

Flow Capital Corp.

Interim Condensed Consolidated Financial Statements

For the three and nine-months ended September 30, 2021

(Unaudited)

Flow Capital Corp.**Consolidated Statements of Financial Position**

(Canadian dollars - Unaudited)

	Note	September 30, 2021	December 31, 2020
Assets			
Current Assets			
Cash and cash equivalents	7	\$ 8,498,661	\$ 7,141,988
Accounts receivable and accrued income		1,482	1,420
Investments – current portion	9	2,113,268	5,925,359
Finance lease asset – current portion	10	-	325,097
Prepaid expenses and other receivables	8	484,333	524,697
Total Current Assets		11,097,744	13,918,561
Non-Current Assets			
Property and equipment		71,548	90,823
Deferred tax asset		378,021	-
Investments – non-current portion	9	30,085,186	23,847,928
Total Non-Current Assets		30,534,755	23,938,751
Total Assets		\$ 41,632,499	\$ 37,857,312
Liabilities and Shareholders' Equity			
Current Liabilities			
Accounts payable and accrued liabilities		\$ 3,263,033	\$ 2,458,634
Income tax liability		1,715,534	398,374
Lease liability – current portion	10	21,490	365,694
Redeemable debt – current portion	13	-	2,620,029
Total Current Liabilities		5,000,057	5,842,731
Non-Current Liabilities			
Provisions – non-current portion	12	375,440	375,440
Deferred tax liability		-	502,376
Lease liability – non-current portion	10	27,966	45,315
Redeemable debt – non-current portion	13	15,174,383	13,119,971
Total Non-Current Liabilities		15,577,789	14,043,102
Shareholders' Equity (Note 14)			
Share capital		\$ 52,144,024	\$ 52,538,126
Warrants		486,624	486,624
Contributed surplus		683,525	656,612
Accumulated other comprehensive loss		(374,223)	(437,143)
Accumulated deficit		(31,885,297)	(35,272,740)
Total Shareholders' Equity		21,054,653	17,971,479
Total Liability and Shareholders' Equity		\$ 41,632,499	\$ 37,857,312

See accompanying notes to financial statements.

Approved on behalf of the Board of Directors on November 11, 2021:

“Vernon Lobo”

Vernon Lobo, Director

“Alan Torrie”

Alan Torrie, Director

Flow Capital Corp.

Consolidated Statements of Comprehensive Income/(Loss)

(Canadian dollars – Unaudited)

	Note	Three months ended Sep 30, 2021	Three months ended Sep 30, 2020	Nine months ended Sep 30, 2021	Nine months ended Sep 30, 2020
Revenues					
Income from investments at fair value					
Royalty and loan payment income	15	\$ 1,182,866	\$ 1,610,792	\$ 4,485,123	\$ 3,837,054
Foreign exchange (loss) gain	15	144,901	(214,793)	(218,223)	229,517
Realized gain (loss) from sale of investments	15	4,837,771	250,000	9,194,067	475,970
Adjustments to fair value	15	(6,282,460)	2,107,434	(6,416,345)	1,860,755
Income (loss) from investments at fair value		(116,922)	3,753,433	7,044,622	6,403,296
Other income					
Other interest, fee income and gains	15	(62,173)	85,763	39,357	363,783
Total Revenues		(179,095)	3,839,196	7,083,979	6,767,079
Operating Expenses					
Salaries, benefits and staffing costs	16	\$ 298,879	\$ 344,708	\$ 958,886	\$ 1,104,756
Restructuring costs	16	-	-	65,579	447,770
Share-based compensation	17	24,590	123,467	80,889	294,579
Depreciation		4,549	27,947	21,350	87,859
Professional fees		118,419	130,816	519,927	711,187
Office and general administrative		223,017	(106,724)	505,122	180,922
Total Operating Expenses		669,454	520,214	2,151,753	2,827,073
Operating Profit (Loss)		\$ (848,549)	\$ 3,318,982	\$ 4,932,226	\$ 3,940,006
Financing expense	18	372,872	1,473,454	1,165,187	2,436,118
Profit (loss) before income taxes		(1,221,421)	1,845,528	3,767,039	1,503,888
Income Taxes					
Current income tax expense (recovery)		\$ 99,319	\$ -	\$ 1,316,434	\$ -
Deferred tax expense (recovery)		(280,358)	-	(882,863)	-
Total Income Tax (recovery)		\$ (181,039)	\$ -	\$ 433,572	\$ -
Net Profit (Loss)		\$ (1,040,382)	\$ 1,845,528	\$ 3,333,467	\$ 1,503,888
Other comprehensive income					
Foreign currency translation		297,136	(137,326)	62,920	95,574
Total Comprehensive Income		\$ (743,246)	\$ 1,708,202	\$ 3,396,388	\$ 1,599,462
Earnings (loss) per share (Note 19)					
<i>Earnings (loss) per share</i>					
Basic earnings (loss) per share		\$ (0.0333)	\$ 0.0561	\$ 0.1059	\$ 0.0428
Diluted earnings (loss) per share		\$ (0.0333)	\$ 0.0561	\$ 0.1032	\$ 0.0428

See accompanying notes to financial statements.

Flow Capital Corp.

Consolidated Statements of Changes in Equity

(Canadian dollars - Unaudited)

	Number of shares	Note	Share capital	Accumulated other comprehensive (loss)	Warrants	Contributed surplus	Accumulated deficit	Total
Balance, January 1, 2020	38,847,337		\$ 54,281,689	\$ (24,474)	\$ 486,624	\$ 1,386,728	\$(38,528,585)	\$ 17,601,982
Share-based compensation	-		-	-	-	(839,527)	1,134,106	294,579
Treasury shares cancelled	(6,377,260)		(1,612,959)	-	-	-	-	(1,612,959)
Share cancellation cost	-		(21,464)	-	-	-	-	(21,464)
Foreign currency translation	-		-	95,574	-	-	-	95,574
Net income for the period	-		-	-	-	-	1,503,888	1,503,888
Balance, September 30, 2020	32,470,077		\$ 52,647,266	\$ 71,100	\$ 486,624	\$ 547,201	\$(35,890,591)	\$ 17,861,600
Balance, January 1, 2021	32,155,077		\$ 52,538,126	\$ (437,143)	\$ 486,624	\$ 656,612	\$(35,272,740)	\$ 17,971,479
Share-based compensation	-	17	-	-	-	26,913	53,976	80,889
Treasury shares	(915,000)	14	(391,652)	-	-	-	-	(391,652)
Share cancellation cost	-		(2,450)	-	-	-	-	(2,450)
Foreign currency translation	-		-	62,920	-	-	-	62,920
Net income for the period	-		-	-	-	-	3,333,467	3,333,467
Balance, September 30, 2021	31,240,077		52,144,024	\$ (374,223)	\$ 486,624	683,525	\$(31,885,297)	\$ 21,054,653

See accompanying notes to financial statements.

Flow Capital Corp.
Consolidated Statements of Cash Flows
(Canadian dollars -Unaudited)

	Note	Three months ended Sept 30, 2021	Three months ended Sept 30, 2020	Nine months ended Sept 30, 2021	Nine months ended Sept 30, 2020
Cash flows from operating activities					
Net profit (loss)		\$ (1,040,381)	\$ 1,845,528	\$ 3,333,468	\$ 1,503,888
<i>Adjustments for non-cash items</i>					
Share-based compensation		24,590	123,467	80,889	294,579
Depreciation		4,549	27,947	21,350	87,859
<i>Adjustments relating to investments at fair value</i>					
Unrealized foreign exchange loss (gain)		(42,794)	214,793	32,153	(229,517)
Adjustments to fair value		6,282,460	(2,107,434)	6,376,845	(1,860,755)
Realized (gain) on sale of equity securities and royalty buyouts		(4,837,771)	(250,000)	(9,194,067)	(475,970)
New investments and loan advances		(8,117,925)	-	(17,303,325)	(1,470,395)
Repayment of promissory note		-	-	-	1,500,000
Proceeds received on sale of shares		4,653,499	-	5,483,213	225,970
Buyout and redemption of investments		2,138,764	250,000	12,310,546	320,935
Gain on equity investments received on buyout		-	-	39,500	162,500
<i>Other Adjustments</i>					
Financing expense		372,872	1,473,454	1,165,187	2,436,118
Income tax expense		(181,040)	-	433,572	1,891
Changes in working capital items	21	(745,812)	(10,497)	(463,544)	(266,596)
Net Cash Flows generated from (used in) Operating Activities		(1,488,989)	1,567,258	2,315,787	2,230,507
Cash flows from financing activities					
Other receivables		\$ -	\$ -	\$ -	\$ 193,568
Common shares repurchased for treasury		-	(146,411)	(394,102)	(1,634,424)
Convertible debentures redeemed		-	(31,000)	-	(35,000)
Lease liability payments		(123,791)	(217,252)	(701,753)	(578,397)
Interest paid		(388,671)	(270,272)	(1,172,958)	(899,909)
Increase in redeemable debt		2,487,215	885,894	5,288,308	885,894
Redemption of redeemable debt		(3,042,189)	(500,000)	(4,301,631)	(1,500,000)
Net Cash flows from (used in) Financing Activities		(1,067,436)	(279,041)	(1,282,136)	(3,568,268)
Cash flows from investing activities					
Purchase of property and equipment		\$ (2,075)	\$ -	\$ (2,075)	\$ (1,048)
Finance lease asset payments		110,966	143,069	325,097	285,809
Net Cash Flows from (used in) Investing Activities		108,891	143,069	323,022	284,761
Net increase (decrease) in cash during the period		(2,447,534)	1,431,286	1,356,673	(1,053,000)
Cash and cash equivalents, beginning of period		10,946,195	7,840,408	7,141,988	10,324,694
Cash and cash equivalents, end of period		7 \$ 8,498,661	\$ 9,271,694	\$ 8,498,661	\$ 9,271,694

See accompanying notes to financial statements.

Flow Capital Corp.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements In Canadian dollars, for the three and nine-months ended September 30, 2021

1. Corporate information and reporting entity

Flow Capital Corp. ("Flow Capital", or "the Company") is a company under the jurisdiction of the laws of the Province of British Columbia, Canada, and is domiciled in Canada. The common shares of the Company are traded on the TSX Venture Exchange under the symbol FW. The registered and records office of the Company is Suite 2600, Three Bentall Centre, 595 Burrard Street, Vancouver, British Columbia, V7X 1L3.

The following is a summary of the list of material subsidiaries:

Legal name	Legal status	Ownership interest %
Flow Capital US Corp.	Subsidiary of Flow Capital, US	100
Flow Investment Services Corp. (formerly LOGiQ Asset Management Ltd.)	Subsidiary of Flow Capital, Canada	100
Flow Investment Holdings Corp. (formerly 2705535 Ontario Inc.)	Subsidiary of Flow Capital, Canada	100
LOGiQ Capital 2016	Subsidiary of Flow Capital, Canada	100
Flow Priority Return Fund II LP	Controlled by Flow through contractual arrangements, Canada	20
Tuscarora Capital Inc.	Subsidiary of Flow Capital, Canada	100
Flow Capital Partnership Holding Corp. (formerly 2535706 Ontario Inc.)	Subsidiary of Flow Capital, Canada	100

On September 30, 2020, Flow Capital formed Flow Priority Return Fund II LP (the "Priority Return Fund II" or "PRF II") and under the limited partnership agreement, Flow Investment Services Corp. the Company's wholly owned subsidiary was appointed as the general partner. The Company has assessed that based on the terms of the limited partnership agreement, the Company has a substantial interest in the variable returns and has the current ability to direct the activities that most significantly affect these returns. Based upon this assessment, the Company has determined that the Priority Return Fund II is controlled by the Company and must be consolidated in the financial statements of Flow Capital.

2. Basis of presentation

The financial statements have been prepared on a historical cost basis, except for cash and cash equivalents, investments at fair value and redeemable debt that have been measured at fair value. The presentation currency for these financial statements is the Canadian dollar which is also the functional currency of the Company. The functional currency of the Company's subsidiary Flow Capital US Corp. is United States dollar and the financial statements of the subsidiary are translated from its functional currency to Canadian dollars. Amounts are stated in and recorded to the nearest Canadian dollar except where otherwise indicated.

Statement of compliance

These unaudited interim condensed consolidated financial statements have been prepared based on the principles of International Financial Reporting Standards (IFRS) and International Accounting Standard 34, "Interim Financial Reporting" as issued by the International Accounting Standards Board (IASB), London, and the Interpretations of the International Financial Reporting Interpretations Committee (IFRIC) and follows the same accounting policies and methods of application as the Company's most recent annual financial statements. The unaudited interim condensed consolidated financial statements should be read in conjunction with the Company's 2020 audited annual consolidated financial statements and accompanying notes.

The financial statements were approved and authorized by the Board of Directors on November 11, 2021.

3. Significant accounting judgements, estimates, and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates, and assumptions that affect the reported amounts of revenues, expenses, assets, and liabilities, and the disclosure of contingent liabilities, at the end of the reporting periods. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the financial statements. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognized prospectively.

Royalty agreements acquired

The terms of the royalty agreements entered into by the Company provide that, payments to be made by investee companies are fixed or determinable. In addition, each of the Company's royalty agreements contains one or more of the following terms: (i) a right in favour of the investee company to buydown or buyout part or all of the Company's royalty in exchange for a principal payment that, when combined with royalty payments made to the date of the buydown or buyout, exceed the value of the Company's initial investment; and (ii) the payment of a minimum monthly royalty payment by the investee company, which provides the Company with certainty of payment over time.

For the royalty agreements acquired, the term of the agreement is normally perpetual, and the royalty amount received can be dependent on the revenues of the investee. The term of the royalty agreement can also be influenced by the termination of the royalty agreement subsequent to a contract buyout event. As a result, uncertainties exist as to how long the agreements will exist and the royalty payment income that will be received. The Company is primarily focused on building a portfolio of investments in companies that have carried on business for a number of years and have a demonstrable history of revenues. This enables the Company to use historical revenues as the starting base for estimating expected cash flows from an investment. Those royalty agreements that contain a provision requiring an

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Notes to the Unaudited Interim Condensed Consolidated Financial Statements In Canadian dollars, for the three and nine-months ended September 30, 2021

investee company to make a minimum monthly royalty payment provide the Company with a strong indication of what expected cash flows under the royalty agreement should be over time. In addition to historical revenues of investee companies, the Company also considers other factors, such as external market factors, future performance and industry performance, in estimating expected cash flows from an investment.

Royalty agreements acquired and measurement of fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values for financial assets and liabilities. The Company has established a control framework with respect to the measurement of fair values. This includes that all significant fair value measurements have been reviewed and approved by the Investment Committee of the Company. The Investment Committee reviews on a quarterly basis, significant unobservable inputs and valuation adjustments used in the fair value measurement of royalty agreements acquired and promissory notes. Fair values are categorized into different levels of a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

Further information about the assumptions made in measuring fair values for financial instruments are included in Note 5.

Fair value of stock options and warrants

Determining the fair value of stock options and warrants requires judgement related to the choice of a pricing model, the estimation of stock price volatility, the expected forfeiture rate and the expected term of the underlying instruments.

Fair value of unquoted equity instruments

The fair value of unquoted instruments included in equity securities in investee companies that are not traded in an active market is determined using valuation techniques. The Company uses its judgement to select a variety of methods and make assumptions that are mainly based on transaction and market conditions existing at the end of each reporting period. For details of the key assumptions used and the impact of changes to these assumptions see note 9 b) below.

COVID-19 impact on fair values

The impact of the COVID-19 coronavirus pandemic requires significant judgements about the fair value of the royalty and loan investments. It is not possible to reliably estimate the length and severity of these developments and the ultimate impact on the financial results and condition of the Company in future period. The Company will continue to review the impact of COVID-19 in reporting periods.

4. Standards issued but not yet effective

At the date of authorization of these financial statements, certain new standards, amendments, and interpretations to existing IFRS standards have been published but are not yet effective and have not been adopted early by the Company.

Management anticipates that all the pronouncements will be adopted in the Company's accounting policy for the first period beginning after the effective date of the pronouncement. The new standards and interpretations that have been issued are not expected to have a material impact on the Company's financial statements.

5. Fair values

a) Valuation Technique

The Company uses valuation techniques with the objective of determining a fair value measurement that reflects the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value of the royalty agreements acquired by the Company are determined using discounted cash flow models with fair value estimated by applying a discount rate based on a weighted average cost of capital using variables from the industry in which each investee company operates as well as company specific variables. Future cash flows are weighted by the Company using a combination of a probability approach and a terminal value approach, as applicable, and the fair value for each investment is individually calculated. Some or all the inputs used in the cash flow model may not be observable in the market and are generally derived from published sources that are commonly used by market participants.

The fair value of equity securities in investee companies that are classified as Level 1 in the fair value hierarchy are determined using the closing share price on the last business day of the reporting period provided that such securities have actively been traded.

As a result of the significant use of unobservable inputs, a high degree of management judgement and estimation is required. Management judgement is required for the determination of the expected future cash flows on the financial instrument being measured, determination of the probability of the outcomes, adjustments to the discount rate for liquidity risk, model uncertainties and investee-specific risk factors. The extent of the adjustments to the discount rate is based on management's assessment that a third-party market participant would take them into account in pricing the transaction.

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b) Fair value hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

Cash and cash equivalents, royalty agreements acquired, and equity securities in investee companies are measured at fair value. The financial assets measured at fair value by hierarchy are shown in the table below. The amounts shown are based on the amounts recognized in the statements of financial position. These financial assets are measured at fair value through profit and loss.

	Level 1	Level 2	Level 3	Total
September 30, 2021				
Cash and cash equivalents	\$ 8,498,661	\$ -	\$ -	\$ 8,498,661
Royalty agreements acquired	-	-	4,580,494	4,580,494
Equity securities in investee companies	810,510	-	1,475,170	2,285,680
	\$ 9,309,171	\$ -	\$ 6,055,664	\$ 15,364,835
December 31, 2020				
Cash and cash equivalents	\$ 7,141,988	\$ -	\$ -	\$ 7,141,988
Royalty agreements acquired	-	-	17,109,057	17,109,057
Equity securities in investee companies	3,637,271	-	691,428	4,328,699
	\$ 10,779,259	\$ -	\$ 17,800,485	\$ 28,579,744

Promissory notes and loans receivable are recorded at amortized cost. The carrying amounts at September 30, 2021 and December 31, 2020 are \$25,332,280 and \$8,335,531, respectively, and approximate the fair value.

The following table shows a reconciliation between the opening balances to the closing balances for fair value measurements for financial assets measured at fair value through profit and loss in Level 3 of the fair value hierarchy.

	Balance at December 31, 2020	Total gains and (losses) recognized in profit or loss	Investments	Buyouts and Redemptions	Balance at September 30, 2021
Royalty agreements acquired	\$ 17,109,057	\$ (4,608,104)	-	\$ (7,920,459)	\$ 4,580,494
Equity securities in investee companies	691,428	193,387	590,355	-	1,475,170
Total	\$ 17,800,485	\$ (4,414,717)	\$ 590,355	\$ (7,920,459)	\$ 6,055,664

The valuation technique used to determine the fair value of the royalty agreements acquired is a discounted cash flow model. The most significant unobservable inputs used in the valuation are the discount rate (range is between 13.7%-21.9%), growth rate of the revenues of the investee (range is between no growth and 10%). The low and high input values represent the actual highest and lowest level of values used over the portfolio and represent the range on an individual investment basis. The input ranges will therefore vary from period to period based on the characteristic of the underlying investment at each statement of financial position date.

For fair value measurements of the royalty agreements acquired in Level 3, changing the most significant unobservable inputs by 1% would have the following impact on the fair value of these assets as at September 30, 2021 and December 31, 2020 as follows:

September 30, 2021		December 31, 2020	
Discount rate	Revenue growth rate	Discount rate	Revenue growth rate
\$ 49,560	\$ 39,403	\$ 455,537	\$ 325,935

The unlisted equity instruments included in equity securities in investee companies are included in Level 3. The valuation technique used for unlisted equity instruments in general is the market approach ("Market Approach"). The Market Approach uses transaction prices paid for an identical or similar instrument of the investee or comparable company valuation multiples. The unobservable inputs used are prices used in recent transactions involving the investee and company valuation multiples using such measures as EBITDA, revenues, enterprise value and multiples taken from information available on similar types of companies. For September 30, 2021, any variances in the unobservable inputs were not material.

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Notes to the Unaudited Interim Condensed Consolidated Financial Statements In Canadian dollars, for the three and nine-months ended September 30, 2021

c) Financial liabilities not measured at fair value

The below noted financial liabilities are measured at amortized cost. The table below is a comparison of the carrying amount and the fair value of the financial liabilities that are recognized in the statements of financial position:

	Carrying Amount Sept 30, 2021	Fair Value Sept 30, 2021	Carrying Amount December 31, 2020	Fair Value December 31, 2020
Financial liabilities				
Accounts payable and accrued liabilities	\$ 3,263,033	\$ 3,263,033	\$ 2,458,634	\$ 2,458,634
Redeemable debt	15,174,383	15,174,383	15,740,000	15,740,000
Total	\$ 18,437,416	\$ 18,437,416	\$ 18,198,634	\$ 18,198,634

Accounts payable and accrued liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. At September 30, 2021, the balance for accounts payable includes \$1,856,364 in amounts received in advance from investors in PRF II, towards a financing that was closed after the reporting period.

The carrying value of the PRF II redeemable approximate fair value, as the carrying value of the pool of underlying securitised royalty investments was assessed to be higher than the face value of the outstanding senior units in PRF II.

6. Financial risk management objectives and policies

The Company's primary risk management objective is to protect the Company's assets and cash flow. The Company is exposed to market risks including interest rate, equity price risk, credit, foreign exchange and liquidity risks. The Company's management team oversees the management of these risks. It is the Company's policy that no trading for speculative purposes shall be undertaken.

The Board of Directors reviews and agrees to policies for managing each of these risks, which are summarized below:

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise several types of risk: interest rate risk, currency risk, commodity price risk, and other price risk, such as equity risk. The Company is not directly subject to commodity price risk and has exposure to equity price risk on the equity securities held in investee companies.

Interest rate risk

The Company invests surplus cash in bank deposits which, due to their short-term nature, do not expose the Company to any material interest rate risks. For royalty agreements acquired, the income can vary on a monthly basis and is not a function of an underlying interest rate. The Company has no material interest rate exposure.

Equity price risk

In certain circumstances, the Company may exchange the royalty investments for equity instruments in the investee company. The Company held significant equity security interests in fifteen investees, of which three are actively traded as the securities are listed on a recognized exchange. The fair value of the listed equity securities, similar to any other Level 1 asset, were measured using the quoted price of the shares by the numbers of shares held. The shares in Crimson Energy Ltd., the warrants in Boardwalktech Software Corp., Stability Healthcare Inc., Spiridon Technologies Ltd., Echobox Inc., Wirkn Inc., DirecTech Labs, Inc., Wedge Networks, the Pyure Co., Miniluxe Inc., and Jorsek Inc., and are not actively traded and were classified as Level 3 assets. These Level 3 investments were measured using commonly used valuation models. The equity price risk exposure at September 30, 2021 was \$2,285,680 (December 31, 2020: \$4,328,699) and a 1% change in the share price has an impact of \$22,857 (December 31, 2020: \$43,287) on the results.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Starting in 2014, the Company has foreign currency exposures to receivables in United States dollars. The Company continually monitors its transaction and translation exposure and its related impact on reported results. The foreign exchange exposure at September 30, 2021 was \$22,143,469 (December 31, 2020: \$21,109,459) United States dollars and a 1% movement in the exchange rate has an impact of \$221,435 (December 31, 2020: \$211,095) on the Company's results.

Credit risk

Credit risk is the risk that the counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company enters into royalty arrangements with investees in which a purchase price is advanced in return for participation in the investees' revenue stream. This can take the form of a royalty or loan receivable, without limitation. The carrying amount of cash and cash equivalents, accounts receivable and accrued income, investments at fair value and amortized cost, excluding equity securities in investee companies, represents the maximum exposure to credit risk.

The maximum exposure at September 30, 2021 was \$38,617,885 (December 31, 2020 was \$32,589,514). The cash is held by a Canadian bank which is rated A+ and the cash is invested in short term liquid investments.

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In monitoring credit risk, the Company considers industry, sales volume and aging trends, maturity, and other relevant factors. The Company performs ongoing credit evaluations of its customers' financial condition and limits the amount of credit extended when deemed necessary.

The loans receivable are typically secured with a senior charge on the assets of the borrower, trademarks and any other intellectual property, and in some cases, with a pledge of the promoters shareholding in the venture. Currently, none of the loan investments are assessed as having an increase in credit risk. The Company has provided for an allowance based on expected credit losses over the next 12 months, estimated at \$200,708 at September 30, 2021.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under normal and stressed conditions. The Company manages liquidity risk by reviewing its capital requirements on an ongoing basis and by continuously reviewing both actual and forecasted cash flows to ensure that the Company has appropriate capital capacity and liquidity.

The following table summarizes the amount of contractual future cash flow requirements including all financial instruments as at September 30, 2021 and December 31, 2020 respectively:

Contractual obligations at September 30, 2021	< 1 year	1-2 years	3-5 years	Expected more than 1 year	Total
Accounts payable and accrued liabilities	\$ 3,263,033	\$ -	\$ -	\$ -	\$ 3,263,033
Lease Liability	21,490	25,814	2,151	-	49,455
Redeemable debt	-	-	15,174,383	-	15,174,383
Total	\$ 3,284,523	\$ 25,814	\$ 15,176,534	\$ -	\$ 18,486,871

Contractual obligations at December 31, 2020	< 1 year	1-2 years	3-5 years	Expected more than 1 year	Total
Accounts payable and accrued liabilities	\$ 2,458,634	\$ -	\$ -	\$ -	\$ 2,458,634
Lease Liability	365,694	24,734	20,581	-	411,009
Redeemable debt	2,620,029	-	-	13,119,971	15,740,000
Total	\$ 5,444,357	\$ 24,734	\$ 20,581	\$13,119,971	\$ 18,609,643

Capital management

The Company manages its capital with the primary objective of safeguarding it while providing sufficient working capital to sustain day-to-day operations. An important source of capital for the Company will continue to be from royalty payment income, realized gains on contract buyouts and fee income.

On September 30, 2020, the Company launched Priority Return Fund II LP to raise capital from the issuance of class A, F and H units. In September 2021, the Priority Return Fund II LP added class B and class G units to have the flexibility to raise funds in US\$. As at September 30, 2021, the Company has \$15,174,383 outstanding on the F and G units issued (December 31, 2020 was \$15,740,000). As repayments to the limited partners must match payments received from the underlying royalty investments, the Company is able to manage the balance sheet obligations. This type of financing is expected to become an important source of capital for the Company as investments in the portfolio mature.

FISC is registered under the Ontario Securities Act as an investment fund manager, portfolio manager, and exempt market dealer. FISC is subject to externally imposed capital requirements and FISC is currently required to maintain minimum working capital of \$100,000, plus \$10,000 deductible under its bonding insurance policy. In the event of non-compliance, FISC is required to file additional financial information and to review its policies and procedures for compliance with securities law and to file a compliance report. At September 30, 2021, FISC is in compliance with all externally imposed restrictions on capital.

The Company will continually assess the adequacy of its capital structure and capacity and make adjustments within the context of the Company's strategy, economic conditions, and the risk characteristics of the business.

7. Cash and cash equivalents

	September 30, 2021	December 31, 2020
Cash held in bank accounts	\$ 7,783,661	\$ 6,263,740
Guaranteed investment certificates cashable at any time	715,000	878,248
	\$ 8,498,661	\$ 7,141,988

Flow Capital Corp.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements In Canadian dollars, for the three and nine-months ended September 30, 2021

8. Prepaid expenses and other receivables

	September 30, 2021	December 31, 2020
Prepaid insurance, rent deposit and other prepaid expenses	\$ 480,829	\$ 473,180
Other receivables	-	50,000
Accrued interest on guaranteed investment certificates	3,503	1,517
	\$ 484,333	\$ 524,697

9. Investments

a) Carrying value of investments

Royalty agreements acquired (at FVTPL)	September 30, 2021	December 31, 2020
Expected within 1 year	\$ 2,049,564	\$ 5,448,105
Expected after more than 1 year	2,530,930	11,660,952
Total	\$ 4,580,494	\$ 17,109,057

The term of the typical royalty agreement is normally perpetual and in certain cases the investee has a buyout and buydown option.

Promissory notes receivable (at amortised cost)

	September 30, 2021	December 31, 2020
Due within 1 year	\$ 63,705	\$ 63,742
Due after more than 1 year	25,470,393	8,271,789
Total	\$ 25,534,098	\$ 8,335,531

Equity securities in investee companies (at FVTPL)

	September 30, 2021	December 31, 2020
Fair value of equity securities	\$ 2,285,680	\$ 4,328,699
Total carrying amount of investments	\$ 32,198,454	\$ 29,773,287

For particular investments, the Company has in place a charge on the assets of the investees under General Security Agreements. The carrying value of these investments with such security in place was as follows:

	September 30, 2021	December 31, 2020
Royalty agreements	\$ 208,186	\$ 4,659,904
Loans receivable	25,470,393	8,271,791
	\$ 25,678,578	\$ 12,931,695

b) Equity securities in investee companies

	Fair Value Hierarchy	Cost September 30, 2021	Carrying amount September 30, 2021	Cost December 31, 2020	Carrying amount December 31, 2020
Common shares (publicly traded)					
Inner Spirit Holdings Ltd.	Level 1	\$ -	\$ -	\$ 953,656	\$ 1,922,130
Boardwalktech Software Corp.	Level 1	-	-	152,841	43,117
mCloud Technologies Corp.	Level 1	197,500	115,500	237,000	111,000
Pulse Oil Corp.	Level 1	27,071	33,086	27,071	9,024
Leveljump Healthcare Corp.	Level 1	1,323,319	661,923	1,495,403	1,552,000
Common shares (not publicly traded)					
Crimson Energy Ltd.	Level 3	299,528	-	299,528	-
Warrants (not publicly traded)					
Boardwalktech Software Corp.	Level 3	1,365,572	77,315	1,365,572	72,476
Stability Healthcare Inc.	Level 3	90,395	147,973	90,395	149,986
DirectTech Labs Inc.	Level 3	-	-	-	-
Wedge Networks Inc.	Level 3	-	44,382	-	-

Flow Capital Corp.

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	Fair Value Hierarchy	Cost September 30, 2021	Carrying amount September 30, 2021	Cost December 31, 2020	Carrying amount December 31, 2020
Spiridon Technologies Ltd.	Level 3	-	-	-	-
Echobox Ltd.	Level 3	128,416	225,535	108,954	228,603
Wirkn Inc.	Level 3	218,866	120,829	205,014	106,977
The Pyure Co.	Level 3	203,822	334,991	157,325	133,386
Miniluxe Inc.	Level 3	234,300	238,894	-	-
Jorsek Inc.	Level 3	149,826	157,842	-	-
Everwash Inc.	Level 3	127,560	127,410	-	-
Total		\$ 4,366,175	\$ 2,285,680	\$ 5,092,759	\$ 4,328,699

c) Movement during the period

The changes in the carrying amount in investments at fair value during the reporting period were:

Nine months ended September 30, 2021

	Royalty agreements acquired	Equity securities in investee companies	Loans receivable	Total
Balance as at December 31, 2020	\$ 17,109,057	\$ 4,328,699	\$ 8,335,531	\$ 29,773,287
Proceeds received on sale of shares	-	(5,483,213)	-	(5,483,213)
Gain recognized on sale of shares and royalty buyouts	4,856,508	4,337,559	-	9,194,067
Redemptions and contract buydowns	(12,310,546)	-	-	(12,310,546)
New investments	-	590,355	16,842,345	17,432,700
Royalty earned and payments received- net	132,812	-	-	132,812
Foreign exchange movements	(478,804)	(616)	229,021	(250,399)
Loan amortization income	-	-	126,091	126,091
Adjustment to fair value / expected credit losses	(4,728,533)	(1,487,104)	(200,708)	(6,416,345)
Balance as at September 30, 2021	\$ 4,580,494	\$ 2,285,680	\$ 25,332,280	\$ 32,198,454

10. Finance lease receivables and lease liability

A continuity of the Company's finance lease asset and lease liability are as follows:

	Finance lease receivable	Lease liability
Balance as at December 31, 2020	\$ 325,097	\$ 411,009
Adjustment to lease payments	990	(849)
Lease payments received / paid	(342,608)	(383,134)
Interest recognized	16,521	22,429
Balance as at September 30, 2021	\$ -	\$ 49,455

In the three-month period ended March 31, 2021, the Company settled its obligations on another lease, prior to the expiry of its full term. Since the terms of early termination of this lease had been agreed in the previous quarter, it was recorded under accounts payable as at December 31, 2020 and hence excluded from this schedule.

11. Income taxes

The Company have tax losses available for carryforward of approximately \$37,058,613 and based on a long-term financial plan prepared by management, the Company forecasts that the tax losses can be utilized before their expiry date. The derecognition of the deferred tax on loss carryforwards and deductible temporary differences reflects guidance from IFRS that because of recent tax losses, the Company can only recognize such assets if there is convincing evidence that it is probable that there will be future taxable profits against which the unused tax losses or deductible temporary differences can be utilized. In line the Company's accounting policy, the Company will recognize a related deferred tax asset when convincing evidence becomes available that future taxable profits are probable.

Flow Capital Corp.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements In Canadian dollars, for the three and nine-months ended September 30, 2021

12. Provisions

	Retail funds indemnity	Other	Total
Balance at December 31, 2020	\$ 333,000	\$ 42,440	\$ 375,440
Balance at September 30, 2021	\$ 333,000	\$ 42,440	\$ 375,440

Retail funds indemnity

The Company assumed an indemnity to the buyer related to certain representations and warranties as part of the transaction prior to the reverse take-over on June 7, 2018. The indemnity assumed was recognized at the fair value of the liability assumed. There have been no claims made under the indemnity.

13. Redeemable debt

At fair value through profit and loss

	Class A and B		Class F		Class G ¹		Total
	Number of units	Amount	Number of units	Amount	Number of units	Amount	Amount
Balance at December 31, 2020	-	\$ -	15,740,000	\$ 15,740,000	-	-	\$ 15,740,000
Issued	-	-	-	-	6,845,000	8,721,215	8,721,215
Redeemed	-	-	(9,190,000)	(9,190,000)	(76,000)	(96,832)	(9,286,832)
Balance at Sept 30, 2021	-	-	6,550,000	6,550,000	6,769,000	8,624,383	15,174,383
Current				-			
Non-current				6,550,000		8,624,383	15,174,383

¹ Class G Units were issued in US\$ and are represented in C\$ at the USDCAD rate of 1.2741.

On September 30, 2020, the Company launched Priority Return Fund II LP to raise capital up to \$25,000,000 against the issuance of A, F and S Units. In June 2021, PRF II introduced Class B and Class G units to allow the Company the flexibility to raise US\$ denominated funds and better match currency exposure in its assets and liabilities. FISC, a wholly owned subsidiary of Flow Capital, became the general partner of Priority Return Fund II ("PRF II") and made a capital contribution of ten dollars for one GP unit. FISC controls all the relevant activities of the Priority Return Fund II through the PRF II LPA. The limited partners of the Priority Return Fund II appointed FISC as General Partner to administer all the activities of PRF II in accordance with the LPA. FISC has no contractual obligation to provide financial or other support to the Priority Return Fund II other than the services detailed in the LPA. FISC does not receive any consideration for the services provided to the Priority Return Fund II.

The purpose of the Priority Return Fund II is to raise capital for Flow Capital. Under the terms of the PRF II Limited Partnership Agreement ("PRF II LPA"), Pursuant to the terms of the PRF II LPA Flow Capital will subscribe for Class S units in the amount of 25% of the senior preferred units (A, B, F and G units) issued in each tranche of funds raised, giving rise to a maximum raise of \$20,000,000, excluding S units. In exchange for the investment amount raised, Flow Capital grants a royalty to the Priority Return Fund II. PRF II is considered a subsidiary of Flow Capital for the purposes of consolidation.

Under the LPA, A, B, F and G Unit investors will receive an amount equal to the lesser of the (i) sum of 9% per year, payable monthly, of the outstanding Investment Amount (the "Class A Return"), 8.25% per year, payable monthly, of the outstanding Investment Amount (the "Class B Return"), 10% per year, payable monthly, of the outstanding Investment Amount (the "Class F Return") and 9.25% per year, payable monthly, of the outstanding Investment Amount (the "Class G Return") or (ii) royalty payments received by Flow Capital from the underlying royalty investments and promissory notes receivable. To date, the interest paid on the Class F and G units has been at the maximum rate of 10% and 9.25% per annum, respectively. The A, B, F and G Units are *pari passu* senior units ranking in priority over the subordinated S units and any cash buyout payments received by Flow Capital from the Underlying Royalty Contracts will be used to redeem senior A, B, F and G units of PRF II held by investors in priority to subordinated units as and when such buyout payments are received by Flow Capital, until the preferred units are fully redeemed. If by the fifth anniversary of the establishment of PRF II there has been less than 50% in redemptions of senior A, B, F and G units, the Company will redeem, at every quarterly period thereafter, such number of senior A and F units as is equal to 20% of the Adjusted Net Royalty Payments divided by the applicable unit redemption price, until such time as there have been 50% in redemptions of senior A, B, F and G units. The Priority Return Fund II does not have any additional obligation or liability to the Limited Partners beyond the payments under the Class A, Class B, Class F and Class G units detailed above and as a result, the Class A, Class B, Class F and Class G units are subject to asset-specific performance risk.

The obligation to make the monthly payment to the Limited Partners was classified as an interest expense and was included as part of the financing expense. The amounts recognized in the statements of comprehensive income (loss) were made up as follows:

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Notes to the Unaudited Interim Condensed Consolidated Financial Statements In Canadian dollars, for the three and nine-months ended September 30, 2021

	Three months ended Sept 30, 2021	Three months ended Sept 30, 2020	Nine months ended Sept 30, 2021	Nine months ended Sept 30, 2020
Interest expense on PRF I Class A units	\$ -	\$ 199,717	\$ -	\$ 640,074
Interest expense on PRF II Class F units	192,524	-	952,836	-
Interest expense on PRF II Class G units	180,348	-	212,351	-
Total	\$ 372,872	\$ 199,717	\$ 1,165,187	\$ 640,074

Included in the accounts payable was \$1,856,364 in amounts received in advance from investors in PRF II, towards a financing that was closed after the reporting period. This amount has been included in the statement of cash flows as a financing activity.

14. Share capital and other components of equity

Common shares

The authorized share capital of the Company consists of an unlimited number of voting common shares without par value. The issued and outstanding common shares at September 30, 2021 were 31,240,077.

The Company announced on December 24, 2020, a normal course issuer bid ("Third Common Share NCIB") through the facilities of the TSXV, permitting the Company to repurchase, for cancellation up to 2,548,000 common shares of the Company, representing approximately 7.92% of the Company's pre-consolidation issued and outstanding common shares. The Third Common Share NCIB started on December 30, 2020 and will finish on December 29, 2021. Between December 30, 2020 and September 30, 2021, 915,000 common shares were repurchased at a weighted-average price per share of \$0.4280 for a total cost of \$391,652.

Share warrants

The details of the share warrants outstanding at September 30, 2021 were:

Number of Warrants outstanding	Exercise price	Expiry date	Remaining contractual life (years)
2,516,345	\$0.44	June 26, 2023	1.74

Stock Options

The Company maintains a 10% "rolling" stock option plan to develop the interest of and provide an incentive to eligible employees, directors and consultants of the corporation and its affiliates. The Plan provides for the issuance of a maximum of 10% of the issued and outstanding common shares. Options granted may vest over certain time periods within the option period, which will limit the number of options that may be exercised. Each stock option is exercisable into one common share of the Company at the price specified in the terms of the option.

Original Issue Date	Number of Options Outstanding	Number of Options Exercisable	Exercise Price	Expiry Date	Remaining contractual life (years)
November 18, 2016	52,083	52,083	\$0.63	November 18, 2021	0.13
June 13, 2018	1,550,000	1,085,000	\$0.36	June 13, 2023	1.70
December 4, 2018	1,000,000	600,000	\$0.36	December 4, 2023	2.18
May 1, 2020	500,000	150,000	\$0.36	April 30, 2027	5.58
May 27, 2020	100,000	30,000	\$0.36	May 26, 2027	5.65
Total	3,202,083	1,917,083			
Weighted average exercise price	\$0.3645	\$0.3674		Weighted average remaining contractual life	2.55

During the nine months ended September 30, 2021, 125,000 options were forfeited, and 186,484 options were cancelled.

Flow Capital Corp.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements In Canadian dollars, for the three and nine-months ended September 30, 2021

15. Revenues

i) Income from investments at fair value

	Three months ended Sept 30, 2021	Three months ended Sept 30, 2020	Nine months ended Sept 30, 2021	Nine months ended Sept 30, 2020
Royalty and loan payment income				
Royalty payment income	\$ 423,709	\$ 1,526,033	\$ 2,763,344	\$ 3,551,825
Loan interest income	759,157	84,759	1,721,779	248,345
Promissory notes receivable income	-	-	-	36,884
Total	\$ 1,182,866	\$ 1,610,792	\$ 4,485,123	\$ 3,387,054
Foreign exchange gains (losses)				
Royalty agreements acquired and loans receivable	\$ 41,914	\$ (214,793)	\$ (290,095)	\$ 229,517
Other foreign exchange movements	102,988	-	71,872	-
Total	\$ 144,901	\$ (214,793)	\$ (218,223)	\$ 229,517
Unrealized foreign exchange (loss) gain	\$ 150,562	\$ (215,161)	\$ (219,974)	\$ 231,163
Realized foreign exchange (loss) gain	(5,661)	368	1,751	(1,646)
Total	\$ 144,901	\$ (214,793)	\$ (218,223)	\$ 229,517
Realized gains (losses) from sale of investment				
Royalty agreements acquired	\$ 1,018,880	\$ 250,000	\$ 4,856,508	\$ 250,000
Equity securities in investee companies				
- gain recognized on sale	3,869,293	-	4,397,472	225,970
- loss recognized on sale	(50,402)	-	(59,913)	-
Total	\$ 4,837,771	\$ 250,000-	\$ 9,194,067	\$ 475,970
Realized gain on sale of equity investments	\$ 3,869,293	\$ -	\$ 4,357,972	\$ 63,470
Transfer of fair value adjustment upon sale of shares	-	-	39,500	162,500
Total	\$ 3,869,293	\$ -	\$ 4,397,472	\$ 225,970
Adjustments to fair value				
Royalty agreements acquired	\$ (1,819,008)	\$ 2,911,733	\$ (4,728,533)	\$ 2,416,599
Allowance for losses on loans receivable	(200,708)	-	(200,708)	-
Equity securities in investee companies	(4,262,744)	(804,299)	(1,487,104)	(555,844)
Total	\$ (6,282,460)	\$ 2,107,434	\$ (6,416,345)	\$ 1,860,755
ii) Other income				
Other investment income and gains				
Interest income on invested cash and cash equivalents	\$ (62,173)	\$ 85,348	\$ 39,357	\$ 318,949
COVID19 wage subsidy	-	-	-	44,044
Gain on repurchase of convertible debentures	-	415	-	790
Total	\$ (62,173)	\$ 85,763	\$ 39,357	\$ 363,783

Flow Capital Corp.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements In Canadian dollars, for the three and nine-months ended September 30, 2021

16. Employee benefit expense

	Three months ended Sept 30, 2021	Three months ended Sept 30, 2020	Nine months ended Sept 30, 2021	Nine months ended Sept 30, 2020
Wages and salaries	\$ 274,129	\$ 328,111	\$ 878,412	\$ 1,012,157
Other benefits	6,655	10,392	23,730	37,568
Employer related costs for insurance, health tax	18,094	6,205	56,744	55,031
Salaries, benefits and other staffing costs	298,879	344,708	958,886	1,104,756
Restructuring costs	-	-	65,579	447,770
Share-based compensation (Note 17)	24,590	123,467	80,889	294,579
Total	\$ 323,469	\$ 468,175	\$ 1,105,354	\$ 1,847,105

17. Share-based compensation

The amounts recognized in the statement of comprehensive income (loss) were made up as follows:

	Three months ended Sept 30, 2021	Three months ended Sept 30, 2020	Nine months ended Sept 30, 2021	Nine months ended Sept 30, 2020
Expense recognized for services provided based on vesting conditions of stock options	\$ 24,590	\$ 123,467	\$ 80,889	\$ 294,579

18. Financing expense

	Three months ended Sept 30, 2021	Three months ended Sept 30, 2020	Nine months ended Sept 30, 2021	Nine months ended Sept 30, 2020
Convertible debentures	\$ -	\$ 273,737	\$ -	\$ 796,044
Redeemable debt (Note 13)	372,872	1,199,717	1,165,187	1,640,074
Total	\$ 372,872	\$ 1,473,454	\$ 1,165,187	\$ 2,436,118

In the period ended September 30, 2020, the Company redeemed all the Class D bonus units in PRF I, in the amount of \$1,000,000. This is recorded as a financing expense.

19. Earnings/ (Loss) per share

The following reflects the profit, loss and unit data used in the basic and diluted earnings per share computations:

	Three months ended Sept 30, 2021	Three months ended Sept 30, 2020	Nine months ended Sept 30, 2021	Nine months ended Sept 30, 2020
Profit/(loss) attributable to ordinary equity holders for diluted earnings /(loss) per share	(1,040,381)	2,928,517	3,333,468	3,294,435
Basic weighted average number of shares outstanding	31,240,077	32,868,363	31,464,474	35,139,834
Diluted weighted average number of shares outstanding	32,632,966	32,868,363	32,293,547	35,139,834

Due to the anti-dilutive impact, the same net loss attributable to ordinary equity holders and weighted average number of common shares have been used for both the basic and diluted earnings and loss calculations for the three and nine-month periods ended September 30, 2020.

20. Operating segment information

Flow Capital operates as an investment firm providing revenue-linked capital and advisory services to emerging growth businesses. All of the Company's reported revenue is from external customers. The breakdown of the recognized revenue by country was:

	Three months ended Sept 30, 2021	Three months ended Sept 30, 2020	Nine months ended Sept 30, 2021	Nine months ended Sept 30, 2020
Canada	\$ 475,213	\$ 193,844	\$ 4,743,354	\$ 166,956
United States	(654,308)	3,645,352	2,340,625	6,600,123
Total	\$ (179,095)	\$ 3,839,196	\$ 7,083,979	\$ 6,767,079

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Notes to the Unaudited Interim Condensed Consolidated Financial Statements In Canadian dollars, for the three and nine-months ended September 30, 2021

For the nine months ended September 30, 2021, the royalty and loan payment income and the interest income on loans received for 5 (2020: 3) investees are 10% or more of the total.

21. Changes in working capital items

	Three months ended Sept 30, 2021	Three months ended Sept 30, 2020	Nine months ended Sept 30, 2021	Nine months ended Sept 30, 2020
Royalty and loan payments receivable	\$ 167,265	\$ 427,838	\$ 200,150	\$ 32,073
Accounts receivable and accrued income	-	(20)	(62)	2,871
Prepaid royalty	-	(78,000)	-	(234,000)
Prepaid expenses and other receivables	174,351	79,810	40,364	13,671
Accounts payable and accrued liabilities	(2,943,793)	(440,125)	(2,900,560)	(81,211)
Lease termination fee	1,856,364		2,196,564	
Total	\$ (745,812)	\$ (10,497)	\$ (463,544)	\$ (266,596)

Included in the changes in working capital was an amount of \$340,200 payable as a fee towards the early termination of a lease obligation (refer Note 10). At September 30, 2021, the balance for accounts payable includes \$1,856,364 in amounts received in advance from investors in PRF II, towards a financing that was closed after the reporting period. These amounts have been included in the statement of cash flows as a financing activity.

22. Events after the reporting period

The following events occurred after the end of the reporting period:

- On October 5, 2021, the Company announced that it had raised an additional US\$1.8 million (C\$ 2,300,000) in the Flow Priority Return Fund II LP.
- On October 28, 2021 the Company closed a US\$2,000,000 (C\$ 2,480,000) investment in VET24SEVEN, INC. (“AskVet”) a technology based pet wellness platform. Under the terms of the investment, Flow Capital will earn a fixed interest on the total investment and received warrants at a strike price to be determined by a subsequent equity financing by AskVet.
- On November 10, 2021, the Company closed a US\$1,500,000 (C\$ 1,873,000) investment in Kovo Healthtech Corporation (“Kovo”) (TSXV: KOVO), a healthcare technology company providing revenue lifecycle management services. Under the terms of the investment, Flow Capital will earn a fixed interest on the total investment and received warrants at a strike price determined by the 10-day VWAP of the Kovo stock at the time of issuance.

23. Contingencies

Under a share purchase agreement dated March 11, 2016 (the “SPA”) with Brant Securities Limited (“Brant”), the wholly owned subsidiary, Aston Hill Securities Inc. (“AHS”), was sold to Brant. Under the SPA, the Company agreed to indemnify Brant in respect of certain claims, limited to a maximum amount of \$300,000. Two notices of claims have been received in respect of this indemnity arising from two third-party claims against Brant by a former AHS client. The Company, based upon the recourse terms relating to other agreements with Brant, believes that it is unlikely that the Company will have to make a \$300,000 payment.

In January 2019, the Company was served with a statement of claim on behalf of a former employee of Front Street Capital 2004. The claim is for damages and wrongful dismissal and relates back to the period prior to December 2016. On January 31, 2019, the Company filed a Notice of Intent to Defend.

In June 2019, the Company was served with a statement of claim on behalf of an employee who was employed by the Global Partners business and who decided not to take up the employment offer by the buyer when the business was sold in April 2019. On March 18, 2021, the Company has settled the claim for a nominal amount.

In November 2019, the Company undertook a commitment to complete a restructuring. This restructuring involves a contract payment to an employee who was a key management personnel during the year ended December 31, 2020. The final contract payment amount had not been finalized and the Company had recorded a payable of \$293,750 on December 31, 2019. As of September 30, 2021, the Company has paid \$293,750 and is in discussions to settle the final contract payment amount.

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24. Related party disclosures

Key management personnel

The number of key management personnel as at September 30, 2021 was 7 (2020: 7) and are identified as the members of the board of directors and the officers of the Company.

i) Compensation

	Three months ended Sept 30, 2021	Three months ended Sept 30, 2020	Nine months ended Sept 30, 2021	Nine months ended Sept 30, 2020
Short term employee benefits	\$ 209,524	\$ 251,343	\$ 628,303	\$ 614,274
Share-based compensation	24,590	111,078	86,067	282,190
Consultancy fees	-	-	-	118,222
Total	\$ 234,114	\$ 362,421	\$ 714,370	\$ 1,014,686

ii) Other transactions

On September 30, 2020, the Company launched Priority Return Fund II LP (see Note 13). As at December 31, 2020, \$1,775,000 of redeemable debt was held by key management personnel. As at September 30, 2021, \$1,484,141 of redeemable debt was held by key management personnel. The interest accrued and expensed on the redeemable debt held by the key management personnel for the three and nine-month period ended September 30, 2021 was \$38,409 and \$127,584, respectively.

In 2019, the Company had made a royalty investment of US\$500,000 in a company effectively jointly controlled by a member of the key management personnel. This investment was bought out in April 2021.