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**FINDEV INC.**

**UNAUDITED CONDENSED INTERIM  
CONSOLIDATED FINANCIAL STATEMENTS**

**SEPTEMBER 30, 2019**

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**NOTICE TO READER**

Under National Instrument 51-102, Part 4, subsection 4.3 (3) (a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements of Findev Inc. ("**Corporation**") have been prepared by and are the responsibility of the Corporation's management.

The Corporation's independent auditor has not performed a review of these unaudited 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 independent auditor.

**FINDEV INC.**

**UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

**SEPTEMBER 30, 2019**

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## Management's Responsibility

To the Shareholders of Findev Inc.:

Management is responsible for the preparation and presentation of the accompanying consolidated financial statements, including responsibility for significant accounting judgments and estimates in accordance with International Financial Reporting Standards (“**IFRS**”) that have been incorporated into Canadian Generally Accepted Accounting Principles (“**CGAAP**”) and ensuring that all information in the management discussion and analysis is consistent with these financial statements. This responsibility includes selecting appropriate accounting principles and methods and making decisions affecting the measurement of transactions in which objective judgment is required.

In discharging its responsibilities for the integrity and fairness of the consolidated financial statements, management designs and maintains the necessary accounting systems and related internal controls to provide reasonable assurance that transactions are authorized, assets are safe-guarded and financial records are properly maintained to provide reliable information for the preparation of consolidated financial statements.

The Board of Directors (“**Board**”) is composed primarily of directors who are neither management nor employees of Findev Inc. and the Audit Committee is comprised of independent directors. The Board is responsible for overseeing management in the performance of its financial reporting responsibilities, and for approving the financial information included in the annual report. The Board fulfils these responsibilities by reviewing the financial information prepared by management and discussing relevant matters with management, and with the external auditor. The Board is also responsible for recommending the appointment of the external auditor of Findev Inc.

          /s/ “Sruli Weinreb”            
Sruli Weinreb  
Chief Executive Officer

          /s/ “Claude Ayache”            
Claude Ayache  
Chief Financial Officer

Toronto  
November 19, 2019

**FINDEV INC.**  
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
 (All Amounts are in Canadian Dollars)

**As at** **Sept. 30, 2019** **Dec. 31, 2018**

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**ASSETS**

Cash and cash equivalents	\$ 358,955	\$ 299,007
Marketable securities	19,477	—
Receivables (Note 6)	25,062	54,531
Prepaid expenses	8,031	17,811
Loans & mortgage investments (Note 7 and 13)	<u>16,937,394</u>	<u>16,452,887</u>
	<u>\$ 17,348,919</u>	<u>\$ 16,824,236</u>

**LIABILITIES**

Accounts payable and accrued liabilities (Note 8 and 13)	<u>\$ 230,024</u>	<u>\$ 244,686</u>
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**SHAREHOLDERS' EQUITY**

Share capital (Note 9)	34,474,681	34,474,681
Contributed surplus (Note 10)	12,646,481	12,646,481
Accumulated deficit	<u>(30,002,267)</u>	<u>(30,541,612)</u>
	<u>17,118,895</u>	<u>16,579,550</u>
	<u>\$ 17,348,919</u>	<u>\$ 16,824,236</u>

Nature of Organization (Note 1)  
 Commitments and Contingencies (Note 14)

Approved on behalf of the board of directors:

          /s/ "Brice Scheschuk"            
 Brice Scheschuk, Director

          /s/ "Yisroel Weinreb"            
 Yisroel Weinreb, Director

**FINDEV INC.**  
**UNAUDITED CONDENSED INTERIM CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**  
**(All Amounts are in Canadian Dollars)**

	Number of Common Shares	Amount of Common Shares	Contributed Surplus	Accumulated Deficit	Shareholders' Equity
Balance, January 1, 2018	28,647,441	\$ 34,474,681	\$ 12,393,585	\$ (31,187,128)	\$ 15,934,034
Dividends declared (Note 12)	—	—	—	(644,568)	(644,568)
Comprehensive income	—	—	—	1,075,701	1,075,701
Balance, September 30, 2018	28,647,441	\$ 34,474,681	\$ 12,528,972	\$ (30,755,995)	\$ 16,365,167
Balance, January 1, 2019	28,647,441	\$ 34,474,681	\$ 12,646,481	\$ (30,541,612)	\$ 15,579,550
Dividends declared (Note 12)	—	—	—	(644,568)	(644,568)
Comprehensive income	—	—	—	1,183,913	1,183,913
Balance, September 30, 2019	28,647,441	\$ 34,474,681	\$ 12,646,481	\$ (30,002,267)	\$ 17,118,895

**FINDEV INC.**  
**UNAUDITED CONDENSED INTERIM**  
**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME**  
**(All Amounts are in Canadian Dollars)**

<b>For the Period from To September 30,</b>	<b>July 1,</b>		<b>January 1,</b>	
	<b>2019</b>	<b>2018</b>	<b>2019</b>	<b>2018</b>
<b>REVENUE</b>				
Interest income (Note 13)	<u>\$ 482,275</u>	<u>\$ 459,308</u>	<u>\$ 1,423,878</u>	<u>\$ 1,1271,477</u>
<b>EXPENSES</b>				
General and administrative (Note 11)	76,857	63,428	198,117	195,776
Realized gain on securities	—	—	(1,156)	—
Unrealized gain on securities	<u>71,812</u>	<u>—</u>	<u>43,004</u>	<u>—</u>
	<u>148,669</u>	<u>63,428</u>	<u>239,965</u>	<u>195,776</u>
<b>COMPREHENSIVE (LOSS) INCOME</b>	<u><b>\$ 333,606</b></u>	<u><b>\$ 395,880</b></u>	<u><b>\$ 1,183,913</b></u>	<u><b>\$ 1,075,701</b></u>
Net income (loss) per common share				
Basic & Diluted	<u><u>\$ 0.01</u></u>	<u><u>\$ 0.01</u></u>	<u><u>\$ 0.04</u></u>	<u><u>\$ 0.04</u></u>
Weighted average number of common shares outstanding (Note 17)				
Basic & Diluted	<u><u>28,647,441</u></u>	<u><u>28,647,441</u></u>	<u><u>28,647,441</u></u>	<u><u>28,647,441</u></u>

**FINDEV INC.**  
**UNAUDITED CONDENSED INTERIM**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(All Amounts are in Canadian Dollars)**

<b>For the Period from To September 30,</b>	<b>July 1,</b>		<b>January 1,</b>	
	<b>2019</b>	<b>2018</b>	<b>2019</b>	<b>2018</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Net income for the period	\$ 333,606	\$ 395,880	\$ 1,183,913	\$ 1,075,701
Non-cash expenses:				
Amortization of financing fee	—	(4,725)	—	(15,756)
Loan loss provision	14,500	52,500	19,000	75,500
Unrealized gain on securities	71,812	—	43,004	—
Loan and mortgage investments:				
Investment in loans and mortgages	(162,710)	(1,565,000)	(1,001,235)	(2,065,000)
Repayments of loans and mortgages	—	1,450,000	465,000	1,450,000
Net change in operating assets and liabilities				
Receivables	(17,425)	(169,933)	284	(170,354)
Prepaid expenses	9,066	7,014	9,780	9,269
Accounts payable and accrued liabilities	<u>7,380</u>	<u>22,429</u>	<u>(14,662)</u>	<u>7,684</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<u>256,229</u>	<u>188,165</u>	<u>709,447</u>	<u>367,044</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Dividends paid	<u>(214,856)</u>	<u>(214,856)</u>	<u>(644,568)</u>	<u>(644,568)</u>
<b>CASH FLOWS (USED IN) FINANCING ACTIVITIES</b>	<u>(214,856)</u>	<u>(214,856)</u>	<u>(644,568)</u>	<u>(644,568)</u>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	41,373	(26,691)	59,948	(277,524)
<b>CASH AND CASH EQUIVALENTS</b>				
- Beginning of the period	<u>317,582</u>	<u>364,947</u>	<u>299,007</u>	<u>615,780</u>
<b>CASH AND CASH EQUIVALENTS</b>				
- End of the period	<u>\$ 358,955</u>	<u>\$ 338,256</u>	<u>\$ 358,955</u>	<u>\$ 338,256</u>

**FINDEV INC.**  
**NOTES TO THE UNAUDITED CONDENSED INTERIM**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2019**  
**(Expressed in Canadian Dollars)**

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## **1. Nature of Organization**

### ***Description of the Business***

Findev Inc. (“**Findev**” or “**Corporation**”) was incorporated under the Canada Business Corporations Act on August 4, 2004 and filed a Certificate of Amendment on September 16, 2016 to change its name from Transgaming Inc. to Findev Inc. The Corporation is domiciled in Canada and its principal offices are located at 10 Wanless, Suite 201, Toronto, Ontario. The principal business is to provide real estate financing secured by investment properties and real estate developments. These financings are generally for a period of one to five years to help bridge a period during the various stages of development.

The Corporation’s common shares are listed on the TSX Venture Exchange (“**TSXV**”) under the symbol FDI.

These audited consolidated financial statements of the Corporation were authorized for issue in accordance with a resolution of the directors on November 19, 2019.

## **2. Basis of Presentation**

### ***Statement of Compliance***

These unaudited condensed interim financial statements for the period from January 1, 2019 to September 30, 2019 have been prepared by management in accordance International Accounting Standards (“**IAS**”) 34 – Interim Financial Reporting under International Financial Reporting Standards (“**IFRS**”) as issued by the International Accounting Standards Board (“**IASB**”) and incorporated into Canadian Generally Accepted Accounting Principles (“**CGAAP**”). Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by the International Accounting Standards Board (“**IASB**”) and interpretations of the International Financial Reporting Interpretations Committee (“**IFRIC**”). These financial statements have not been reviewed by the Corporation’s external auditors.

### ***Basis of Presentation and Basis of Measurement***

These unaudited condensed interim consolidated financial statements have been prepared on a going concern basis, which assumes that the Corporation will be able to realize its assets and discharge its liabilities in the normal course of business and under the historical cost convention, modified, where applicable, by the measurement at fair value of selected financial assets and financial liabilities.

### ***Principles of Consolidation***

These unaudited condensed interim consolidated financial statements of the Corporation include the accounts of Findev and its wholly-owned subsidiary, Findev Lending Inc. (“**FLI**”). All intercompany balances, transactions and gains and losses from intercompany transactions have been eliminated on consolidation.

### ***Functional and Presentation Currency***

These unaudited condensed interim consolidated financial statements are presented in Canadian dollars, which is the Corporation’s functional currency. Foreign exchange transactions during the period were converted at the then average exchange rate for the period and period-end balance sheet amounts denominated in foreign currencies were converted at the exchange rate as at that date.

**FINDEV INC.**  
**NOTES TO THE UNAUDITED CONDENSED INTERIM**  
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**2. Basis of Presentation – continued**

***Critical Judgments and Estimates***

The preparation of the unaudited condensed interim consolidated financial statements requires management to make estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosure of contingent assets and liabilities at the dates of the consolidated financial statements and the reported amounts of income and expenses during the period. Actual results may differ from these estimates.

In making estimates, the Corporation relies on external information and observable conditions where possible, supplemented by internal analysis as required. Those estimates and judgments have been applied in a manner consistent with the prior period and there are no known trends, commitments, events or uncertainties that the Corporation believes will materially affect the methodology or assumptions utilized in making those estimates and judgments in these consolidated financial statements. The areas involving greater judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed separately.

Changes to estimates and assumptions may affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of these unaudited condensed interim consolidated financial statements and the reported amounts of revenue and expenses during the years. Actual results could also differ from those estimates under different assumptions and conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future years affected.

Critical judgements and estimates are disclosed in Note 4.

**3. Summary of Significant Accounting Policies**

The accounting policies set out below have been applied consistently to all periods presented in these unaudited condensed interim consolidated financial statements in accordance with IFRS with the exception of the adoption of IFRS 9 that is described in greater detail in Note 5.

***Cash and Cash Equivalents***

Cash and cash equivalents include cash on hand, deposits held with banks, and other short-term highly liquid investments with original maturities of three months or less.

***Marketable Securities***

Marketable securities are comprised of securities that trade on an exchange and the book value is recorded at fair market value.

***Investment in Non-Derivative Financial Assets and Derivative Assets***

Investments in non-derivative financial assets and derivative assets that are not traded in an active market are valued based on the results of valuation techniques – using observable market inputs where possible, on such a basis and in such a manner established by the management. Valuation techniques include the use of comparable recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, option pricing models and other commonly used by market participants and which make the maximum use of observable inputs.

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**3. Summary of Significant Accounting Policies – continued**

Classification & Measurement of Financial Assets

Recognition and initial measurement

The Corporation on the date of origination or purchase recognizes loans, debt and equity securities, deposits and subordinated debentures at the fair value of consideration paid. Regular-way purchases and sales of financial assets are recognized on the settlement date. All other financial assets and liabilities are initially recognized on the trade date at which the Corporation becomes a party to the contractual provisions of the instrument.

The initial measurement of a financial asset or liability is at fair value plus transaction costs that are directly attributable to its purchase or issuance. For instruments measured at fair value through profit or loss, transaction costs are recognized immediately in profit or loss.

Financial assets which include both debt and equity instruments.

Debt Instruments

Debt instruments, including loans and debt securities, are classified into one of the following measurement categories:

- i. Amortized cost;
- ii. Fair value through other comprehensive income (“**FVOCI**”);
- iii. Fair value through profit or loss (“**FVTPL**”) for trading related assets.

Classification of debt instruments is determined based on:

- i. The business model under which the asset is held; and
- ii. The contractual cash flow characteristics of the instrument.

Business Model Assessment

Business model assessment involves determining whether financial assets are managed in order to generate collection of contractual cash flows. The Corporation takes into consideration the following factors:

- i. How the performance of assets in a particular portfolio is evaluated and reported;
- ii. The risks that affect the performance of assets held within a business model and how those risks are managed; and
- iii. Whether the assets held for trading purposes;

Cash Flow Characteristics Assessments

The contractual cash flow characteristics assessment involves assessing the contractual features of an instrument to determine if they give rise to cash flows that are consistent with a basic lending arrangement. Contractual cash flows are consistent with a basic lending arrangement if they represent cash flows that are solely payments of principal and interest on the principal amount outstanding (“**SPPI**”)

Principal is defined as the fair value of the instrument at initial recognition. Principal may change over the life of the instruments due to repayments. Interest is defined as consideration for the time value of money and the credit risk associated with the principal amount outstanding and for other basic lending risks and costs (liquidity risk and administrative costs), as well as a profit margin.

In performing this assessment, the Corporation takes into consideration contractual features that could change the amount or timing of contractual cash flows, such that the cash flows are no longer consistent with a basic lending arrangement.

If the Corporation identifies any contractual features that could modify the cash flows of the instrument such that they are no longer consistent with a basic lending arrangement, the related financial asset is classified and measured at FVTPL.

**FINDEV INC.**  
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**3. Summary of Significant Accounting Policies – continued**

**Debt instruments measured at amortized cost**

Debt instruments are measured at amortized cost if they are held within a business model whose objective is to hold for collection of contractual cash flows where those cash flows represent solely payments of principal and interest. After initial measurement, debt instruments in this category are carried at amortized cost using the effective interest rate method. The effective interest rate is the rate that discounts estimated future cash payments or receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. Amortized cost is calculated taking into account any discount or premium on acquisition, transaction costs and fees that are an integral part of the effective interest rate. Amortization is included in Interest income in the Consolidated Statement of Income.

Impairment on debt instruments measured at amortized cost is calculated using the expected credit loss approach. Loans and debt securities measured at amortized cost are presented net of the allowance for credit losses (“**ACL**”) in the Consolidated Statement of Financial Position.

**Debt instruments measured at FVOCI**

Debt instruments are measured at FVOCI if they are held within a business model whose objective is to hold for collection of contractual cash flows and for selling financial assets, where the assets’ cash flows represent payments that are solely payments of principal and interest. Subsequent to initial recognition, unrealized gains and losses on debt instruments measured at FVOCI are recorded in other comprehensive Income (“**OCI**”), unless the instrument is designated in a fair value hedge relationship.

Impairment on debt instruments measured at FVOCI is calculated using the expected credit loss approach. The **ACL** on debt instruments measured at FVOCI does not reduce the carrying amount of the asset in the Consolidated Statement of Financial Position, which remains at its fair value. Instead, an amount equal to the allowance that would arise if the assets were measured at amortized cost is recognised in **OCI** with a corresponding charge to Provision for impairment losses in the Consolidated Statement of Income. The accumulated allowance recognised in **OCI** is recycled to the Consolidated Statement of Income upon derecognition of the debt instrument.

**Debt instruments measured at FVTPL**

Debt instruments measured at FVTPL include assets held for trading purposes, assets held as part of a portfolio managed on a fair value basis and assets whose cash flows do not represent payments that are solely payments of principal and interest.

These instruments are measured at fair value in the Consolidated Statement of Financial Position, with transaction costs recognized immediately in the Consolidated Statement of Income as part of Non-interest income. Realized and unrealized gains and losses are recognized as part of Non-interest income in the Consolidated Statement of Income.

**Equity Investments**

Equity instruments are measured at FVTPL, unless an election is made to designate them at FVOCI upon purchase. For equity instruments measured at FVTPL, changes in fair value are recognized as part of Non-interest income in the Consolidated Statement of Income.

The Corporation can elect to classify non-trading equity instruments at FVOCI. This election will be used for certain equity investments for strategic or longer-term investment purposes. The FVOCI election is made upon initial recognition on an instrument-by instrument basis and once made is irrevocable.

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**3. Summary of Significant Accounting Policies – continued**

**Impairment**

The impairment model measures credit loss allowances using a three-stage approach based on the extent of credit deterioration since origination:

Stage 1 – Where there has not been a significant increase in credit risk (SIR) since initial recognition of a financial instrument, an amount equal to 12 months expected credit loss is recorded. The expected credit loss is computed using a probability of default occurring over the next 12 months. For those instruments with a remaining maturity of less than 12 months, a probability of default corresponding to remaining term to maturity is used.

Stage 2 – When a financial instrument experiences a SIR subsequent to origination but is not considered to be in default, it is included in Stage 2. This requires the computation of expected credit loss based on the probability of default over the remaining estimated life of the financial instrument.

Stage 3 – Financial instruments that are considered to be in default are included in this stage. Similar to Stage 2, the allowance for credit losses captures the lifetime expected credit losses.

**Measurement of expected credit loss**

The probability of default (“**PD**”), exposure at default (“**EAD**”), and loss given default (“**LGD**”) inputs used to estimate expected credit losses are modelled based on macroeconomic variables that are most closely related with credit losses in the relevant portfolio. Details of these statistical parameters/inputs are as follows:

**PD:** The probability of default is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the remaining estimated life, if the facility has not been previously derecognized and is still in the portfolio.

**EAD:** The exposure at default is an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date, including repayments of principal and interest, whether scheduled by contract or otherwise, expected drawdowns on committed facilities, and accrued interest from missed payments.

**LGD:** The loss given default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realization of any collateral. It is usually expressed as a percentage of the EAD.

**Macroeconomic Factors**

In its models, the Corporation relies on forward looking information as economic inputs, such as house price indices. The inputs and models used for calculating expected credit losses may not always capture all characteristics of the market at the date of the financial statements. To reflect this, qualitative adjustments or overlays may be made as temporary adjustments using expert credit judgement.

**Assessment of Significant Increases in Credit Risks (“**SIR**”)**

At each reporting date, the Corporation assesses whether there has been a significant increase in credit risk for exposures since initial recognition by comparing the risk of default occurring over the remaining expected life from the reporting date and the date of initial recognition. The assessment considers borrower-specific quantitative and qualitative information without consideration of collateral, and the impact of forward-looking macro- economic factors, management judgement and delinquency and monitoring.

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**3. Summary of Significant Accounting Policies – continued**

The common assessments for SIR on investment portfolios include macroeconomic outlook, management judgement, and delinquency and monitoring. Forward looking macroeconomic factors are a key component of the macroeconomic outlook. The importance and relevance of each specific macroeconomic factor depends on the type of product, characteristics of the financial instruments and the borrower and the geographical region. Quantitative models may not always be able to capture all reasonable and supportable information that may indicate a significant increase in credit risk. Qualitative factors may be assessed to supplement the gap. With regards to delinquency and monitoring, there is a rebuttable presumption that the credit risk of the financial instrument has increased since initial recognition when contractual payments are more than 30 days overdue.

Presentation of allowance for credit losses in the Statement of Financial Position

- i. Financial assets measured at amortized cost: as a deduction from the gross carrying amount of the financial assets;
- ii. Debt instruments measured at fair value through other comprehensive income: no allowance is recognized in the Statement of Financial Position because the carrying value of these assets is their fair value. However, the allowance determined is presented in the accumulated other comprehensive income.

Definition of default

The Corporation considers a financial instrument to be in default as a result of one or more loss events that occurred after the date of initial recognition of the instrument and the loss event has a negative impact on the estimated future cash flows of the instrument that can be reliably estimated. This includes events that indicate:

- i. Significant financial difficulty of the borrow;
- ii. Default or delinquency in interest or principal payments;
- iii. High probability of the borrower entering a phase of bankruptcy or financial reorganization;
- iv. Measurable of decrease in the estimated future cash flows of the loan or the underlying assets that back the loan.

The Corporation considers that default has occurred and classifies the financial asset as impaired when it is more than 90 days past due, unless reasonable and supportable information demonstrates that a more lagging default criterion is applicable.

***Share Capital***

Share capital, common shares and equity instruments are any contracts that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Corporation are recorded at the proceeds received, net of direct issue costs.

***Warrants***

The Corporation measures the fair value of warrants issued using the Black-Scholes option-pricing model. The fair value of each warrant is estimated based on their respective issuance dates considering volatility, expected life, the dividend rate, and the risk-free interest rate. The fair value of warrants issued in conjunction with an offering is charged to share issue costs with an offsetting amount recorded to contributed surplus. The fair value of warrants exercised is recorded as share capital, and the fair value of any expired warrants is recorded as contributed surplus.

***Unearned Income***

Unearned income includes commitment fees received from borrowers, which are amortized over the contractual terms of the respective loan and mortgage investments.

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**3. Summary of Significant Accounting Policies – continued**

***Revenue Recognition – Interest Income and Fees Earned***

Interest income and fees earned is recognized in the consolidated statements of operations and comprehensive income using the effective interest rate method (“EIM”). The EIM discounts the estimated future cash receipts through the expected life of the loan and mortgage to its carrying amount. When estimating future cash flows, the contractual terms of the mortgage are considered, including origination revenue, interest receipts, principal receipts and contractual end-of-term participation receipts, where applicable. Participation receipts that are contingent upon future events, such as the profitability of the underlying security, are not included in the estimated cash flows. Such amounts are recorded in income when management is reasonably assured of its collectability.

***Share-based Compensation***

The Corporation has an incentive stock option plan for grants to eligible directors, officers, senior management and consultants under its incentive stock option plan. The expense of the equity-settled incentive option plan is measured based on fair value of the options granted of each tranche at the grant date. The expense is recognized in proportion to the vesting features of each tranche of the grant and is reflected in contributed surplus. When incentive stock options are exercised, any consideration paid, together with the amount recorded in contributed surplus, are recorded in share capital.

***Provisions***

Provisions for legal claims, where applicable, are recognized in other liabilities when the Corporation has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount can be reliably estimated. Provisions are measured at management’s best estimate of the expenditure required to settle the obligation at the end of the reporting period and are discounted to present value where the effect is material.

***Deferred Financing Costs***

Financing costs related to the Corporation’s financings are recorded as deferred financing costs. These costs will be deferred until the financing is completed; at which time the costs will be charged against the proceeds received. If the financing does not close, the costs will be charged to the statements of operations and comprehensive loss.

Incremental costs incurred in respect of raising capital are charged against equity or debt proceeds raised. Costs associated with the issuance of common shares are charged to share capital upon the raising of equity. Costs associated with the issuance of debt are amortized using the EIM over the life of the debt.

***Income Tax***

Income tax comprises current and deferred taxes. Income tax is recognized in the consolidated statements of income and comprehensive income, except to the extent that it relates to items recognized directly in equity, in which case, the income tax is also recognized directly in equity.

Current tax is the expected tax payable on the taxable income for the reporting period, using tax rates enacted, or substantively enacted, at the end of the reporting year.

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**3. Summary of Significant Accounting Policies – continued**

Deferred tax is determined based on the temporary differences between the carrying value and the tax basis of the assets and liabilities. Any change in the net amount of deferred income tax assets and liabilities is included in income. Deferred income tax assets and liabilities are determined based on enacted or substantially enacted tax rates and laws which are expected to apply to the Corporation's taxable income for the year in which the assets and liabilities will be recovered or settled. Deferred income tax assets are recognized when it is probable that there will be sufficient taxable income against which to utilize the benefits of the temporary differences.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

***Earnings per Share***

Basic earnings per share is calculated by dividing the net income attributable to shareholders of the Corporation by the weighted average number of shares outstanding during the period.

Diluted earnings per share is determined by adjusting the net income attributable to shareholders and the weighted average number of shares outstanding, adjusted for the dilutive effects of all convertible securities and granted incentive stock options and warrants, issued and outstanding, if any. No effect has is given to the potential exercise of stock options and warrants in the calculation of diluted net earnings (loss) per share if the effect would be anti-dilutive. Stock options and warrants have a dilutive effect only when the average market price per common share during the period exceeds the exercise price.

**4. Significant Accounting Policies, Judgements and Estimation Uncertainty**

The key sources of estimation uncertainty that have a significant risk of causing material adjustment to the amounts recognized in the financial statements are:

***Fair Value of Financial Instruments***

The estimated fair value of financial assets and liabilities, by their very nature, are subject to measurement uncertainty.

***Share-Based Payment Transactions***

The Corporation measures the cost of share-based payment transactions with employees by reference to the fair value of the equity instruments. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant.

This estimate also requires determining and making assumptions about the most appropriate inputs to the valuation model including the expected life, volatility, dividend yield and forfeiture rate of the share option. The assumptions and models used for estimating fair value for share-based payment transactions are determined at the time of the granting of such share-based compensation.

***Impairment of Loans and Mortgages***

At the end of each reporting period, the Corporation reviews the carrying amounts of its loans and mortgages to determine the expectation of future impairment losses, taking into consideration the value of the recoverable amount and an adjustment to the expected future impairment, if any, with such amount being reflected as a reduction in revenues within the Statement of Operations and Comprehensive Income.

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**4. Significant Accounting Policies, Judgements and Estimation Uncertainty – continued**

***Income Taxes***

Provisions for income taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Corporation reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determinations are made.

***Fair value of the Investment in Convertible Debentures***

The Corporation measures the investments in convertible debentures at fair value. Estimating fair value for the convertible debentures requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the debentures. This estimate also requires determining and making assumptions about the most appropriate inputs to the valuation model such the time to expiration, volatility, dividend yield and risk rate of the debentures.

**5. Changes in Accounting Policies**

**Accounting standards issued and adopted**

***IFRS 16 - Leases ("IFRS 16")***

On January 13, 2016, the IASB issued IFRS 16 Leases. The new standard is effective for annual periods beginning on or after January 1, 2019. IFRS 16 will replace IAS 17 Leases. This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. IFRS 16 substantially carries forward the lessor accounting requirements of IAS 17, while requiring enhanced disclosures to be provided by lessors. Other areas of the lease accounting model have been impacted, including the definition of a lease. The Corporation has adopted IFRS 16 in its financial statements for the period beginning on January 1, 2019. The adoption of IFRS 16 has no impact on the on the consolidated financial statements.

**6. Marketable Securities**

As at	Sept. 30, 2019	Dec. 31, 2018
Cost	\$ 29,753	\$ —
Unrealized change in value	(10,276)	—
Fair Market Value	\$ 19,477	\$ —

**7. Receivables**

As at	Sept. 30, 2019	Dec. 31, 2018
Interest receivable	\$ 25,062	\$ 37,281
Commodity tax refundable	—	17,250
	\$ 25,062	\$ 54,531

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**8. Loan and Mortgage Investments**

As at September 30, 2019, the Corporation had principal balance of loan and mortgage investments of \$16,937,394 (December 31, 2018 - \$16,452,887). The loan and mortgage investments carry a weighted average effective interest rate of 11.43% (December 31, 2018 – 11.15%) and a weighted average term to maturity of 0.86 years (December 31, 2018 – 1.21), with maturities as follows:

Maturity	September 30, 2019	December 31, 2018
Less than one year	\$ 5,772,122	\$ 4,770,887
Between one and five years	11,272,272	11,770,000
More than five years	—	—
	<u>17,044,394</u>	<u>16,540,887</u>
Allowance for loan and mortgage investments loss	(107,000)	(88,000)
	<u>\$ 16,937,394</u>	<u>\$ 16,452,887</u>

There is one loan issued to Plazacorp Investments Limited of \$10,805,000 (December 31, 2018 - \$11,270,000) and it can be prepaid at any time.

The loan and mortgage investments are secured by mortgages registered on title and/or other forms of security, including, but not limited to, floating charge debentures, general security agreements, postponement of specific claims and joint and several guarantees.

The Corporation may syndicate certain of its loan and mortgage investments to private investors or to financial institutions, each participating in a prescribed manner per agreement and on an investment by investment basis. In these investments, the investors will assume the same risks associated with the specific investment transaction as the Corporation. Each syndicated loan and mortgage investment has a designated rate of return that the syndicated investors expect to earn from that loan and mortgage investment. As at September 30, 2019, the balance of the syndicated debt was \$650,395 (December 31, 2018 - \$Nil), which is offset by syndicated assets of \$650,395, for a net liability of \$nil.

The following table presents details of the loan and mortgage investments as at September 30, 2019:

	Net Investment	% of net investments
Residential housing development	\$ 10,805,000	63.39
Land and lot inventory	5,772,122	33.87
Special situations	467,272	2.74
	<u>17,044,394</u>	<u>100.00</u>
Allowance for loan and mortgage investments loss	(107,000)	(0.63)
	<u>\$ 16,937,394</u>	<u>99.37</u>

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**7. Loan and Mortgage Investments – continued**

The special situation loan is an investment in 500 convertible debentures with a face value of \$1,000 each due on August 3, 2021 bearing a coupon rate at 10% per annum if paid in cash or 12 % per annum if paid by issuing shares at the 20 day volume weighted average price of the borrow prior to the interest due date. The convertible debentures are convertible at any time with a conversion price of \$0.20 per common share, subject to certain price adjustment provisions. In addition, the Corporation also received in aggregate 714,500 warrants in connection with the convertible debentures subscription. The warrants expire on August 3, 2021 are exercisable at \$0.30 per share subject to certain price adjustment provisions. The fair value of these convertible debentures and warrants at September 30, 2019 is \$467,272 based on a discounted cash flow basis and using a Black Scholes option pricing model to value the conversion feature and the detachable warrants.

**9. Accounts payable and accrued liabilities**

Accounts payable are comprised of trade payables and accrued liabilities as well as dividends payable of \$214,856 (December 31, 2018 – \$214,856).

**10. Share capital**

The Corporation is authorized to issue an unlimited number of common shares.

**11. Contributed Surplus**

The Corporation's contributed surplus consists of the following:

	Incentive Stock			Total
	General	Option	Warrants	
Balance, January 1, 2018	8,120,031	443,880	4,082,570	12,646,481
Expiration of warrants	3,174,327	—	(3,174,327)	—
Balance, December 31, 2018 and September 30, 2019	<u>\$ 11,294,358</u>	<u>\$ 443,880</u>	<u>\$ 908,243</u>	<u>\$ 12,646,481</u>

a) Incentive Stock options

The Corporation's Incentive Stock Option Plan ("Plan") provides for the issuance of a maximum of 10% of the issued and outstanding common shares at an exercise price equal or greater than the market price of the Corporation's common shares on the date of the grant to directors, officers, employees and consultants to the Corporation. The option period for options granted under the Plan is for a maximum period of 10 years. 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 Corporation at the price specified within the terms of the option.

The number of common shares reserved for issuance under the Plan is a rolling 10% of the issued and outstanding common shares. Stock option issuances are recognized over the tranche's vesting period by increasing contributed surplus based on the number of awards expected to vest that have not yet been forfeited. Stock compensation expense adjustments for anticipated forfeitures have been determined to be immaterial.

There were no options granted during the fiscal period ending September 30, 2019 and December 31, 2018.

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**10. Contributed Surplus – continued**

The following table reconciles outstanding incentive stock options as at December 31, 2018 and September 30, 2019:

	Number	Weighted Average Exercise Price
Balance, January 1, 2018	1,466,857	\$ 0.630
Granted	—	N/A
Exercised	—	N/A
Expired	—	N/A
Forfeited	—	N/A
Balance, January 1, 2019	1,466,857	\$ 0.630
Granted	—	N/A
Exercised	—	N/A
Expired	2,857	6.125
Forfeited	—	N/A
Balance, December 31, 2018 and September 30, 2019	1,464,000	\$ 0.574

Upon the cancelling of an incentive stock option, the cumulative amount previously expensed is transferred from contributed surplus - incentive stock options to contributed surplus - general.

The following table summarizes the weighted average exercise price and the weighted average remaining contractual life of the options outstanding and exercisable as at September 30, 2019.

Exercise Price	Options Outstanding	Expiry Date	Outstanding		Exercisable	
			Weighted Average Remaining Life	Weighted Average Price	Weighted Average Quantity	Weighted Average Price
\$ 6.125	14,000	February 2, 2020	0.4 years	\$ 6.125	14,000	\$ 6.125
0.600	1,250,000	October 20, 2024	5.1 years	0.60	1,250,000	0.600
0.600	200,000	November 2, 2024	5.1 years	0.60	200,000	0.600

**b) Warrants**

On November 14, 2018, the TSXV approved the extension of 11,542,665 warrants with an exercise price of \$0.70 that were originally to expire on October 7, 2019 to October 7, 2021, with no other terms being amended.

The following is a summary of outstanding warrants as at September 30, 2019 and December 31, 2018:

	Number of Warrants	Amount	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (years)
Outstanding, December 31, 2018	11,542,665	\$ 908,243	\$ 0.70	2.80
Outstanding, September 30, 2019	11,542,665	908,243	0.70	2.00

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**12. Expenses by Nature**

For the period from To September 30,	July 1		January 1	
	2019	2018	2019	2018
Bank charges	\$ 237	\$ 221	\$ 745	\$ 634
Insurance	4,860	4,556	14,580	13,669
Interest	—	7	6	24
Management fees (Note 13)	25,425	25,425	76,275	70,425
Office	383	335	877	944
Professional fees (Note 13)	31,665	18,981	72,214	80,491
Regulatory reporting	14,287	13,883	31,420	29,589
	<u>\$ 76,857</u>	<u>\$ 63,428</u>	<u>\$ 198,117</u>	<u>\$ 195,776</u>

**13. Dividend Payable**

For the period from To September 30,	July 1		January 1	
	2019	2018	2019	2018
Declared	\$ 214,856	\$ 214,856	\$ 644,568	\$ 644,568
Paid	214,856	214,856	644,568	644,568
Declared per common share	0.0075	0.0075	0.0075	0.0075
Paid per common share	0.0075	0.0075	0.0075	0.0075

**14. Transactions with Related Parties and payments to Key Management**

Related party transactions include transactions with parties related by common directors and transactions with other private entities owned or controlled by officers and directors. All transactions are provided in the normal course of business and are measured at exchange amounts agreed upon by the related parties. The following table summarizes the related party transactions occurring during the fiscal period.

For the period from To September 30,	April 1		January 1	
	2019	2018	2019	2018
<b>Revenues</b>				
Interest income	\$ 272,345	\$ 297,698	\$ 814,285	\$ 942,356
<b>Expenses</b>				
Management Fees	22,500	22,500	67,500	67,500
Professional Fees	31,732	16,405	61,730	65,574
Loans and mortgage investments Included with accounts payable	10,805,000 —	11,550,000 —	10,805,000 —	11,550,000 —

Payments to key management

For the period from To September 30,	July 1		January 1	
	2019	2018	2019	2018
Management Fees	\$ 22,500	\$ 22,500	\$ 67,500	\$ 67,500
Professional Fees	31,732	16,405	61,730	65,574

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**14. Transactions with Related Parties and payments to Key Management – continued**

The key management personnel of the Corporation include the Chief Executive Officer, Chief Financial Officer and the Board of Directors. During the period ended September 30, 2019 and December 31, 2018, no key management personnel were indebted to the Corporation, with the exception that certain of the Corporation's loans and mortgage investments are currently issued to Plazacorp Investments Limited and/or its affiliates which are owned and controlled by a director.

**15. Commitments and contingencies**

The Corporation, from time to time, may be involved in various claims, legal and tax proceedings and complaints arising in the ordinary course of business. The Corporation is not aware of any pending or threatened proceedings that would have a material adverse effect on the financial condition or future results of the Corporation.

**16. Capital management**

The Corporation manages its common shares, stock options, warrants and accumulated deficit as capital. The Corporation's objectives when managing capital are to safeguard the Corporation's ability to continue and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk, as there are no external restrictions on it.

The Corporation 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 Corporation may attempt to issue new shares, issue new debt, acquire or dispose of assets in order to adjust the amount of cash on its balance sheet.

To facilitate the management of its capital requirements, the Corporation prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry and market conditions.

The Corporation's investment policy is to invest its short-term excess cash in highly liquid short-term interest-bearing investments with maturities of 365 days or less from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations.

Management reviews its approach on an ongoing basis and believes that this approach, given the relative size of the Corporation, is reasonable.

**17. Financial instruments and risk management**

The Corporation's financial instruments have been classified into categories that determine their basis of measurement and for items carried at fair value, where changes in fair value are recognized in the Statement of Operations and Comprehensive Income (Loss):

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**16. Financial instruments and risk management – continued**

Financial Assets	Sept. 30, 2019	Dec 31, 2018
Cash	\$ 358,955	\$ 299,007
Marketable securities	19,477	—
Receivables	25,062	54,531
Loans and mortgage investments	16,937,394	16,452,887
Financial Liabilities	Sept. 30, 2019	Dec 31, 2018
Accounts payables and accrued liabilities	\$ 230,024	\$ 244,686

***Fair value***

As at September 30, 2019 and December 31, 2018, the estimated fair values of cash and cash equivalents, receivables, and accounts payable and accrued liabilities approximate their respective carrying values due to their short-term nature.

The fair value of the loans and mortgages investments approximates its carrying value as the majority of the loans are repayable in full at any time per agreement. There is no quoted price in an active market for the mortgage and loan investments. The Corporation makes its determinations of fair value based on its assessment of the current lending market for mortgage and loan investments of same or similar terms. As a result, the fair value of mortgage and loan investments is based on Level 3 of the fair value hierarchy.

The fair values of loans payable approximate their carrying values due to the fact that the majority of the loans are: (i) repayable in full, at any time, upon the repayment of the underlying loan that secures the loan payable, and (ii) the interest rates at market value.

***Credit risk***

Credit risk is the possibility that a borrower under one of the loans and mortgages investments, may be unable to honour their debt commitment as a result of a negative change in the borrowers' financial position or market conditions that could result in a loss to the Corporation.

Any instability in the real estate sector or an adverse change in economic conditions in Canada could result in declines in the value of real property securing the Corporation's investments. There have been significant increases in real estate values in various sectors of the Canadian market over the past few years. A correction or revaluation of real estate in such sectors will result in a reduction in values of the real estate securing mortgage loans that comprise the Corporation's investment portfolio. This could result in impairments in the mortgage loans or loan losses in the event the real estate security has to be realized upon by the lender. The Corporation's maximum exposure to credit risk is represented by the fair values of amounts receivable and the loans and mortgage investment portfolio.

For the period ended September 30, 2019 and 2018, the Corporation's three largest borrowers accounted for 100% of revenues of continuing operations.

The Corporation's exposure to credit risk for its loans and mortgage portfolio by geographic area is limited to Ontario, Canada.

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**16. Financial instruments and risk management – continued**

***Interest rate risk on income and expense***

The Corporation also has credit risk relating to cash and cash equivalents, which it manages by dealing with large Canadian chartered banks. The Corporation's maximum exposure to credit from banks is \$358,955 (December 31, 2018 - \$299,007). As at September 30, 2019, 100% of cash and cash equivalents were held in Canadian chartered banks (December 31, 2018 - 100%).

Interest rate risk is the risk that fair value of future cash flows of financial assets or financial liabilities will fluctuate because of changes in the market interest rates.

The Corporation's current loan and mortgage portfolio is not subject to interest rate fluctuations, nor are its current liabilities. There is however, the risk of not being able to reinvest its capital at the same or greater rates due to the fluctuation of interest rates. In addition, as the Corporation expands its operations the loans which it may make may incorporate variable interest rates that shall fluctuate with the market.

Currently, if a shift in interest rates of 1% were to occur, the impact on cash and the related gain (loss) for over a twelve-month period would have an impact on revenues of approximately \$175,000 (2018 - \$165,000). Management does not deem this to be material as it could and would continue to meet its operating expenses as well as its dividend policy.

***Liquidity risk***

Liquidity risk is the risk the Corporation will encounter difficulty in meeting obligations associated with its financial liabilities. The Corporation's objective for liquidity risk management is to maintain sufficient liquid financial resources to fund operations and to meet commitments and obligations in the most cost-effective manner possible. The Corporation achieves this by maintaining sufficient cash and cash equivalents and managing working capital. The Corporation monitors its financial resources on a regular basis and updates its expected use of cash resources based on the latest available data.

The Corporation's financial liabilities, classified as current, primarily consist of trade payables and accrued liabilities. Current liabilities were \$230,024 (December 31, 2018 - \$244,686) with all of it having expected settlement dates within one year or where conditions exist that could result in accelerated payment.

**18. Earnings Per Share**

In calculating the diluted earnings per share, issued and outstanding incentive stock options and warrants were not considered as they would have been anti-dilutive.

September 30,	2019	2018
Denominator basic and diluted earnings per share		
Weighted average number of Common shares outstanding	28,647,441	28,647,441
Dilutive effect of incentive stock options	—	—
Dilutive effect of warrants	—	—
Diluted weighted average Common shares	28,647,441	28,647,441