

POCML 6 INC.
(a Capital Pool Corporation)

Condensed Interim Financial Statements

For the Nine Months Ended September 30, 2021

(in Canadian Dollars)

(Unaudited)

Notice of No Auditor Review of Condensed Interim Financial Statements

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

POCML 6 INC.

(a Capital Pool Corporation)

Condensed Interim Statements of Financial Position

(in Canadian Dollars)

<u>As at</u>	<u>September 30, 2021</u>	<u>December 31, 2020</u>
Assets		
Current		
Cash and cash equivalents	\$ 612,433	\$ 410,000
Total current assets	612,433	410,000
Liabilities		
Current		
Accounts payable & accrued liabilities	693	-
Shareholders' equity		
Share capital (Note 3)	637,307	410,000
Contributed surplus	91,728	-
Accumulated deficit	(117,295)	-
Total shareholders' equity	611,740	410,000
Total Liabilities and shareholders' equity	\$ 612,433	\$ 410,000

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

Approved on Behalf of the Board:

"David D'Onofrio" (signed)

David D'Onofrio
Director

"Adam Parsons" (signed)

Adam Parsons
Director

POCML 6 INC.

(a Capital Pool Corporation)

Condensed Interim Statements of Loss and Comprehensive Loss

(in Canadian Dollars)

	Three Months Ended September 30, 2021	Nine Months Ended September 30, 2021
Expenses		
Interest Income	\$ (202)	\$ (276)
Operating, general and administrative	1,623	27,170
Stock based compensation	-	81,485
Professional Fees	-	8,916
Total expenses	1,623	117,571
Total comprehensive loss	\$ 1,421	\$ 117,295
Net loss per common share		
Basic and diluted	-	(0.01)
Weighted average of number of common shares outstanding		
Basic and diluted	11,000,000	10,025,641

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

POCML 6 INC.

(a Capital Pool Corporation)

Condensed Interim Statements of Changes in Shareholders' Equity

(in Canadian Dollars)

For the Nine Months Ended September 30, 2021

	Note	Number of Shares	Share Capital	Contributed Surplus	Accumulated Deficit	Shareholders' Equity
Balance at December 21, 2020		-	\$ -	\$ -	\$ -	\$ -
Issuance of common shares	3	8,200,000	410,000		-	410,000
Balance at December 31, 2020		8,200,000	\$ 410,000	\$ -	\$ -	\$ 410,000
Initial Public Offering						
Issuance of common shares	3	2,800,000	280,000	-	-	280,000
Share issuance costs			(52,693)	10,243	-	(42,450)
Stock based compensation			-	81,485	-	81,485
Net loss for the period			-	-	(117,295)	(117,295)
Balance at September 30, 2021		11,000,000	\$ 637,307	\$ 91,728	\$ (117,295)	\$ 611,740

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

POCML 6 INC.

(a Capital Pool Corporation)

Condensed Interim Statements of Cash Flows

(in Canadian Dollars)

For the Nine Months Ended September 30, 2021

	Nine Months Ended September 30, 2021
Cash flows used in operating activities:	
Loss for the period	\$ (35,810)
Changes in non-cash working capital:	
Accounts payable	693
Cash used in operating activities	(35,117)
Financing	
Net proceeds from initial public offering	237,550
Cash provided by financing activities	237,550
Net change in cash and cash equivalents	202,433
Cash and cash equivalents, beginning of period	410,000
Cash and cash equivalents, end of period	612,433

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

POCML 6 INC.

Notes to Condensed Interim Financial Statements
(a Capital Pool Corporation)
For Nine Months Ended September 30, 2021

1. INCORPORATION AND NATURE OF BUSINESS

POCML 6 Inc. (the "Company") was incorporated under the Business Corporations Act (Ontario) on December 21, 2020 and is classified as a Capital Pool Corporation as defined in the Policy 2.4 of the TSX Venture Exchange (the "Exchange"). The principal business of the Company will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction ("QT"), as defined under the policies of the Exchange. The Company has not commenced commercial operations and has no assets other than cash and cash equivalents. Given the nature of the activities, no separate segmented information is reported.

The Company's continuing operations, as intended, are dependent on its ability to secure equity financing with which it intends to identify and evaluate potential acquisitions of businesses, and once identified and evaluated, to negotiate an acquisition thereof or participation therein subject to receipt of regulatory and, if required, shareholders' approval. The statement of operations and comprehensive income has not been prepared since the Company has not started its business operations as of the date of the statement of financial position.

The head office and the registered head office of the Company is located at 130 King Street West, Suite 2210, Toronto, Ontario M5X 1E4.

The Company does not generate revenue from operations. The Company incurred a net loss of \$117,295 during the period ended September 30, 2021 and, as of that date the Company's deficit was \$117,295 (December 31, 2020 - \$Nil). However, the Company believes that its working capital of \$612,433 as at September 30, 2021 (December 31, 2020 - \$410,000) will provide the Company with sufficient cash resources to meet its obligations for at least twelve months from the end of the reporting period.

The global outbreak of COVID-19 (coronavirus) has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus.

These unaudited condensed interim financial statements have been prepared on a going concern basis, which presumes realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. As the Company has no revenues, its ability to continue as a going concern is dependent on obtaining additional financing and completing a Qualifying Transaction. These unaudited condensed interim financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue in business. Such adjustments could be material.

On November 29, 2021 the Board of Directors approved the condensed interim financial statements for the six months ended September 30, 2021.

POCML 6 INC.

Notes to Condensed Interim Financial Statements
(a Capital Pool Corporation)
For Nine Months Ended September 30, 2021

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

The condensed interim financial statements were prepared in accordance with International Accounting Standards (“IAS”) 34 “Interim Financial Reporting” (“IAS 34”) using accounting policies consistent with the International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

Basis of Presentation

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

Share Capital

Common shares are classified as equity. Incremental costs directly attributable to the issuance of common shares are recognized as a deduction from equity.

Financial Instruments

Recognition

The Company recognizes financial assets and financial liabilities on the date the Company becomes a party to the contractual provisions of the instruments.

Classification

The Company classifies its financial assets and financial liabilities in the following measurement categories: i) those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss, and ii) those to be measured at amortized cost. The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at fair value through profit or loss (irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive income.

The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

POCML 6 INC.

Notes to Condensed Interim Financial Statements
(a Capital Pool Corporation)
For Nine Months Ended September 30, 2021

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

The Company has implemented the following classifications:

Cash and cash equivalents are classified as assets at fair value and any period change in fair value is recorded in profit or loss.

Measurement

All financial instruments are required to be measured at fair value on initial recognition, plus, in case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at FVTPL are expensed in profit or loss.

Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments or principal and interest on the principal outstanding are generally measured at amortized cost at the end of the subsequent accounting periods. All other financial assets including equity investments are measured at their fair values at the end of subsequent accounting periods, with any changes taken through profit and loss or other comprehensive income (irrevocable election at the time of recognition).

Additional fair value measurement disclosure includes classification of financial instrument fair values in a fair value hierarchy comprising three levels reflecting the significance of the inputs used in making the measurements which are as follows:

Level 1: Valuations based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices, such as quoted interest or currency exchange rates; and

Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

Cash and cash equivalents are a level 1 financial instrument measured at fair value on the statements of financial position.

POCML 6 INC.

Notes to Condensed Interim Financial Statements
(a Capital Pool Corporation)
For Nine Months Ended September 30, 2021

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Stock-based Compensation

The Company accounts for all stock-based compensation awarded to directors and officers and non-employees using the fair value method. Under this method, cost is measured at the grant date at fair value using the Black-Scholes options pricing model that takes into account the exercise price, the expected life of the option, the current price of the underlying stock, the expected volatility, the expected dividends and the risk-free interest rate for the expected term of the option. The compensation cost will be expensed in the statement of operations over the service period, that is the vesting period for directors and officers and over the performance period for awards provided to non-employees in exchange for goods and services.

Share Issuance Costs

Share issuance costs relate to expenditures incurred in connection with the Company's share issuance (note 3) and are charged against share capital.

Income Taxes

Income tax expense consists of current and deferred tax expense. Current and deferred tax are recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income.

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.

Deferred tax assets are recognized to the extent future recovery is probable. At each reporting period end, deferred tax assets are reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

Estimates

The preparation of condensed interim financial statements in conformity with IFRS accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates used in the financial statements.

POCML 6 INC.

Notes to Condensed Interim Financial Statements
(a Capital Pool Corporation)
For Nine Months Ended September 30, 2021

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Cash and cash equivalents

Cash and cash equivalents include cash held in financial institutions and funds held in a money market fund.

3. SHARE CAPITAL

Authorized

Unlimited number of common shares
Unlimited number of special shares

Issued

	Number of Shares	Amount
Balance at December 21, 2020	-	-
Issuance of common shares	8,200,000	\$ 410,000
Balance at December 31, 2020	8,200,000	\$ 410,000
Issuance of common shares	2,800,000	\$ 280,000
Share Issuance costs	-	\$ (52,693)
Balance at September 30, 2021	11,000,000	\$ 637,307

Escrowed Shares

On December 21, 2020, the Company issued 8,200,000 common shares at \$0.05 per common share for total proceeds of \$410,000.

The issued and outstanding common shares will be held in escrow pursuant to the requirements of the Exchange. 25% of the escrowed common shares will be released from escrow on the issuance of the Final Exchange Bulletin (the "Initial Release") and an additional 25% will be released on each of the dates which are 6 months, 12 months and 18 months following the Initial Release.

All common shares acquired on exercise of stock options granted to directors and officers prior to the completion of a Qualifying Transaction, must also be deposited in escrow until the final exchange bulletin is issued.

POCML 6 INC.

Notes to Condensed Interim Financial Statements
(a Capital Pool Corporation)
For Nine Months Ended September 30, 2021

3. SHARE CAPITAL (continued)

All common shares of the Company acquired in the secondary market prior to the completion of a Qualifying Transaction by a Control Person, as defined in the policies of the Exchange, are required to be deposited in escrow. Subject to certain permitted exemptions, all securities of the Company held by principals of the resulting issuer will also be escrowed.

Initial Public Offering

On April 6, 2021, the Company completed an Initial Public Offering (the "Offering") of 2,800,000 common shares at \$0.10 per common share for aggregate gross proceeds of \$280,000 pursuant to a prospectus dated March 17, 2021. The Company paid common share issuance costs of \$42,450 and granted the agent 196,000 compensation options to purchase common shares at a price of \$0.10 per common share for a period ending twenty-four months from the date the Company's common shares are listed on the TSX Venture Exchange. The cash raised from the Offering will be primarily used to pursue a Qualifying Transaction.

At the closing of the Offering, the Company granted stock options to directors and officers of the Company to acquire up to an aggregate of 1,100,000 common shares. The options may be exercised at any time prior to April 6, 2026, at a price of \$0.10 per common share.

Contributed Surplus

The Corporation has established a stock option plan for its directors, officers and consultants under which the Corporation may grant options from time to time to acquire a maximum of 10% of the issued and outstanding common shares. The exercise price of each option granted under the plan shall be determined by the Board of Directors.

Options may be granted for a maximum term of ten years from the date of the grant. They are nontransferable and expire within 90 days of termination of employment or holding office as director or officer of the Corporation and, in the case of death, expire one year thereafter.

The following table reflects the continuity of stock options and warrants:

	Number of stock options and compensation warrants	Weighted average exercise price (\$)
December 31, 2020	-	-
Granted compensation warrants (i)	196,000	\$0.10
Granted to directors and officers (ii)	1,100,000	\$0.10
Balance, September 30, 2021	1,296,000	\$0.10

- i. On April 06, 2021, the Corporation granted 196,000 compensation warrants to the agent, which are exercisable at an exercise price of \$0.10 per share for a period of 24 months following the date that the common shares are listed on the Exchange. These warrants were valued on the date of issue using the Black-Scholes option pricing model with the following assumptions: share price \$0.10, dividend yield 0%, risk-free interest rate of 0.44%, expected volatility of 100% and an expected life of two years. The value attributed to these warrants was \$10,243.

POCML 6 INC.

Notes to Condensed Interim Financial Statements
(a Capital Pool Corporation)
For Nine Months Ended September 30, 2021

SHARE CAPITAL (continued)

- ii. On April 06, 2021, the Corporation granted 1,100,000 options to directors and officers, which are exercisable within five years from the date of grant at an exercise price of \$0.10 per share. These options were valued on the date of issue using the Black-Scholes option pricing model with the following assumptions: share price \$0.10, dividend yield 0%, risk-free interest rate of 0.64%, expected volatility of 100% and an expected life of five years. The value attributed to these options was \$81,485. The options vested immediately.

The following table reflects the actual options and warrants issued and outstanding as of September 30, 2021:

Expiry Date	Exercise Price	Weighted Average Remaining Contractual Life (years)	Number of Options and Warrants Outstanding	Number of Options and Warrants Vested (Exercisable)
April 06, 2023	\$0.10	1.52	196,000	196,000
April 06, 2026	\$0.10	4.52	1,100,000	1,100,000
	\$0.10	4.06	1,296,000	1,296,000

4. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES

Capital management

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

The Company includes equity, comprised of issued common shares, in the definition of capital.

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

The proceeds raised from the issuance of common share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to \$3,000 per month may be used for reasonable general and administrative expenses of the Company. These restrictions apply until completion of a QT by the Company as defined under the policies of the Exchange.

Risk disclosures and fair values

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

POCML 6 INC.

Notes to Condensed Interim Financial Statements
(a Capital Pool Corporation)
For Nine Months Ended September 30, 2021

5. RELATED PARTY TRANSACTIONS

Key management personnel and directors received \$81,485 (2020 - \$nil) of stock based compensation during the period ended June 30, 2021.

6. Subsequent Events

On November 12, 2021, the Company issued 101,430 common shares through the exercise of compensation options for proceeds of \$10,143.