

Winston Capital Group Inc.
(A Capital Pool Corporation)

Condensed Interim Financial Statements

For the Nine Months Ended September 30, 2020 and 2019

(Expressed in Canadian Dollars)

(UNAUDITED)

Winston Capital Group Inc.

Condensed Interim Financial Statements For the Nine Months Ended September 30, 2020 (Expressed in Canadian Dollars)

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Winston Capital Group Inc.
Condensed Interim Financial Statements
For the Nine Months Ended September 30, 2020

Notice of No Auditors Review of Interim Financial Statements

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the unaudited condensed interim financial statements for the nine month period ended September 30, 2020 which have been prepared by and are the responsibility of the Company's management.

APPROVED ON BEHALF OF THE BOARD on November 25, 2020.

/s/ John Gamble

"John Gamble"
_____ Director

/s/ Bruce Bent

"Bruce Bent"
_____ Director

Winston Capital Group Inc.
Interim Statements of Financial Position
As At September 30, 2020 and December 31, 2019

	Notes	As at Sept 30, 2020 (unaudited) \$	As a Dec 31, 2019 (audited) \$
Assets			
Current Assets			
Cash	2	356,499	400,810
Amounts receivable		5,234	-
		361,733	400,810
Liabilities and Shareholders' Equity (Deficiency)			
Current Liabilities			
Accounts payable and accrued liabilities	2	19,464	23,140
		19,464	23,140
Shareholders' Equity (Deficiency)			
Share capital	4	518,547	518,547
Warrants	4	26,449	26,449
Contributed surplus		67,258	67,258
Deficit		(269,985)	(234,584)
		342,269	377,670
		361,733	400,810

Approved on behalf of the Board

_____, Director
 "Bruce Bent"

_____, Director
 "John Gamble"

Winston Capital Group Inc.
Interim Statements of Operations and Comprehensive Loss
For the Nine Months Ended September 30, 2020 and 2019
(unaudited)

	Note	Three Months Ended		Nine Months Ended	
		Sept 30, 2020 \$	Sept 30, 2019 \$	Sept 30, 2020 \$	Sept 30, 2019 \$
Revenue					
Misc. revenue		-	-	\$13,115	-
Expenses					
Professional and administrative		\$18,333	20,706	\$48,516	145,149
Stock-based compensation	2	-	7,983	-	23,949
Net and Comprehensive loss		(18,333)	(28,689)	(35,401)	(169,098)
Basic and diluted weighted average number of shares:	2	7,500,000	7,500,000	7,500,000	7,500,000
Basic and diluted loss per share:		(\$0.002)	(\$0.004)	(\$0.005)	(\$0.023)

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

Winston Capital Group Inc.

Interim Statement of Changes in Shareholders' Equity For the Nine Months Ended September 30, 2020 (unaudited)

	Common Shares Amount	Common Shares \$	Warrants \$	Contributed Surplus \$	(Deficit) \$	Total Shareholders' Equity \$
Balance at October 22, 2018 (Inception)	-	-	-	-	-	-
Common shares issued for cash	2,500,000	125,000	-	-	-	125,000
Net and comprehensive loss for the period	-	-	-	-	(65,867)	(65,867)
<i>Balance at December 31, 2018</i>	<i>2,500,000</i>	<i>125,000</i>	<i>-</i>	<i>-</i>	<i>(65,867)</i>	<i>59,133</i>
Common shares issued for cash	5,000,000	500,000	-	-	-	500,000
Stock-based compensation	-	-	-	23,949	-	23,949
Net and comprehensive loss for the period	-	-	-	-	(169,098)	(169,098)
<i>Balance at September 30, 2019</i>	<i>7,500,000</i>	<i>625,000</i>	<i>-</i>	<i>23,949</i>	<i>(234,965)</i>	<i>413,984</i>
Share issue costs	-	(80,004)	-	-	-	(80,004)
Issuance of broker warrants	-	(26,449)	26,449	-	-	-
Stock-based compensation	-	-	-	43,309	-	43,309
Net and comprehensive loss for the period	-	-	-	-	381	381
<i>Balance at December 31, 2019</i>	<i>7,500,000</i>	<i>518,547</i>	<i>26,449</i>	<i>67,258</i>	<i>(234,584)</i>	<i>377,670</i>
Net and comprehensive loss for the period	-	-	-	-	(35,401)	(35,401)
Balance at September 30, 2020	7,500,000	518,547	26,449	67,258	(269,985)	342,269

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

Winston Capital Group Inc.
Interim Statements of Cash Flows
For the Nine Months Ended September 30, 2020 and 2019
(unaudited)

	Three Months Ended		Nine Months Ended	
	Sept 30 2020 \$	Sept 30 2019 \$	Sept 30 2020 \$	Sept 30 2019 \$
Operating activities				
Net loss for the period	(18,333)	(28,689)	(35,401)	(169,098)
Non-cash stock-based comp expense	-	7,983	-	23,949
Changes in non-cash working capital				
Accounts receivable	(343)	(3,356)	(5,234)	(11,791)
Accounts payable and accrued liabilities	11,464	4,552	(3,676)	(24,701)
	(7,212)	(19,510)	(44,311)	(181,641)
Financing activities				
Common shares issued	-	-	-	500,000
	-	-	-	500,000
Net Increase (decrease) in cash	(7,212)	(19,510)	(44,311)	318,359
Cash, beginning of period	363,711	427,002	400,810	89,133
Cash, end of period	356,499	407,492	356,499	407,492

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

Winston Capital Group Inc.

Notes to the Condensed Interim Financial Statements

For the Nine Months Ended September 30, 2020

1. Company Information and Formation

Winston Capital Group Inc. (the "Corporation") was incorporated on October 22, 2018 pursuant to the provisions of the Business Corporations Act (Alberta). The Corporation is classified as a Capital Pool Corporation ("CPC") as defined in Policy 2.4 of the TSX Venture Exchange (the "Exchange"). The principal business of the Corporation will be to identify and evaluate assets or businesses with a view to potentially acquire them or an interest therein by completing a purchase transaction, by exercising of an option, or by any concomitant transaction. The purpose of such an acquisition is to satisfy the related conditions of a qualifying transaction under the Exchange rules.

The head office and registered office of the Corporation is located at Suite 1600, 333–7th Avenue SW, Calgary Alberta, T2P 2Z1.

Where an acquisition or participation is warranted, additional funding may be required. The ability of the Corporation to fund its potential future operations and commitments is dependent upon the ability of the Corporation to obtain additional financing. There is no assurance that the Corporation will identify a business or asset that warrants acquisition or participation within the time limitations permissible under the policies of the Exchange, at which time the Exchange may suspend or de-list the Corporation's shares from trading.

On February 28, 2019, the Corporation completed its initial public offering issuing 5,000,000 common shares at \$0.10 for total gross proceeds of \$500,000.

On March 5, 2019, the Corporation's shares commenced trading on the Toronto Venture Exchange under the stock symbol "WNST.P".

The condensed interim financial statements were approved by the Board of Directors on November 25, 2020.

2. Significant Accounting Policies

a) Statement of Compliance

These condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34") 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"). Accordingly, they do not include all of information required for full annual financial statements and should be read in conjunction with the audited financial statements for the year ended December 31, 2019. The accounting policies adopted are consistent with those of the previous financial year and the corresponding interim reporting period.

b) Basis of Presentation

The condensed interim financial statements of the Corporation are prepared on a going concern basis. The Corporation's functional and presentation currency is Canadian dollars.

c) Cash

Cash includes bank deposits at a reputable financial institution in Canada.

Winston Capital Group Inc.
Notes to the Condensed Interim Financial Statements
For the Nine Months Ended September 30, 2020

2. Significant Accounting Policies (continued)

d) Financial Instruments

IFRS 9 includes requirements for recognition and measurement, impairment, derecognition, and general hedge accounting. Financial assets within the scope of IFRS 9 are classified in the following measurement categories: amortized cost, fair value through profit or loss ("FVTPL"), or fair value through other comprehensive income ("FVOCI"). Financial liabilities are classified in the following measurement categories: fair value through profit or loss, or amortized cost.

Financial assets

The Corporation's financial assets consist of cash. Cash is measured at FVTPL.

Amortized Cost

Financial assets classified as amortized cost are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at amortized cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Fair value through profit or loss

Financial assets classified as FVTPL are measured at fair value with changes in fair value recognized in net profit or loss.

Classification

The Corporation determines the classification of its financial assets at initial recognition. All financial assets are recognized initially at fair value plus or minus, in the case of financial assets not classified as FVTPL, directly attributable transaction costs.

Impairment of Financial Assets

Financial assets not measured at FVTPL are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the financial assets have been negatively impacted. Evidence of impairment could include significant financial difficulty of the issuer or counterparty; default or delinquency in interest or principal payments; or the likelihood that the borrower will enter bankruptcy or financial reorganization.

Financial Liabilities

The Corporation's financial liabilities consist of accounts payable and accrued liabilities. Accounts payable and accrued liabilities are measured at amortized cost.

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

Winston Capital Group Inc.
Notes to the Condensed Interim Financial Statements
For the Nine Months Ended September 30, 2020

2. Significant Accounting Policies (continued)

Amortized Cost

Financial liabilities measured at amortized cost, including borrowings, are initially measured at fair value, net of transaction costs. Financial liabilities measured at amortized cost are subsequently measured at amortized cost using the effective interest method, with interest recognized on an effective yield basis. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest costs over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability or to the net carrying amount on initial recognition.

Derecognition of Financial Liabilities

The Corporation de-recognizes financial liabilities when the obligations are discharged, cancelled or expire.

e) Deferred Taxes

Income tax expense comprises current and deferred tax. Income tax expense is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax is recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the income tax rates enacted or substantively enacted at the end of the reporting period and includes any adjustment to taxes payable in respect of previous years.

Deferred tax is recognized on any temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable earnings. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized and the liability is settled. The effect of a change in the enacted or substantively enacted tax rates is recognized in net earnings and comprehensive income or in equity depending on the item to which the adjustment relates.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

f) Loss per Share

Per IAS 33 "Earnings per Share" applies to a company whose common shares or potential common shares are traded in a public market or that files, or is in the process of filing, its financial statements with a securities commission or other regulatory organization for the purpose of issuing common shares in a public market. Loss per share is computed by dividing the loss for the period by the weighted average number of common shares outstanding during the period, including contingently issuable shares which are included when the conditions necessary for issuance have been met. Diluted loss per share is calculated in a similar manner, except that the weighted average number of common shares outstanding is increased to include potentially issuable common shares from the assumed exercise of common share purchase options and warrants, if dilutive. In order to calculate loss per share in these financial statements, the Corporation has calculated the weighted average number of shares outstanding for the period ended September 30, 2020. During the period ended September 30, 2020, the Corporation's outstanding stock options and agent's warrants were anti-dilutive.

Winston Capital Group Inc.
Notes to the Condensed Interim Financial Statements
For the Nine Months Ended September 30, 2020

2. Significant Accounting Policies (continued)

g) Other Comprehensive Income (Loss)

Other comprehensive income (loss) is the change in the Corporation's net assets that results from transactions, events and circumstances from sources other than the Corporation's shareholders and includes items that are not included in net profit or loss such as unrealized gains or losses on available-for-sale investments, gains or losses on certain derivative instruments and foreign currency gains or losses related to translation of the financial statements of foreign operations and items that will be reclassified subsequently directly to equity. The Corporation's comprehensive income (loss), components of other comprehensive income and cumulative translation adjustments are presented in the statements of operations and comprehensive loss and the statements of changes in equity.

h) Share-Based Payments

The Corporation offers a share option plan for its directors, officers, employees and selected consultants. Each tranche in an award is considered a separate award with its own vesting period and grant date fair value. Fair value of each tranche is measured using the Black-Scholes option pricing model. Compensation expense is recognized over the tranche's vesting period by increasing contributed surplus based on the number of awards expected to vest. The Corporation may, from time to time, issue warrants to agents in connection with raising capital for the Corporation. The fair value of each warrant is measured using the Black-Scholes option pricing model. The resulting expense is recognized in equity as a reduction of the proceeds from the capital raise.

Any consideration paid on exercise of share options and warrants is credited to share capital. The contributed surplus resulting from share-based compensation is transferred to share capital when the options and warrants are exercised. Share-based payments granted to non-employees are measured at the fair value of goods received unless that cannot be reasonably estimated in which case the fair value of the equity instrument is used.

i) Significant Accounting Judgments and Estimates

The preparation of financial statements in conformity with IFRS requires management to make certain judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the condensed interim financial statements and the reported amounts of income and expenses during the reporting period. These condensed interim financial statements include estimates, that, by their nature, are uncertain. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis.

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 Corporation. These restrictions apply until completion of a Qualifying Transaction by the Corporation as defined under the Exchange Policy 2.4.

Winston Capital Group Inc.

Notes to the Condensed Interim Financial Statements

For the Nine Months Ended September 30, 2020

4. Share Capital

i) Common Shares Authorized:

Unlimited number of common shares.

ii) Common Share Rights:

The holders of common shares are entitled to vote at meetings of shareholders, receive dividends, and are subject to the prior rights, privileges and conditions attaching to the special shares, to receive the remaining property of the corporation upon dissolution, liquidation or winding up of the corporation.

iii) Common Shares Issued:

7,500,000 (2019: 7,500,000) common shares with no par value.

Between October 22, 2018 and December 31, 2018, the Corporation raised \$125,000 by issuing 2,500,000 founders' shares at \$0.05 per share.

All of the common shares issued are held in escrow until completion of a Qualifying Transaction. 10% of the common shares held in escrow will be released on the issuance of the Final Exchange Bulletin (as defined under the policies of the Exchange) and an additional 15% will be released on the dates 6 months, 12 months, 18 months, 24 months, 30 months, and 36 months following the initial release. These common shares, which are considered contingently issuable until the Corporation completes a Qualifying Transaction, are not considered to be outstanding for the purpose of the loss per share calculation.

On February 28, 2019, the Corporation completed its initial public offering issuing 5,000,000 common shares at \$0.10 for total gross proceeds of \$500,000.

Convertible Securities

Warrant and Option Valuation

The Corporation uses the Black-Scholes fair valuation option pricing model when calculating a share option grant or common share purchase warrant value when the common share purchase warrant forms part of a unit of securities. The valuation is dependent on a number of estimates, including the risk-free interest rate and the level of share volatility. Option and warrant pricing models require the input of highly subjective assumptions including the expected price volatility. The level of share volatility was calculated with reference to the other similar corporations. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable measure of the fair value of the Corporation's common share purchase warrants and options.

Winston Capital Group Inc.
Notes to the Condensed Interim Financial Statements
For the Nine Months Ended September 30, 2020

4. Share Capital (continued)

Common Share Purchase Warrants

During the prior period, and in connection with the Offering, the Corporation granted 500,000 agent compensation options pursuant to an Agency Agreement. Each agent compensation option entitles the holder to acquire one common share of the Corporation at a price of \$0.10 per share for a period of 24 months from the date of the listing and posting of the common shares on the Exchange.

The following tables provides information about outstanding warrants at September 30, 2020:

	Issue Date	Exercise Price	Expiry Date	Issued	Outstanding
Broker Warrants	Feb 28, 2019	\$0.10	Feb 28, 2021	500,000	500,000

Common Share Purchase Warrant Valuation

The fair value of the agent compensation options of \$26,449 was estimated at the grant date. The assumptions used to value the agent compensation options under the Black-Scholes model were as follows:

	2019
Total	500,000
Share Price	\$0.10
Exercise Price	\$0.10
Interest Rate	\$1.74%
Term (years)	2
Volatility	100%
Warrant Value	\$0.05

5. Stock Options

Stock Options

On December 5, 2018 the Corporation adopted a Stock Option Plan (the "Plan") which it is authorized to grant options to purchase common shares of the Corporation to directors, senior officers, employees and/or consultants of the Corporation. The aggregate number of shares of the Corporation which may be issued and sold under the Plan will not exceed 10% of the total number of common shares issued and outstanding from time to time. Share options are granted with a maximum term of ten years with vesting requirements at the discretion of the Board of Directors.

On February 28, 2019, the Corporation granted 750,000 stock options. Each option entitles the holder to purchase one common share of the Corporation at \$0.10 per share for a period of 10 years from the date of the grant.

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

Winston Capital Group Inc.
Notes to the Condensed Interim Financial Statements
For the Nine Months Ended September 30, 2020

5. Stock Options (continued)

The following tables provides information about outstanding stock options at September 30, 2020:

	Number of Options	Weighted Average Exercise Price \$
Beginning balance	750,000	0.10
Issued	-	-
Exercised	-	-
Forfeited	-	-
Ending balance	750,000	0.10

Exercisable options		
Weighted average outstanding maturity period (years)	Number of options	Exercise price \$
10	750,000	0.10
10	750,000	0.10

The fair value of the stock options of \$67,257 was estimated at the grant date. The assumptions used to value the stock options under the Black-Scholes model were as follows:

Total	750,000
Share Price	\$0.10
Exercise Price	\$0.10
Interest Rate	\$1.94%
Term (years)	10
Volatility	100%
Options Value	\$0.09

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

Winston Capital Group Inc.

Notes to the Condensed Interim Financial Statements

For the Nine Months Ended September 30, 2020

6. Financial Instruments and Other Risks

IFRS 7 establishes a fair value hierarchy that reflects the significance of inputs used in making fair value measurements as follows:

Level 1 quoted prices in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2 inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (ie. as prices) or indirectly (ie. from derived prices); and

Level 3 inputs for the asset or liability that are not based upon observable market data.

Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. As at September 30, 2020 and 2019, the Corporation's cash was classified as Level 1 measurement. As at September 30, 2020 and 2019, the Corporation had no financial instruments classified at Level 2 and Level 3.

Fair Values

Except as disclosed elsewhere in these condensed interim financial statements, the carrying amounts for the Corporation's financial instruments approximate their fair values because of the short-term nature of these items.

The Corporation's risk exposures and the impact on the Corporation's financial instruments are summarized below:

Market Risk

Market risk refers to the risk that a change in the level of one or more of market prices, interest rates, foreign exchange rates, indices, volatilities, correlations or other market factors, such as liquidity, will result in a change in the fair value of a financial instrument. The Corporation's financial instruments are designated as fair value through profit or loss, or amortized cost. Therefore, changes in fair value or permanent impairment, if any, affect reported earnings as they occur, except for amortized cost.

Interest Rate Risk

Interest rate risk arises from the possibility that changes in interest rates will affect the value of financial instruments. The Corporation does not hedge its exposure to interest rate risk as such risk is minimal. None of the Corporation's cash balances are subject to variable interest rates.

Credit Risk

Credit risk arises from the potential that counterparties will fail to satisfy their obligations as they come due. Credit risk is managed by dealing with counterparties that the Corporation believes to be creditworthy and by actively monitoring credit exposure and the financial health of the counterparties. The Corporation does not have a significant exposure to any individual third party.

Winston Capital Group Inc.
Notes to the Condensed Interim Financial Statements
For the Nine Months Ended September 30, 2020

6. Financial Instruments and Other Risks (continued)

Liquidity Risk

Liquidity risk refers to the risk that the Corporation will not be able to meet its financial obligations when they become due. The Corporation's management is responsible for reviewing liquidity resources to ensure funds are readily available to meet its financial obligations as they come due, as well as ensuring adequate funds exist to support business strategies and operations growth. The current assets reflected on the statements of financial position are highly liquid. As at September 30, 2020, the Corporation had current assets of \$361,733 (2019:\$419,283) to settle current liabilities of \$19,464 (2019:\$5,299).

7. Capital Disclosures

As at September 30, 2020, the Corporation was not subject to any regulatory capital requirements. The Corporation's capital is composed of equity, including shareholders' equity and deficit.

The Corporation's objectives when managing capital include:

- (a) ensuring that the Corporation meets relevant regulatory capital requirements when applicable,
- (b) ensuring that the Corporation is able to meet its financial obligations as they become due; and
- (c) ensuring that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions.

8. Subsequent Events

The Corporation was named and served in a petition in Harris County, Texas in relation to a transaction between Roosevelt Capital Group Inc. ("**Roosevelt**"), and Maxx Sports Technologies Limited ("**Maxx**"). The Corporation was not a party to the agreement between Roosevelt and Maxx, and as such the company believes the petition filed naming Winston is without merit. On October 14, 2020, the dispute was settled in full without cost to the company.

COVID-19

The worldwide pandemic situation of Covid-19 has caused significant future uncertainty. Business interruption due to government mandated closure of non-essential services, self-isolation, quarantine and other measures by businesses and people in general have led to disruption to worldwide commercial activity. The impact of the pandemic situation to the economy, various industries and the environment in which the Corporation currently operates cannot be assessed at present. Federal and Provincial Governments are taking bold measures to bring it under control, however, the timeframe as to when the pandemic will be brought under control and the return to normalcy is not determinable at present.