

## **NOTICE TO READER**

These amended condensed interim financial statements (the “Amended Financial Statements”) for the six months ended June 30, 2020, originally filed on SEDAR on August 13, 2020, are being re-filed as of November 16, 2020. In the Amended Financial Statements, the Company has revised its disclosure related to subsequent events occurring after the original date of approval by the Board of Directors, including reference to a Qualifying Transaction as defined under TSX Venture Exchange Policy 2.4, and the issuance of stock options to directors. Additionally, the Notice regarding no auditor review has been removed as these Amended Financial Statements have now been auditor reviewed. In all other respects, the Amended Financial Statements are identical to the Company’s condensed interim financial statements for the six months ended June 30, 2020 dated and filed on SEDAR on August 13, 2020.

The related Management’s Discussion and Analysis for the six months ended June 30, 2020, which was filed on SEDAR on August 13, 2020, has also been revised (the “Amended MD&A”) to reflect the effects of the amendments and is being re-filed with the Amended Financial Statements.

# **RiseTech Capital Corp.**

## **Condensed Interim Financial Statements For the six months ended June 30, 2020 and 2019**

*(Amended; Unaudited)*

Stated in Canadian Dollars, unless otherwise noted

# RiseTech Capital Corp.

## Condensed Interim Statement of Financial Position (Unaudited)

(Stated in Canadian Dollars)

	Note	June 30, 2020	December 31, 2019
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents		\$ 490,455	\$ 516,134
Interest receivable		4,339	7,178
<b>TOTAL ASSETS</b>		<b>\$ 494,794</b>	<b>\$ 523,312</b>
<b>LIABILITIES AND EQUITY</b>			
<b>Current liabilities</b>			
Accounts payable and accrued liabilities		\$ 22,706	\$ 30,761
<b>Equity</b>			
Share capital	4	693,915	693,915
Share based payment reserve	4	10,500	10,500
Deficit		(232,327)	(211,864)
<b>Total equity</b>		<b>472,088</b>	<b>492,551</b>
<b>TOTAL LIABILITIES AND EQUITY</b>		<b>\$ 494,794</b>	<b>\$ 523,312</b>

Subsequent events (Notes 1, 2 and 4)

Approved on behalf of the Board of Directors:

*"Tom Liston"*

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Director

*"Manny Padda"*

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Director

## RiseTech Capital Corp.

### Condensed Interim Statement of Loss and Comprehensive Loss (Unaudited)

(Stated in Canadian Dollars)

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
<b>Expenses</b>				
Audit and accounting	\$ -	\$ -	\$ 1,168	\$ 3,592
General and administrative	408	2,879	2,269	8,651
Interest income	(2,310)	(1,974)	(4,542)	(3,710)
Listing fees	904	6,000	9,373	19,513
Professional fees	3,150	25,344	12,195	46,769
<b>Loss and comprehensive loss for the period</b>	<b>\$ 2,152</b>	<b>\$ 32,249</b>	<b>\$ 20,463</b>	<b>\$ 74,815</b>
<b>Weighted average number of common shares outstanding</b>				
Basic	2,500,000	2,500,000	2,500,000	2,500,000
Diluted	2,500,000	2,500,000	2,500,000	2,500,000
<b>Basic and diluted loss per common share</b>	<b>\$ (0.00)</b>	<b>\$ (0.01)</b>	<b>\$ (0.01)</b>	<b>\$ (0.03)</b>

## RiseTech Capital Corp.

### Condensed Interim Statement of Changes in Equity (Unaudited)

(Stated in Canadian Dollars)

	Common Shares		Share-based payments reserve	Deficit	Total
	Number	Amount			
<b>Balance at December 31, 2018</b>	12,500,000	\$ 693,915	\$ 10,500	\$ (109,764)	\$ 594,651
Loss for the period	-	-	-	(74,815)	(74,815)
<b>Balance at June 30, 2019</b>	12,500,000	\$ 693,915	\$ 10,500	\$ (184,579)	\$ 519,836
<b>Balance at December 31, 2019</b>	12,500,000	\$ 693,915	\$ 10,500	\$ (211,864)	\$ 492,551
Loss for the period	-	-	-	(20,463)	(20,463)
<b>Balance at June 30, 2020</b>	<b>12,500,000</b>	<b>\$ 693,915</b>	<b>\$ 10,500</b>	<b>\$ (232,327)</b>	<b>\$ 472,088</b>

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

## RiseTech Capital Corp.

### Condensed Interim Statement of Cash Flows (Unaudited)

(Stated in Canadian Dollars)

	Six months ended June 30,	
	2020	2019
<b>Cash provided by (used in):</b>		
Operating activities		
Loss for the period	\$ (20,463)	\$ (74,815)
Changes in non-cash working capital:		
Interest receivable	2,839	(3,710)
GST recoverable	-	(2,489)
Advances	-	17,985
Accounts payable and accrued liabilities	(8,055)	(6,306)
<b>Net cash used in operating activities</b>	<b>(25,679)</b>	<b>(69,355)</b>
Change in cash and cash equivalents during the period	(25,679)	(69,355)
Cash and cash equivalents, beginning of period	516,134	635,656
<b>Cash and cash equivalents, end of period</b>	<b>\$ 490,455</b>	<b>\$ 566,321</b>
<b>Cash and cash equivalents is comprised of:</b>		
Cash	\$ 15,455	\$ 266,321
Cash equivalents	475,000	300,000
	<b>\$ 490,455</b>	<b>\$ 566,321</b>

# RiseTech Capital Corp.

## Notes to the Condensed Interim Financial Statements (Unaudited)

Three and six months ended June 30, 2020

(Stated in Canadian Dollars)

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### 1. Nature and Continuance of Operations

RiseTech Capital Corp. (the "Company" or "RiseTech") was incorporated on February 26, 2018 pursuant to the Business Corporations Act of British Columbia and is classified as a Capital Pool Company as defined in the TSX Venture Exchange ("TSX-V") Policy 2.4. On November 21, 2018, the Company completed its Initial Public Offering ("IPO", note 3) and on the same day its shares were listed for trading on the TSX-V under the symbol "RTCC.P".

As at June 30, 2020, the Company had no business operations and its only significant asset was cash and cash equivalents. During the period from incorporation on February 26, 2018 to June 30, 2020, the Company did not enter into any agreements to acquire interests in businesses or assets. As a Capital Pool Company, the Company's principal business is the identification and evaluation of assets, properties or businesses with a view to acquisition or participation therein subject, in certain cases, to shareholder approval and acceptance by the TSX-V. Where an acquisition or participation is warranted (the "Qualifying Transaction"), additional funding may be required. The ability of the Company to fund its potential future operations and commitments is dependent upon obtaining additional financing. There is no assurance that the Company will complete a Qualifying Transaction within twenty-four months from the date the Company's shares are listed on the TSX-V, at which time the TSX-V may suspend or de-list the Company's shares from trading.

The registered and records offices of the Company are located at 2900 – 550 Burrard Street, Vancouver, BC, Canada V6C 0A3.

During the six months ended June 30, 2020 and subsequent to period end, the novel coronavirus ("COVID-19") pandemic has created uncertainty and volatility in the global financial markets as a result of the worldwide implementation of measures designed to contain COVID-19, including extended quarantines and work and travel restrictions. While some of these measures have been relaxed and financial markets have improved to some degree, the Company expects the economic disruptions and volatile market conditions to continue for most of 2020, if not into 2021. The impact of the COVID-19 pandemic on the business of the Company is uncertain. The balance of these effects will likely be driven by how long the economic disruptions and market conditions last once the pandemic is contained, the timing of which is not yet determinable. As such, the COVID-19 pandemic may have an impact on the Company's ability to find, negotiate, and close a Qualifying Transaction.

### 2. Announcement of Qualifying Transaction

On September 9, 2020, the Company announced that it had entered into a letter of intent dated September 8, 2020 (the "LOI") with Tantalus Systems Holding Inc. ("Tantalus"), a private company incorporated pursuant to the federal laws of Canada, pursuant to which RiseTech and Tantalus (each, a "Party", and, together, the "Parties") have agreed to complete a plan of arrangement, merger, amalgamation, share exchange and/or other similar transaction (the "Transaction"), whereby RiseTech will acquire all of the issued and outstanding shares of Tantalus (each, a "Tantalus Share", and, collectively, the "Tantalus Shares"). The Transaction is subject to the approval of the TSX-V and is intended to constitute RiseTech's Qualifying Transaction. The Transaction is an arm's length transaction and therefore will not require shareholder approval under Policy 2.4. However, if, for example, the Transaction is structured as an amalgamation or a plan of arrangement, shareholder approval may otherwise be required for corporate law reasons.

The precise terms of the Transaction, including the structure of the Transaction, will be incorporated into a definitive agreement (the "Definitive Agreement") to be negotiated between the Parties. In connection with the Transaction, Tantalus intends to undertake an equity offering to raise gross proceeds of approximately USD\$8,000,000 (the "Concurrent Financing") on terms to be mutually agreed upon by the Parties. There is no finder's fee payable in connection with the Transaction and no deposits or advances have or will be made to Tantalus with respect to the Transaction.

# RiseTech Capital Corp.

## Notes to the Condensed Interim Financial Statements (Unaudited)

Three and six months ended June 30, 2020

(Stated in Canadian Dollars)

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### 2. Announcement of Qualifying Transaction (continued)

Tantalus develops technology that enhances the safety, security, reliability and efficiency of public power and electric cooperative utilities across North America and the Caribbean Basin. Tantalus provides mission-critical smart grid solutions that include a computing platform, software applications and an IoT communications network. Tantalus empowers its utility customers to access granular data from both legacy meters and two-way intelligent devices to improve customer service, facilitate consumer engagement, realize cost savings and streamline system operations. The Company's suite of smart grid solutions includes metering infrastructure, demand-management technologies, data analytics, distribution automation and street lighting control systems. Following the closing of the Transaction (the "Closing"), the business of the Resulting Issuer will be the business of Tantalus.

Tantalus (following the planned combination with a holding company) has 59 shareholders. Of these, Redpoint Ventures, a venture capital firm located in the United States with a large number of investors, is the only shareholder expected to hold in excess of 10% of the Resulting Issuer following the Concurrent Financing (and it is expected that Redpoint Ventures will, directly or indirectly, hold less than 20% of the Resulting Issuer following the Concurrent Financing). Tantalus shareholders, on a fully diluted basis, will receive shares representing 98% of the Resulting Issuer, on a fully diluted basis, prior to giving effect to the Concurrent Financing. The Consideration Shares may be subject to Exchange escrow restrictions and to hold periods as required pursuant to applicable securities laws. The Transaction will be completed pursuant to, and in strict accordance with, corporate law requirements and available exemptions under applicable securities legislation.

Following the Closing, the management and Board of Directors of the Resulting Issuer will each be comprised of the current management team and Board of Directors of Tantalus and one director of RiseTech.

The Parties may not consider alternative transactions until 5:00 p.m. on November 23, 2020.

### 3. Basis of Preparation

#### a) Statement of compliance

The Company has prepared its financial statements in accordance with International Financial Reporting Standards ("IFRS") since incorporation on February 26, 2018. These condensed interim financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34, *Interim Financial Reporting*, and do not include all of the information required for full annual financial statements prepared using IFRS and accordingly, these condensed interim financial statements should be read in conjunction with the Company's most recent audited annual financial statements for the period ended December 31, 2019. These financial statements have been prepared in accordance with IFRS issued by the International Accounting Standards Board ("IASB") and Interpretations of the IFRS Interpretations Committee ("IFRICs"). The accounting policies applied in the preparation of these condensed interim financial statements are consistent with those applied and disclosed in the Company's annual financial statements for the year ended December 31, 2019.

#### b) Basis of presentation

The condensed interim financial statements have been prepared on an accrual basis and are based on historical costs, except for certain financial instruments carried at fair value. The condensed interim financial statements are presented in Canadian dollars and all values are rounded to the nearest dollar except for loss per share information.

#### c) Approval of the condensed interim financial statements

The condensed interim financial statements of the Company for the period ended June 30, 2020, were approved and authorized for re-issuance by the Board of Directors on November 16, 2020.

# RiseTech Capital Corp.

## Notes to the Condensed Interim Financial Statements (Unaudited)

Three and six months ended June 30, 2020

(Stated in Canadian Dollars)

### 4. Shareholders' Equity

a) Authorized and issued share capital:

The Company has authorized an unlimited number of common shares without par value.

During the six months ended June 30, 2020, the Company issued no common shares (six months ended June 30, 2019 – Nil).

b) Escrowed shares:

An escrow agreement (the "Escrow Agreement") between the Company and certain shareholders (the "Parties") of the Company was executed on September 28, 2018, resulting in the deposit into escrow of 10,000,000 common shares (the "Escrowed Shares"), being all of the issued and outstanding common shares prior to the completion of the IPO. Pursuant to the Escrow Agreement, the Escrowed Shares shall be released pro-rata to the Parties as to 10% upon issuance of notice of final acceptance of a Qualifying Transaction by the TSX-V and as to the remainder in six equal tranches of 15% every six months thereafter for a period of 36 months. These Escrowed Shares may not be transferred, assigned or otherwise dealt without the consent of the regulatory authorities.

c) Loss per share:

Basic and diluted loss per share

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
Numerator:				
Net loss	\$ (2,152)	\$ (32,249)	\$ (20,463)	\$ (74,815)
Denominator:				
Weighted average number of common shares (basic and diluted)	2,500,000	2,500,000	2,500,000	2,500,000
Basic and diluted loss per common share	\$ (0.00)	\$ (0.01)	\$ (0.01)	\$ (0.03)

Loss per share reflects the exclusion of 10,000,000 common shares which are contingently returnable in the event that a Qualifying Transaction is not completed. Due to the Company being in a loss position, no equity instruments or other financial instruments had a dilutive impact on loss per share and as such the weighted average number of common shares is the same for both basic and diluted loss per share.

d) Stock Options:

On September 29, 2020, the Company announced the issuance of 300,000 stock options to directors of the Company at an exercise price of \$0.10 per share. The options vest immediately and will be exercisable for a period of ten years from the date of grant.

# RiseTech Capital Corp.

## Notes to the Condensed Interim Financial Statements (Unaudited)

Three and six months ended June 30, 2020

(Stated in Canadian Dollars)

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### 5. Financial Instruments

The Company is exposed to various financial risks resulting from its operations. The Company's management manages financial risks. The Company does not enter into financial instruments agreements, including derivative financial instruments for speculative purposes. The Company's main financial risk exposures and its financial policies are as follows:

a) Fair value of financial instruments

The Company's financial instruments consist of cash and cash equivalents, interest receivable, and accounts payable and accrued liabilities. Each of the financial instruments have a carrying value that approximates fair value due to the short term to maturity of these financial instruments.

b) 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. The Company's cash and cash equivalents and interest receivable are exposed to credit risk, with their carrying values being the Company's maximum exposure. The Company's cash and cash equivalents consists of funds held at a Canadian Schedule 1 Chartered Bank. The interest receivable is due from a Canadian Schedule 1 Chartered Bank based on a GIC held by the Company. Management believes the Company's exposure to credit risk is minimal.

c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risk as cash and cash equivalents only comprised bank balances paying interest at nominal rates as at June 30, 2020. The Company had no interest rate swaps or financial contracts in place as at or during the period ended June 30, 2020.

d) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company's liabilities are all current and due within 90 days of the interim condensed statement of financial position date. The Company seeks to ensure that it has sufficient capital to meet short term financial obligations after taking into account its operating obligations and cash on hand.

### 6. Capital Management

The Company's capital currently consists of common shares. Its principal source of cash is from the issuance of common shares. The Company's capital management objectives are to safeguard its ability to continue as a going concern and to have sufficient capital to be able to identify, evaluate and then acquire an interest in businesses or assets. The Company does not have any externally imposed capital requirements to which it is subject. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares.

The Company, listed on the TSX-V as a Capital Pool Company, may only use the proceeds raised from the issuance of share capital and from the IPO to identify and evaluate assets or businesses for future investment, with the exception that up to 30% of the gross proceeds may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until the completion of a Qualifying Transaction by the Company as defined under the policies of the TSX-V.

# RiseTech Capital Corp.

## Notes to the Condensed Interim Financial Statements (Unaudited)

Three and six months ended June 30, 2020

(Stated in Canadian Dollars)

### 7. Segmented Information

At June 30, 2020, the Company has one reportable operating segment being the identification and evaluation of assets or a business and, once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities. All of the Company's assets are located in Canada.

An operating segment is defined as a component of the Company:

- that engages in business activities from which it may earn revenues and incur expenses;
- whose operating results are reviewed regularly by the entity's chief operating decision maker; and
- for which discrete financial information is available.

### 8. Related Party Transactions

Key management personnel includes the Directors and officers of the Company. No remuneration was paid or accrued to key management personnel in the six months ended June 30, 2020.

### 9. Income Taxes

Tax expense differs from the amount computed by applying the combined Canadian federal and provincial income tax rates, applicable to the Company, to the loss before income taxes due to the following:

	Six months ended June 30,	
	2020	2019
Loss before income taxes	\$ (20,463)	\$ (74,815)
Canadian federal and provincial income tax rates	27%	27%
Income tax expense (recovery) based on Canadian federal and provincial income tax rates	\$ (5,525)	\$ (20,200)
Increase (decrease) attributable to:		
Changes in unrecognized deferred tax assets	5,525	20,200
Tax expense	\$ -	\$ -

Unrecognized deductible temporary differences and unused tax losses are attributable to the following:

Non-capital loss carry forwards	\$ 70,300	\$ 53,557
Share issue costs	7,600	10,600

At June 30, 2020, the Company has non-capital losses of approximately \$260,000 available for carry-forward to reduce future years' income taxes. These losses will expire from 2038 through 2040.