,000 shares held in escrow and which, pursuant to Policy 2.4 of the Exchange, are contingently cancellable pending the completion of a Qualifying Transaction. As a result, these shares have been excluded from the calculations of basic and diluted loss per share.

7. TAX LOSSES

Losses in Canada that reduce future income for tax purposes expire as follows:

2039	\$	6,842
2040		96,981
	\$	<u>103,823</u>

8. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Capital Management

The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company includes share capital in the definition of capital.

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

The Company is not subject to externally imposed capital requirements other than the cash restriction disclosed in Note 4.

Risk Disclosures and Fair Values

The Company's financial instruments, consisting of cash, and accounts payable and accrued liabilities, approximate fair values due to the relatively short-term maturities of the instruments. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

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Notes to the Condensed Interim Financial Statements
For the Period Ended July 31, 2020
(Expressed in Canadian dollars)

9. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit Risk

As at July 31, 2020, the Company had accounts payable and accrued liabilities of \$7,853 (Note 6) (April 30, 2020 - \$9,136) due within 12 months and had cash of \$166,732 (April 30, 2020 - \$171,808) to meet its current obligations. As a result, the Company has minimal liquidity risk.

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. The Company believes it has no significant credit risk.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulties in meeting obligations when they become due. The Company ensures that there is sufficient capital in order to meet short-term operating requirements, after taking into account the Company's holdings of cash. The Company's cash is held in corporate bank accounts available on demand. Liquidity risk has been assessed as being high.