

**Condensed interim financial statements of**

**ANTALIS VENTURES CORP.**

**For the three and nine months ended October 31, 2019 and year ended January 31, 2019  
(Unaudited - Expressed in Canadian Dollars)**

## **Notice of No Auditor Review of Interim Financial Statements**

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 financial statements in accordance with the standards established by the Canadian Institute of Professional Chartered Accountants for a review of interim financial statements by an entity's auditor.

**ANTALIS VENTURES CORP.**  
**Condensed Interim Statements of Financial Position**  
**As at October 31, 2019 and January 31, 2019**  
**(Unaudited - Expressed in Canadian Dollars)**

As at	October 31, 2019	January 31, 2019
<b>Assets</b>		
<b>Current</b>		
Cash	\$ 88,613	\$ 88,700
Deferred financing costs (note 5)	11,250	11,250
<b>Total Assets</b>	<b>\$ 99,863</b>	<b>\$ 99,950</b>
<b>Liabilities and Shareholders' Equity</b>		
<b>Liabilities</b>		
<b>Current</b>		
Accounts payable	\$ 66,670	\$ 42,141
<b>Shareholders' Equity</b>		
Common Shares (note 3)	\$ 105,000	\$ 105,000
Deficit	(71,807)	(47,191)
	33,193	57,809
<b>Total Liabilities and Shareholders' Equity</b>	<b>\$ 99,863</b>	<b>\$ 99,950</b>

Approved by on behalf of the Board:

*John Greenslade (signed)*  
 Chief Executive Officer, Director

*Rowland Wallenius (signed)*  
 Director

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

**ANTALIS VENTURES CORP.****Condensed Interim Statements of Comprehensive Loss****Three and Nine Month Periods Ended October 31, 2019 & 352-Day Period Ended January 31, 2019****(Unaudited - Expressed in Canadian Dollars)**

	Three Month Period Ended July 31, 2019	Nine Month Period Ended July 31, 2019	Incorporation February 13, 2018 to January 31, 2019
<b>Operating Expenses</b>			
Audit fees	\$ -	\$ 4,180	\$ 5,250
Bank charges	18	87	50
Legal fees	7,511	20,349	41,891
<b>Net Loss and Comprehensive Loss for Period</b>	<b>\$ 7,529</b>	<b>\$ 24,616</b>	<b>\$ 47,191</b>
<b>Basic and Diluted Loss per Share</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Weighted Average Number of Common Shares Outstanding</b>	<b>-</b>	<b>-</b>	<b>-</b>

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

**ANTALIS VENTURES CORP.****Condensed Interim Statements of Changes in Equity****Nine Month Period Ended October 31, 2019 and 352-Day Period Ended January 31, 2019****(Unaudited - Expressed in Canadian Dollars)**

	<b>Number of Outstanding Shares</b>	<b>Common Shares</b>	<b>Deficit</b>	<b>Total Shareholders' Equity</b>
		<b>\$</b>	<b>\$</b>	<b>\$</b>
<b>Balance, February 13, 2018 (incorporation)</b>	1	-	-	-
Common share cancelled	(1)	-	-	-
Share issued for cash	2,100,000	105,000	-	105,000
Net loss for period	-	-	(47,191)	(47,191)
<b>Balance, January 31, 2019</b>	2,100,000	105,000	(47,191)	57,809
Net loss for period	-	-	(24,616)	(24,616)
<b>Balance, October 31, 2019</b>	2,100,000	105,000	(71,807)	33,193

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

**ANTALIS VENTURES CORP.****Condensed Interim Statements of Cash Flows****Nine Month Period Ended October 31, 2019 and 352-Day Period Ended January 31, 2019****(Unaudited - Expressed in Canadian Dollars)**

	<b>Nine Month Period Ended October 31, 2019</b>	<b>Incorporation February 13, 2018 to January 31, 2019</b>
<b>Cash Provided by (Used in)</b>		
<b>Operating Activities</b>		
Net loss	\$ (24,616)	\$ (47,191)
Item not involving cash		
Accounts payable	24,529	42,141
	(87)	(5,050)
<b>Financing Activities</b>		
Proceeds from the issuance of common shares	-	105,000
Deferred financing costs	-	(11,250)
	-	93,750
<b>Inflow (Outflow) of Cash</b>	<b>(87)</b>	<b>88,700</b>
<b>Cash, Beginning of Period</b>	<b>88,700</b>	<b>-</b>
<b>Cash, End of Period</b>	<b>\$ 88,613</b>	<b>\$ 88,700</b>

There were no cash investing activities during the nine month period ended October 31, 2019 and the 352-day period ended January 31, 2019.

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

# ANTALIS VENTURES CORP.

## Notes to the Condensed Interim Financial Statements

Nine Months Ended October 31, 2019 and 352-Day Period Ended January 31, 2019

(Unaudited - Expressed in Canadian Dollars)

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### 1. NATURE OF OPERATIONS AND GOING CONCERN

Antalis Ventures Corp. (the “Company”) was incorporated under the *Business Corporations Act* (British Columbia) on February 13, 2018 and is in the process of applying for status as a capital pool company (“CPC”), as defined in TSX Venture Exchange (“TSX-V”) Policy 2.4 (“Policy 2.4”). The Company has made an application to have its common shares listed and called for trading on the TSX-V and filed its prospectus for an initial public offering on September 17, 2019. The Company proposes to identify and evaluate companies, businesses, properties, or assets for acquisition and once identified and evaluated, to negotiate an acquisition or participation subject to receipt of shareholder and regulatory approval (the “Qualifying Transaction”). The Company has just commenced operations.

The Company’s registered office address is Suite 1700 - 666 Burrard Street, Vancouver, British Columbia, V6C 2X8.

These condensed interim financial statements have been prepared on a 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. There are material uncertainties that may cast significant doubt about the appropriateness of the going concern assumption as the Company has not generated any revenues. During the nine month period ended October 31, 2019, the Company incurred a net loss of \$24,616 (352-day period ended January 31, 2019 - \$47,191). The Company’s continuing operations as intended are dependent upon the Company’s ability to complete a Qualifying Transaction. Such an acquisition will be subject to shareholder and regulatory approval. In the case of a non-arm’s length transaction (as defined in Policy 2.4) a majority of the minority shareholder approval must also be obtained. Should the Company fail to complete a Qualifying Transaction, its ability to raise sufficient financing to maintain operations may be impaired, and accordingly, the Company may be unable to realize the carrying value of its net assets. These interim financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

### 2. BASIS OF PRESENTATION

(a) Statement of compliance

These unaudited interim financial statements are prepared in accordance with International Financial Reporting Standards (“IFRS”), as applicable to interim financial reports including International Accounting Standard (“IAS”) 34 Interim Financial Reporting.

The preparation of these unaudited interim financial statements is based on accounting principles and methods consistent with those used in the preparation of the audited financial statements as at June 30, 2019 and January 31, 2019. The accompanying unaudited interim financial statements should be read in conjunction with the Company’s audited financial statements for the 150 day period ended June 30, 2019 and the year ended January 31, 2019. The Company’s interim results are not necessarily indicative of its results for a full year.

These financial statements are presented in Canadian dollars, which is the Company’s functional currency.

## **ANTALIS VENTURES CORP.**

### **Notes to the Condensed Interim Financial Statements**

**Nine Months Ended October 31, 2019 and 352-Day Period Ended January 31, 2019**

**(Unaudited - Expressed in Canadian Dollars)**

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#### **2. BASIS OF PRESENTATION (Continued)**

(b) Basis of presentation

These financial statements have been prepared on a historical cost basis, except for certain financial instruments classified as financial instruments at fair value through profit or loss, which are stated at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

(c) Approval of the financial statements

These financial statements were authorized for issue by the Audit Committee and Board of Directors on December 24, 2019.

(d) Use of estimates and judgements

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may vary from these estimates.

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Accounting estimates will, by definition, seldom equal the actual results. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future years affected.

*Going concern*

The assessment of whether the concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but not limited to, 12 months from the end of the reporting period. The Company is aware that material uncertainties exist related to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

#### **3. SHAREHOLDERS' EQUITY**

(a) Authorized

Unlimited number of common shares without par value.

(b) Issued and outstanding

There were no share issuances during the nine month period ended October 31, 2019 (See note 6).

During the 352-day period ended January 31, 2019, the Company issued 1 incorporation common share which was subsequently cancelled. The Company issued 2,100,000 founders' common shares to be held in escrow following the Company's initial public offering (note 5), issued for \$0.05 per share to officers and directors of the Company for

## **ANTALIS VENTURES CORP.**

### **Notes to the Condensed Interim Financial Statements**

**Nine Months Ended October 31, 2019 and 352-Day Period Ended January 31, 2019**

**(Unaudited - Expressed in Canadian Dollars)**

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#### **3. SHAREHOLDERS' EQUITY (Continued)**

(b) Issued and outstanding (Continued)

total proceeds of \$105,000. These shares will be released pro rata to the shareholders as to 10% upon issuance of the Final Exchange Bulletin in accordance with Policy 2.4 and as to the remainder in six equal tranches of 15% every six months thereafter for a period of 36 months. These shares have been excluded from the calculation of loss per share.

(c) Stock options

The Company implemented an Incentive Stock Option Plan (the "Plan") on May 31, 2018. Pursuant to the Plan, the Company grants stock options to directors, officers, employees and consultants for services, provided that the number of common shares reserved for issuance shall not exceed 10% of the issued and outstanding common shares exercisable for a period of up to 10 years. The exercise price and vesting terms of the options granted under the Plan will be determined by the Board of Directors (See note 6).

Until the completion of Qualifying Transaction, options granted to a director or officer individually may not exceed 5% of the common shares outstanding as at the closing of the CPC initial public offering (the "Offering"); options granted to all technical consultants may not exceed 2% of the common shares outstanding as at the closing of the Offering. No options may be granted to investor relations service provider; and the exercise price cannot be less than the greater of the Offering share price and the Discounted Market Price.

#### **4. RISK MANAGEMENT**

(a) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk for the Company is associated with its cash. The Company is not exposed to significant credit risk as its cash is placed with a major Canadian financial institution.

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. As at October 31, 2019, the Company has cash of \$88,613 (January 31, 2019 - \$88,700) available to apply against short-term business requirements and current liabilities of \$66,670 (January 31, 2019 - \$42,141). All of the liabilities presented as accounts payable and accrued liabilities are expected to be paid before the year end of January 31, 2020.

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk. The Company is not exposed to significant market risk.

## **ANTALIS VENTURES CORP.**

### **Notes to the Condensed Interim Financial Statements**

**Nine Months Ended October 31, 2019 and 352-Day Period Ended January 31, 2019**

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#### **5. SIGNIFICANT EVENTS**

On September 17, 2019 the Company filed a prospectus with the securities regulatory authorities in the Provinces of Ontario, Alberta and British Columbia and with the TSX-V, offering 3,000,000 common shares at \$0.10 per share as an initial public offering (the "Offering"). Pursuant to an Agency Agreement between the Company and Leede Jones Gable Inc. (the "Agent"), the Agent will receive a cash commission equal to 10% of the gross proceeds, be paid a corporate finance fee of \$10,000, reimbursed for reasonable expenses, and will be granted non-transferable agent options to purchase up to 300,000 common shares at a price of \$0.10 per common share, exercisable for a period of 24 months from the date the common shares commence trading on the TSX-V. The Agent will also be reimbursed by the Company for the Agent's expenses, including legal fees, incurred pursuant to the Offering. As at October 31, 2019 included in deferred financing costs is an amount of \$11,250 (January 31, 2019 - \$11,250), paid to the Agent.

The directors approved the grant of 500,000 stock options to directors and officers of the Company upon closing of the Offering. The stock options have an exercise price of \$0.10 with a term of 10 years from the grant date.

Pursuant to the policies of the TSX-V, 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 the Qualifying Transaction by the Company as defined under the policies of the TSX-V.

#### **6. SUBSEQUENT EVENTS**

On December 16, 2019, the Company completed the Offering of 3,000,000 common shares (the "Offered Shares") issued at a price of \$0.10 per Offered Share resulting in gross proceeds to the Company of \$300,000. A commission of 10% of the gross proceeds of the Offering was paid to the Agent. In addition, the Agent received one non-transferable option to acquire up to 500,000 common shares at a price of \$0.10 per share for a period of 24 months from the date the Company's common shares were listed on the TSX-V (December 18, 2019), in consideration for its services as the Company's agent. The Company has also granted incentive stock options to its directors and officers to acquire up to an aggregate of 500,000 Shares at a price of \$0.10 per Share. Upon completion of the Offering, the Company had 5,100,000 common shares issued and outstanding, which common shares are trading on the TSX-V under the symbol "ANTV.P".