Red River Capital Corp.
Condensed Interim Financial Statements
For the three and six months ended September 30, 2019
(Unaudited)
(Expressed in Canadian Dollars)

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, the statements must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The interim financial statements of Red River Capital Corp. for the three and six months ended September 30, 2019 have not been reviewed by the auditor of the Corporation.

Red River Capital Corp.
Condensed Interim Statements of Financial Position
As at:

	Note		September 30, 2019 (Unaudited)		March 31, 2019 (Audited)
Assets					
Current					
Cash and cash equivalents	4	**$**	**254,767**	$	277,637
Accrued Interest			**2,375**		599
Total assets		**$**	**257,142**	$	278,236
Liabilities & Shareholder's Equity					
Current Liabilities					
Accounts payable and accruals		**$**	**3,761**	$	6,856
Shareholders' Equity					
Share capital	5	**$**	**314,270**	$	314,270
Contributed Surplus	5		**82,200**		82,200
Deficit			**(143,089)**		(125,090)
Total shareholders' equity			**253,381**		271,380
Total liabilities and shareholders' equity		**$**	**257,142**	$	278,236

Approved on behalf of the Board

"Julian Klymochko"
Director

"David McGoey"
Director

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

Red River Capital Corp.
Condensed Interim Statements of Operations and Comprehensive Loss
(Unaudited)

		Three months ended September 30			Six months ended September 30	
		2019	2018		**2019**	2018
Interest income	**$**	**931**	-	$	**1,941**	-
Expenses						
Stock based compensation *(Note 5)*	**$**	**-**	77,500	$	**-**	77,500
Professional fees		**6,359**	17,808		**16,553**	21,308
General and administrative		**774**	6,279		**3,387**	6,279
Total Expenses		**7,133**	101,587		**19,940**	105,087
Loss and comprehensive loss	**$**	**6,202**	101,587	$	**17,999**	105,087
Loss per share *(Note 5)*						
Basic and Diluted	**$**	**(0.00)**	(0.05)	$	**(0.01)**	(0.01)
Weighted shares outstanding		**5,500,000**	2,184,783		**5,500,000**	1,098,361

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Red River Capital Corp.
Condensed Interim Statement of Changes in Equity
(Unaudited)

	Share Capital ($)	Contributed Surplus ($)	Deficit ($)	Shareholders' Equity ($)
As at March 31, 2019	314,270	82,200	(125,090)	271,380
Loss for the period	-	-	(17,999)	(17,999)
As at September 30, 2019	**314,270**	**82,200**	**(143,089)**	**253,381**

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

Red River Capital Corp.
Condensed Interim Statement of Cash Flows
For the six months ended September 30, 2019
(Unaudited)

		2019		2018
Cash provided by (used for) the following activities:				
Operating activities				
Net loss for the period	$	**(17,999)**	$	(105,087)
Items not affecting cash				
Deferred financing costs		**-**		44,750
Share based compensation		**-**		77,500
Changes in non-cash working capital				
Accrued interest		**(1,775)**		-
Accounts payable and accruals		**(3,096)**		(25,199)
Cash used in operating activities		**(22,870)**		(8,036)
Financing activities				
Issue of share capital	$	**-**	$	300,000
Share issue costs		**-**		(97,830)
Cash provided by financing activities		**-**		202,170
Increase in cash		**(22,870)**		194,134
Cash and cash equivalent, beginning of period		**277,637**		105,186
Cash and cash equivalent, end of period	$	**254,767**	$	299,320
Cash and cash equivalents is comprised of:				
Cash		**9,767**		299,320
Guaranteed Investment Certificate		**245,000**		-
		254,767		299,320

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

1. Incorporation and operations

Red River Capital Corp. (the "Company") was incorporated under the laws of the Province of Alberta on December 20, 2017 by Certificate of Incorporation issued pursuant to the provisions of the Business Corporations Act (Alberta). The Company is classified as a Capital Pool Corporation as defined in Policy 2.4 of the TSX Venture Exchange (the "Exchange"). The principal business of the Company is to identify and evaluate assets or businesses with a view to potentially acquire them or an interest therein by completing a purchase transaction, by exercising of an option or by any concomitant transaction. The purpose of such an acquisition is to satisfy the related conditions of a qualifying transaction under the Exchange rules.

The address of the registered office is 1900, 520 3rd Avenue SW Calgary, Alberta.

The Company issued 2,500,000 common shares for an amount of $125,000 and on the Company's prospectus for an Initial Public Offering ("IPO") of the Company's common shares was receipted by the regulatory authorities. The IPO closed on July 26, 2018 with 3,000,000 common shares being issued at a price of $0.10 per common share. The Company's shares commenced trading on July 30, 2018 under the symbol XBT.P.

Where an acquisition or participation is warranted, additional funding may be required. The ability of the Company to fund its potential future operations and commitments is dependent upon the ability of the Company to obtain additional financing.

There is no assurance that the Company will identify a business or asset that warrants acquisition or participation within the time limitations permissible under the policies of the Exchange, at which time the Exchange may suspend or de-list the Company's shares from trading.

2. Basis of preparation

Statement of compliance

The condensed interim financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the international Accounting Standards Board ("IASB"), and comply with IAS 34. This condensed interim financial report does not include all of the information required of a full audited financial report and it is therefore recommended that this report be read in conjunction with the annual financial statements for the period ended March 31, 2019.

These condensed interim financial statements were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on November 15, 2019.

Basis of measurement

These financial statements are stated in Canadian dollars, which is the Company's functional currency, and were prepared on a going concern basis, under the historical cost convention except for share based compensation.

Use of estimates and judgments

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates.

3. Significant accounting policies

Unless otherwise noted, the revised standards and amendments as disclosed in Note 3 of the March 31, 2019 year end financial statements are effective for the annual period beginning January 1, 2019.

4. Cash

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds and $210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions may apply until completion of a Qualifying Transaction by the Company as defined under the policies of the Exchange.

5. Share capital

Authorized

Unlimited number of voting Common Shares, without nominal or par value

Unlimited number of non-voting Preferred Shares, without nominal or par value

Issued Common Shares

	Number of Shares	$
At incorporation	-	-
Issued for cash (i)	2,500,000	125,000
As at March 31, 2018	2,500,000	125,000
Issued on IPO (ii)	3,000,000	300,000
Share issue costs (ii)	-	(110,730)
As at September 30, 2019	5,500,000	314,270

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

ii) The Company completed its IPO ("IPO") of 3,000,000 shares for gross proceeds of $300,000 on July 26, 2018. The Agent was granted the option to purchase up to 300,000 common shares at a price of $0.10 per Common Share. This option expires 24 months from July 26, 2018. The value of the Agent's options, as determined by the Black-Scholes option pricing model, being $12,900, was recorded to share issue costs. Included in share issue costs is $44,750 relating to the March 31, 2018 deferred financing costs.

Stock options

The Company has adopted an incentive stock option plan (the "Plan") which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and consultants to the Company, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares. However, other than in connection with a Qualifying Transaction, during the time that the Company is a CPC, the aggregate number of Common Shares issuable upon exercise of all options granted under the Option Plan shall not exceed 10% of the Common Shares of the Company issued and outstanding at the closing of the Company's initial public offering. Such options will be exercisable for a period of up to ten years from the date of grant.

In conjunction with the closing of the IPO, the Company granted share options to purchase an aggregate of 550,000 common shares at an exercise price of $0.10 per Common Share to directors and officers of the Corporation, which expire five years from July 26, 2018. The estimated fair value of director and officer options of $69,300 was charged to operations during the year ended March 31, 2019.

The assumptions for the Black-Scholes Pricing Model for all the stock options are as follows:

	Directors & Officers	**Agent**
Stock price	$0.10	$0.10
Exercise price	$0.10	$0.10
Risk free interest rate	2.19%	2.05%
Expected life (years)	5	2
Expected annual volatility	116%	78%
Expected dividend yield	0%	0%
Expected forfeiture rate	0%	0%

The following table reflects the continuity of options granted under the Plan as of September 30, 2019:

	Number of Options	**Weighted Average Exercise Price**
Balance, beginning of period	**-**	**-**
Issued to directors & officers	**550,000**	**0.10**
Issued to agent	**300,000**	**0.10**
Balance, end of period	**850,000**	**0.10**

Expiry Date	Exercise Price	Outstanding March 31st	Exercisable	Remaining Contractual Years
July 2023	$0.10	550,000	550,000	3.75
July 2020	$0.10	300,000	300,000	0.75

6. Related party transactions

Key management personnel consist of officers and directors of the Company. Other than stock options granted to directors, no compensation was paid to key management personnel during the current or prior years

Transactions with related parties are incurred in the normal course of business.

7. Capital disclosures

The Company's capital consists of share capital. The Company's objective for managing capital is to maintain sufficient capital to identify, evaluate and complete an acquisition or other transaction as disclosed in Note 1.

The Company sets the amount of capital in relation to risk and manages the capital structure and makes adjustments to it in light of changes to economic conditions and the risk characteristics of the underlying assets.

The Company's objectives when managing capital are:

i. to maintain a flexible capital structure, which optimizes the cost of capital at acceptable risk; and

ii. to maintain investor, creditor and market confidence in order to sustain the future development of the business.

The Company is not subject to any externally or internally imposed capital requirements at year end.