

**DeepMarkit Corp.**  
**Condensed Consolidated Interim Financial Statements**  
**for the three and nine months ended September 30, 2019**  
**(Unaudited)**  
**(Expressed in Canadian Dollars)**

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**DeepMarket Corp.**  
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**September 30, 2019**  
**(Unaudited)**  
**(Expressed in Canadian Dollars)**

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## Management's Responsibility for Financial Reporting

To the Shareholders of DeepMarkit Corp.:

The accompanying condensed consolidated interim financial statements have been prepared by Management in accordance with International Financial Reporting Standards and have been approved by the Board of Directors. In support of this responsibility, Management maintains a system of internal controls to provide reasonable assurance as to the reliability of financial information and the safeguarding of assets. The condensed consolidated interim financial statements include amounts which are based on the best estimates and judgments of Management.

The Board of Directors is responsible for ensuring that Management fulfills its responsibilities for financial reporting and internal controls. The Board of Directors exercises this responsibility principally through the Audit Committee.

The Audit Committee consists of a majority of independent directors not involved in the daily operations of the Company. The Audit Committee meets with Management and the external auditors to satisfy itself that Management's responsibilities are properly discharged and to review the consolidated financial statements prior to their presentation to the Board of Directors for approval.

The auditor has not performed a review of the unaudited condensed consolidated interim financial statements for the three and nine month period ending September 30, 2019.

November 27, 2019

(signed) "Darold H. Parken",  
Director and President and Chief Executive Officer

(signed) "Sandra Généreux",  
Chief Financial Officer

**DeepMarket Corp.**  
**Condensed Consolidated Interim Statements of Financial Position**  
**As at September 30, 2019**  
**(Unaudited)**  
**(Expressed in Canadian Dollars)**

	September 30, 2019	December 31, 2018
<b>Assets</b>		
<b>Current</b>		
Cash and cash equivalents	\$ 66,863	\$ 392,790
Accounts receivable	1,611	1,145
Prepaid expenses and deposits	1,329	30,551
	<b>69,803</b>	424,486
Property and equipment (Note 5)	13,151	17,369
	<b>\$ 82,954</b>	<b>\$ 441,855</b>
<b>Liabilities</b>		
<b>Current</b>		
Accounts payable and accrued liabilities (Notes 6 & 8)	\$ 288,333	\$ 175,007
Subscription received (Note 12)	100,000	-
Debenture payable (Note 6)	2,000,000	2,000,000
	<b>2,388,333</b>	<b>2,175,007</b>
<b>Shareholders' Equity (Deficiency)</b>		
Share capital (Note 7)	13,499,261	13,499,261
Contributed surplus	2,032,422	2,034,957
Accumulated deficit	(17,837,062)	(17,267,370)
	<b>(2,305,379)</b>	<b>(1,733,152)</b>
	<b>\$ 82,954</b>	<b>\$ 441,855</b>

**Going concern (Note 2)**

**Subsequent events (Note 12)**

**Approved by the Board:**

*(signed)* "Darold H. Parken", Director

*(signed)* "Paul McKenzie", Director

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**DeepMarkit Corp.****Condensed Consolidated Interim Statements of Loss and Comprehensive Loss****For the three and nine months ended September 30, 2019****(Unaudited)****(Expressed in Canadian Dollars)**

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	For The Three Months Ended		For The Nine Months Ended	
	September 30,	September 30,	September 30,	September 30,
	2019	2018	2019	2018
<b>Revenue</b>	\$ 1,672	\$ -	\$ 5,749	\$ -
<b>Expenses</b>				
Wages and benefits (Note 8)	30,955	179,555	127,883	576,499
General and administrative (Note 8)	60,947	113,555	206,150	335,422
Stock-based compensation (Notes 7 & 8)	1,023	27,459	(2,535)	423,164
Professional fees (Note 8)	7,500	7,500	24,940	24,125
Listing and filing fees	23,366	7,560	35,374	33,178
Amortization (Note 5)	1,273	1,861	3,818	5,583
Finance costs (Notes 6 & 8)	62,446	60,434	181,302	181,917
Loss (gain) on foreign exchange	158	50	484	(742)
Interest income	(305)	(2,573)	(1,975)	(8,106)
Loss on disposal of property and equipment	-	-	-	1,828
	187,363	395,401	575,441	1,572,868
<b>Net Loss and Comprehensive Loss</b>	\$ (185,691)	\$ (395,401)	\$ (569,692)	\$ (1,572,868)
<b>Loss per share - basic and diluted</b>	\$ -	\$ -	\$ -	\$ (0.01)
<b>Weighted average number of shares outstanding (Note 7)</b>	114,827,733	118,827,733	114,827,733	112,121,506

**DeepMarket Corp.**  
**Condensed Consolidated Interim Statements of Changes in Equity**  
**For the nine months ended September 30, 2019**  
**(Unaudited)**  
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	Share capital	Contributed surplus	Accumulated deficit	Total equity (deficiency)
<b>Balance - January 1, 2018</b>	\$ 12,245,804	\$ 1,624,080	\$ (15,355,738)	\$ (1,485,854)
Shares issued in private placements (Note 7)	1,500,000	-	-	1,500,000
Employee loans (Notes 7 & 8)	(200,000)	-	-	(200,000)
Stock options exercised (Note 7)	5,950	(1,950)	-	4,000
Share issue costs (Note 7)	(52,493)	-	-	(52,493)
Stock-based compensation (Notes 7 & 8)	-	423,164	-	423,164
Net loss and comprehensive loss	-	-	(1,572,868)	(1,572,868)
<b>Balance - September 30, 2018</b>	<b>\$ 13,499,261</b>	<b>\$ 2,045,294</b>	<b>\$ (16,928,606)</b>	<b>\$ (1,384,051)</b>
<b>Balance - January 1, 2019</b>	\$ 13,499,261	\$ 2,034,957	\$ (17,267,370)	\$ (1,733,152)
Stock-based compensation (Notes 7 & 8)	-	(2,535)	-	(2,535)
Net loss and comprehensive loss	-	-	(569,692)	(569,692)
<b>Balance - September 30, 2019</b>	<b>\$ 13,499,261</b>	<b>\$ 2,032,422</b>	<b>\$ (17,837,062)</b>	<b>\$ (2,305,379)</b>

**DeepMarkit Corp.**  
**Condensed Consolidated Interim Statements of Cash Flows**  
**For the nine months ended September 30, 2019**  
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	2019	2018
<b>Cash provided by (used in):</b>		
<b>Operating activities</b>		
Net loss	\$ (569,692)	\$ (1,572,868)
Non cash items		
Amortization (Note 5)	3,818	5,583
Loss on disposal of property and equipment	-	1,828
Stock-based compensation (Notes 7 & 8)	(2,535)	423,164
	<b>(568,409)</b>	<b>(1,142,293)</b>
Change in non-cash working capital items (Note 11)	<b>142,082</b>	<b>17,829</b>
	<b>(426,327)</b>	<b>(1,124,464)</b>
<b>Investing activities</b>		
Proceeds on disposal of property and equipment	<b>400</b>	1,120
<b>Financing activities</b>		
Issuance of common shares and warrants, net of issue costs (Note 7)	-	1,251,507
Share subscription received (Note 12)	<b>100,000</b>	-
	<b>100,000</b>	<b>1,251,507</b>
Increase (decrease) in cash	<b>(325,927)</b>	128,163
Cash and cash equivalents, beginning of periods	<b>392,790</b>	564,636
Cash and cash equivalents, end of periods	<b>\$ 66,863</b>	<b>\$ 692,799</b>
<b>Cash and cash equivalents consists of:</b>		
Cash	\$ 46,863	\$ 652,058
Redeemable term deposit	<b>20,000</b>	40,741
	<b>\$ 66,863</b>	<b>\$ 692,799</b>
<b>Supplemental disclosure of cash flow information:</b>		
Interest paid	\$ 58,422	\$ 181,917
Interest income received	\$ 1,975	\$ 8,106

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**DeepMarkit Corp.**  
**Notes to the Condensed Consolidated Interim Financial Statements**  
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**1. Nature of operations**

DeepMarkit Corp. (the “Corporation” or the “Company”) was incorporated in Canada under the Business Corporation Act (Alberta) on November 20, 2007 under the name Challenger Deep Resources Corp. On October 30, 2015, the Company changed its name to DeepMarkit Corp. The Company trades on the TSX-V under the symbol MKT and traded on the OTCQB under the symbol MKTDF until March 31, 2019 and is a Technology Issuer. To date the Company has not generated significant revenues from operations. The registered address of the Company is Suite 202, 615 15th Avenue SW Calgary, Alberta T2R 0R4.

**2. Going concern**

These condensed consolidated interim financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its obligations in the normal course of operations.

The Company’s ability to maintain its current level of operations is dependent on its ability to generate sufficient cash to fund its business plan. To date, the Company has limited sources of revenue. At September 30, 2019, the Company had cash of \$66,863 (December 31, 2018 - \$392,790) and a working capital deficit of \$2,318,530 (December 31, 2018 - surplus of \$249,479).

In fiscal 2018, the Company completed an equity private placement for gross proceeds of \$1,300,000. In addition to any capital raised from new financing, if any, there are Nil (December 31, 2018 – 26,000,000) share purchase warrants exercisable at \$0.10 that expired in March 2019. Each share purchase warrant was exercisable into one common share.

While Management believes the Company has sufficient cash to discharge its obligations in the normal course of operations for the short-term, future operations will continue to be dependent upon the successful development of the Company’s business plan and raising of sufficient capital to execute on that plan, and the corresponding generation of future cash flows. Management believes the going concern assumption is appropriate for these condensed consolidated interim financial statements. The Company’s ability to continue as a going concern on a near, medium and longer term basis depends on its ability to successfully raise additional financing for further activity and development and achieve profitable operations. In order to fund the Company’s 2019 and 2020 capital and operating budget, additional financing will be required. (See Note 12. - Subsequent events).

While the Company has been successful to date in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company. Because the Company has been unsuccessful in generating income from its business, there is significant risk that additional financing may not be attainable in which event the Company would not be able to continue its business operations. If the going concern assumption were not appropriate for these condensed consolidated interim financial statements, material adjustments might be necessary to the carrying value of assets and liabilities, reported revenues and expenses and the consolidated statement of financial position classifications used.

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**3. Basis of presentation**

**(a) Statement of compliance**

The condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board. Specifically, they have been prepared in accordance with International Accounting Standard (IAS) 34 Interim Financial Reporting. The unaudited condensed consolidated interim financial statements do not include all of the information required for annual financial statements and should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2018 which have been prepared in accordance with IFRS.

The condensed consolidated interim financial statements were authorized for issue by the Board of Directors on November 27, 2019.

**(b) Basis of measurement**

The condensed consolidated interim financial statements have been prepared on the historical cost basis except as otherwise noted. The condensed consolidated interim financial statements are presented in Canadian dollars.

**(c) Use of estimates and judgments**

The preparation of the condensed consolidated interim financial statements requires the Company's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. The determination of estimates requires the exercise of judgment based on various assumptions and other factors such as historical experience and current and expected economic conditions. Actual results may differ from these estimates. The more significant areas requiring the use of Management estimates and assumptions are discussed below. Estimates and judgments are continually evaluated and are based on historical experience and other factors including expectations of future events that are believed to be reasonable under the circumstances. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

**(i) Estimate of recoverability for non-financial assets**

Events or changes in circumstances, may give rise to significant impairment charges or reversals of impairment in a particular year. In accordance with the Company's accounting policy, each non-financial asset or cash generating unit is evaluated every reporting period to determine whether there are any indications of impairment. If any such indication exists, a formal estimate of recoverable amount is performed, and an impairment loss recognized to the extent that carrying amount exceeds recoverable amount. The recoverable amount of an asset or cash generating unit is measured at the higher of fair value less costs to sell and value in use. Impairment testing is also performed annually for goodwill, if any. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's-length transaction between knowledgeable and willing parties, and is generally determined as the present value of the estimated future cash flows expected to arise from the continued use of the asset, including any expansion prospects, and its eventual disposal. Value in use is also generally determined as the present value of the estimated future cash flows, but only those expected to arise from the continued use of the asset in its present form and its eventual disposal. Present values are determined using a risk-adjusted pre-tax discount rate appropriate to the risks inherent in the asset. Future cash flow estimates are based on expected sales volumes, operating costs and future capital expenditure. This policy requires Management to

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**3. Basis of presentation, continued**

make these estimates and assumptions which are subject to risk and uncertainty; hence there is a possibility that changes in circumstances will alter these projections, which may impact the recoverable amount of the assets. In such circumstances, some or all of the carrying value of the assets may be impaired and the impairment would be charged to the condensed consolidated interim statement of loss and comprehensive loss.

(ii) Share-based payments

The Company provides compensation benefits to employees, directors and officers through a stock option plan. The fair value of each option award is estimated on the date of grant using the Black-Scholes option pricing model. Expected volatility is based on historical volatility of the Company's share price. Historical data is utilized to estimate option exercises and forfeiture behaviour within the valuation model. The risk-free rate for the expected term of the option is based on the Government of Canada yield curve in effect at the time of the grant.

(iii) Fair value of financial instruments, including embedded derivatives

Where the fair value of financial assets and financial liabilities recorded in the condensed consolidated interim statement of financial position cannot be derived from active markets, their fair value is determined using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. The judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

(iv) Taxation

The Company's accounting policy for taxation requires Management's judgment in assessing whether deferred tax assets and certain deferred tax liabilities are recognized on the condensed consolidated interim statement of financial position. Deferred tax assets, including those arising from tax loss carry-forwards, capital losses and temporary differences are recognized only where it is considered probable that they will be recovered, which is dependent on the generation of sufficient future taxable profits. Assumptions about the generation of future taxable profits depend on Management's estimates of future cash flows. These depend on estimates of future sales volumes, operating costs, capital expenditure, dividends and other capital management transactions. Judgments are also required about the application of income tax legislation. These judgments and assumptions are subject to risk and uncertainty, hence there is a possibility that changes in circumstances will alter expectations, which may impact the amount of deferred tax assets and deferred tax liabilities recognized on the condensed consolidated interim statement of financial position and the amount of other tax losses and temporary differences not yet recognized. In such circumstances, some or all of the carrying amount of recognized deferred tax assets and liabilities may require adjustment, resulting in a corresponding credit or charge to the condensed consolidated interim statement of loss and comprehensive loss.

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**4. Summary of significant accounting policies**

The same accounting policies and methods of computation are followed in these unaudited condensed consolidated interim financial statements as compared with the most recent audited annual consolidated financial statements for the year ended December 31, 2018.

**5. Property and equipment**

The Company expended the following amounts on equipment during 2018 and the nine months ended September 30, 2019:

<b>Cost</b>	<u>Office equipment</u>
Balance, December 31, 2017	\$ 62,142
Disposals	<u>(13,476)</u>
Balance, December 31, 2018	48,666
Disposals	<u>(808)</u>
<b>Balance, September 30, 2019</b>	<b><u>\$ 47,858</u></b>
<b>Accumulated amortization</b>	
Balance, December 31, 2017	\$ (34,381)
Disposals	10,528
Amortization for the year	<u>(7,444)</u>
Balance, December 31, 2018	(31,297)
Disposals	408
Amortization for the period	<u>(3,818)</u>
<b>Balance, September 30, 2019</b>	<b><u>\$ (34,707)</u></b>
<b>Net Book Value</b>	
Balance, December 31, 2018	\$ 17,369
<b>Balance, September 30, 2019</b>	<b><u>\$ 13,151</u></b>

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**Notes to the Condensed Consolidated Interim Financial Statements**  
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**6. Debenture payable**

During the fiscal year ended December 31, 2016, the Company entered into secured participating debenture financing (the "Participating Debentures") with various arm's length and non-arm's length investors. Under this financing, the debenture holders have advanced \$2,000,000 in long-term capital. The majority of the Debentures are owned by one director of the Company.

The Participating Debentures bear both basic and participating interest. Basic interest on the Participating Debentures accrues and is payable at the rate of twelve percent (12%) per annum calculated and paid quarterly. Participation interest will be calculated on the basis of twelve percent (12%) of gross promotion campaign sales, if any, and will be paid quarterly, one quarter in arrears. The Participating Debentures have a term of four (4) years and mature in July 2020.

The Participating debentures are secured by a fixed and floating first charge on all of the assets of the Company. As additional security, debenture holders have been granted a nonexclusive, unrestricted license to use the promotion platform software in the event of a default in payment of any amounts due under the Participating Debentures or in the event that the Company ceases, for any reason, to diligently pursue the promotion campaigns. The license will terminate on payment of all amounts owing under the Participating Debentures, in accordance with the provisions thereof.

In the event of default of any amounts, including interest and principal, or violation of any covenants under the debenture agreements, such as dissolution, liquidation or bankruptcy proceedings by the Company, the holders of the debentures can effect an accelerated maturity of the instruments whereby any and all amounts owing become due on demand. The Company did not pay the basic interest that were due June 28, 2019 and September 30, 2019. Total unpaid interest amounted to \$122,880 and is included in accounts payable and accrued liabilities.

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**7. Share capital**

a) **Authorized**

Unlimited number of common shares  
 Unlimited number of preferred shares, issuable in series

**Issued and outstanding common shares:**

	September 30, 2019		December 31, 2018	
	Number	Amount	Number	Amount
<b>Balance, beginning of periods</b>	<b>114,827,733</b>	<b>\$ 13,499,261</b>	88,777,733	\$ 12,245,804
Issued:				
On private placement	-	-	30,000,000	1,500,000
Shareholder loans - cancelled	-	-	(4,000,000)	(200,000)
Stock options exercised	-	-	50,000	5,950
Share issue costs	-	-	-	(52,493)
<b>Balance, end of periods</b>	<b>114,827,733</b>	<b>\$ 13,499,261</b>	114,827,733	\$ 13,499,261

(i) 2018 transactions

On March 2, 2018, the Company closed a non-brokered private placement consisting of 30,000,000 units (each a "Unit") of the Company, at a subscription price of \$0.05 per Unit for gross proceeds of \$1,500,000. Each Unit consists of one common share and one common share purchase warrant (each a "Warrant"). Each Warrant entitles the holder to purchase one additional common share of the Company at an exercise price of \$0.10 for a period of one year from the date of issuance of the Units. Using the residual value method, the fair value assigned to the warrants was \$Nil. In order to allow certain employees to participate in this financing, the Company loaned an aggregate of \$200,000 to four employees. The shares were subsequently returned to treasury and the loans were cancelled as a result - See Note 8. - Related party transactions, balances and key management compensation.

The Company paid a finder's fee in connection with the private placement in the amount of \$43,580.

During fiscal 2018, 50,000 options were exercised at a price of \$0.08 per option. Stock options fair value in the amount of \$1,950 were transferred from contributed surplus to share capital upon exercise.

**DeepMarket Corp.**  
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**7. Share capital, continued**

b) Warrants

	September 30, 2019		December 31, 2018	
	Number	Weighted average exercise price	Number	Weighted average exercise price
Balance, beginning of periods	26,000,000	\$ 0.10	22,816,667	\$ 0.19
Issued:				
On private placement	-	-	30,000,000	0.10
Expired	(26,000,000)	0.10	(22,816,667)	0.19
Cancelled	-	-	(4,000,000)	0.10
Balance, end of periods	Nil	\$ Nil	26,000,000	\$ 0.10

c) Stock option plan

The Company has an incentive stock option plan (the "Option Plan") which provides the Board of Directors of the Company from time-to-time, in its discretion and in accordance with the Exchange requirements, the authority to 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. Such options will be exercisable for a period of up to five years from the date of grant. Options have been granted pursuant to the Option Plan which was last approved by the shareholders of the Company at a special meeting held on August 1, 2019.

(i) 2019 transactions

During the period ended September 30, 2019, 1,979,167 options expired, and 700,000 options were forfeited.

(ii) 2018 transactions

During 2018, the Company granted 4,100,000 options with an exercise price of \$0.07 to directors and certain employees of the Company. Of the total options granted, 3,387,500 vested immediately, the remaining 712,500 options vest in equal 25% increments over a period of one year. The options expire five years from the date of grant.

During 2018, the Company granted 250,000 options with an exercise price of \$0.08 to an employee of the Company. 1/5 of the options vested immediately and 1/5 of the options will vest on each anniversary and expire five years from the date of grant.

During 2018, 50,000 options were exercised, 650,000 options expired, and 770,833 options were forfeited.

Total stock-based compensation recognized during the three-month period ended September 30, 2019 is \$1,023 (2018 - \$27,459) and during the nine-month period ended September 30, 2019, the stock-based compensation reversal is \$2,535 (2018 - expense of \$284,412).

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**7. Share capital, continued**

Details as to the stock options outstanding are as follows:

	<b>September 30, 2019</b>		December 31, 2018	
	<b>Number of</b>	<b>Weighted</b>	Number of	Weighted
	<b>options</b>	<b>average exercise</b>	options	average exercise
		<b>price</b>		<b>price</b>
Balance, beginning of periods	<b>8,779,167</b>	<b>\$ 0.12</b>	5,900,000	\$ 0.15
Issued to directors, officers, employees and consultants	-	-	4,350,000	0.07
Exercised	-	-	(50,000)	0.08
Expired	<b>(1,979,167)</b>	<b>0.11</b>	(650,000)	0.17
Forfeitures	<b>(700,000)</b>	<b>0.15</b>	(770,833)	0.08
<b>Balance, end of periods</b>	<b>6,100,000</b>	<b>\$ 0.11</b>	<b>8,779,167</b>	<b>\$ 0.12</b>

As of September 30, 2019, the following options are outstanding:

	Number	Exercised price	Expiry Date
	1,200,000	\$ 0.200	June 2020
	500,000	\$ 0.150	January 2022
	500,000	\$ 0.140	April 2022
	<u>3,900,000</u>	\$ 0.070	April 2023
	<u>6,100,000</u>		

As of September 30, 2019, the weighted average remaining contractual life for options outstanding is 2.79 years (December 31, 2018 - 2.81 years).

As of September 30, 2019, 5,850,000 (December 31, 2018 - 7,341,667) options are fully exercisable and outstanding at a weighted average exercise price of \$0.11 (December 31, 2018 - \$0.11).

As of September 30, 2019, there was \$5,499 (December 31, 2018 - \$29,264) in unvested stock-based compensation expense that will be recorded over the remaining vesting period of the stock options.

d) Earnings (loss) per share

Basic loss per share is calculated using the weighted average number of common shares outstanding during the period as follows:

	<u>September 30, 2019</u>	September 30, 2018
Weighted average number of common shares outstanding	<b>114,827,733</b>	118,827,733

Options and warrants to purchase common shares were outstanding during the period however they are anti-dilutive in nature.

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**8. Related party transactions, balances and key management compensation**

Included in wages and benefits, general and administrative, stock-based compensation, professional fees and finance costs are transactions with related parties. Related party transactions are disclosed below, unless they have been disclosed elsewhere in the condensed consolidated interim financial statements.

During the three and nine months ended September 30, 2019, the Company incurred \$25,500 and \$78,833 respectively for wages, benefits and consulting fees (2018 - \$71,833 and \$255,187 respectively), charged by directors, officers and key management personnel of the Company.

During the three and nine months ended September 30, 2019, included in expenses are options having a fair value of \$Nil and \$Nil respectively (2018 - \$Nil and \$165,685 respectively), granted to directors of the Company.

During the three and nine months ended September 30, 2019, the Company incurred \$17,400 and \$61,800 respectively for rental fees (2018 - \$22,200 and \$66,600 respectively), paid to two companies in which a director and officer of the Company is the principal or a significant shareholder.

During the three and nine months ended September 30, 2019, the Company incurred \$7,500 and \$22,500 respectively for accounting fees (2018 - \$7,500 and \$22,500 respectively), paid to a company in which an officer of the Company is the principal shareholder.

At September 30, 2019, \$1,900,000 (December 31, 2018 - \$1,900,000) in debentures payable were owing to a director and officer and his family members. During the three and nine months ended September 30, 2019, the Company incurred \$59,324 and \$172,237 respectively (2018 - \$57,412 and \$172,821 respectively) for interest in respect of the debenture financing which is included in finance costs on the condensed consolidated interim statement of loss and comprehensive loss. See Note 6. - Debenture payable, for detailed information regarding the debentures.

During fiscal 2018, the Company loaned an aggregate of \$200,000 to four employees of the Company to allow them to participate in a private placement. Each of the four employees subscribed for one million Units with the loan proceeds. Subsequently during fiscal 2018, the shares were returned to treasury and, as a result, the loans were cancelled. For the nine months ended September 30, 2018, the Company recognized share-based compensation expense of \$138,752 for the original transaction.

Related party transactions are incurred in the normal course of business and are measured at the exchange amount which is the amount of consideration established and approved by the related parties. As of September 30, 2019, \$275,865 (December 31, 2018 - \$131,339) was due to related parties and included in accounts payable and accrued liabilities with respect to those transactions. The amounts are non-interest bearing, unsecured and have no specific terms of repayment. Included in September 30, 2019 accounts payable and accrued liabilities is an amount of \$116,736 related to the interest on debentures that was unpaid at that date. Included in September 30, 2019 and December 31, 2018 accounts payable and accrued liabilities is an amount of \$128,167 that is owed to two directors for unpaid wages and consulting fees.

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**DeepMarket Corp.**  
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**(Expressed in Canadian Dollars)**

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**9. Capital management**

The Company's objectives when managing capital are:

- To safeguard the Company's ability to continue as a going concern.
- To maintain appropriate cash reserves on hand to meet ongoing development and operating costs.
- To invest cash on hand in highly liquid and highly rated financial instruments.

In the management of capital, the Company includes debenture payable and shareholders' equity in the definition of capital. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company (upon approval from its Board of Directors, as required) may issue additional capital primarily through equity financing. The Company has no externally imposed capital requirements.

The following table describes the Company's capital structure:

<b>Capital Structure</b>	<b>September 30, 2019</b>	<b>December 31, 2018</b>
Debenture payable	\$ 2,000,000	\$ 2,000,000
Shareholders' Equity (Deficiency)	(2,305,379)	(1,733,152)
Total	\$ (305,379)	\$ 266,848

**10. Financial instruments**

As at September 30, 2019 and 2018, the Company's financial instruments are cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities and debenture payable. The amounts reflected in the condensed consolidated interim statement of financial position are carrying amounts. These financial instruments are classified as follows:

- Cash and cash equivalents – fair value through profit or loss
- Accounts receivable – financial assets at amortized cost
- Accounts payable and accrued liabilities – financial liabilities at amortized cost
- Debenture payable – financial liabilities at amortized cost

The Company does not use derivative instruments or hedges to manage risks because the Company's exposure to credit risk, interest rate risk and currency risk is small.

a) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash and cash equivalents is exposed to credit risk; however the risk is deemed minimal as the counterparty is considered to be a low risk financial institution. Accounts Receivable consists of the amounts due from Canada Revenue Agency in relation to input tax credits arising as a result of the Goods and Services Tax (GST).

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**10. Financial instruments, continued**

b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's cash and cash equivalents are exposed to interest rate risk as the Company invests cash and cash equivalents at floating rates of interest in highly liquid instruments. Fluctuations in interest rates impact the value of cash and cash equivalents. For the nine months ended September 30, 2019 and 2018, if interest rates had been 1% higher, total interest income received would have been higher by approximately \$2,300 and \$4,800 respectively on an annualized basis. If interest rate had been 1% lower, total interest income would have been lower by approximately \$2,300 and \$4,800 respectively on an annualized basis. Pursuant to the terms of the participating debentures, the Company is required to pay additional interest equal to 12% of the revenue generated on qualifying product sales, see Note 6. - Debenture payable.

c) Currency risk

Currency risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company minimizes its currency risk by maintaining the majority of its liquid assets in stable currencies, including Canadian and US currencies. The Company holds US dollars, a 10% change in the exchange rate between the Canadian dollar and the US Dollar would result in the Company incurring a gain or loss of \$600 (2018 - \$600).

d) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company's accounts payable and accrued liabilities are all current and due within 90 days of the financial statement date. The Company ensures that it has sufficient capital to meet short term financial obligations after taking into account cash and cash equivalents on hand.

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**10. Financial instruments, continued**

e) Fair value risk

The methods and assumptions used to develop fair value measurements for those financial instruments carried at fair value on the condensed consolidated interim statement of financial position have been prioritized into three levels of a fair value hierarchy included in IFRS 7. Level one includes quoted prices (unadjusted) in active markets for identical assets or liabilities, level two includes inputs that are observable other than quoted prices included in level one and level three includes inputs that are not based on observable market data.

Determination of fair value and the resulting hierarchy requires the use of observable market data whenever available. The classification of a financial instrument in the hierarchy is based upon the lowest level of input that is significant to the measurement of fair value.

The Company's cash and cash equivalents are recorded using a Level one fair value measurement.

The accounts receivable and accounts payable and accrued liabilities carrying values approximate fair value due to the short-term nature of the financial instruments.

The fair value of the debenture payable is impacted by changes in market yields which can result in differences between the carrying value and the fair value of the instruments. The carrying value of the debenture payable as at September 30, 2019 is \$2,000,000 (December 31, 2018 - \$2,000,000). The fair value of the debenture payable is not disclosed as it cannot be measured reliably due to the fact that there is no open market for similar debentures, the majority of the balance is held by related parties and the participating interest component is dependent on future sales, which are not reliably predictable.

**11. Change in non-cash working capital items**

Changes in non-cash working capital, were comprised of the following:

	<b>September 30, 2019</b>	September 30, 2018
Accounts receivable	\$ (466)	\$ 3,262
Prepaid expenses and deposits	29,222	(6,240)
Accounts payable and accrued liabilities	<b>113,326</b>	20,807
Net change	<b>\$ 142,082</b>	\$ 17,829

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**12. Subsequent events**

On October 3, 2019, The Company completed the consolidation of its Common Shares on the basis of one (1) post-consolidation common Share for every ten (10) pre-consolidation Common Shares (the "Consolidation"). After the Consolidation, the Company had 11,482,773 Common Shares outstanding.

The Company and HK Datang Investment Holding Group Co. Limited ("HK Datang") entered into an investment agreement (the "Investment Agreement") to provide for a private placement consisting of 10,000,000 units (each a "Unit") of the Company, at a subscription price of \$0.075 per Unit for gross proceeds of \$750,000. Each Unit consists of one (1) common share and one common share purchase warrant (each a "Warrant"). Each Warrant entitles the holder to purchase one additional common share of the Company at an exercise price of \$0.10 for a period of one year from the date of issuance of the Units. The private placement is to be provided in two tranches. As part of the Investment Agreement, HK Datang provided the Company with a non-refundable deposit in the amount of \$100,000, which was received before the end of the period and is recognized as subscription received in the condensed consolidated interim statements of financial position. In addition, HK Datang has agreed to certain voting restrictions which will apply until such time as the Company has repaid one-half (\$1,000,000) of the principal under the existing debentures of the Company (see Note 6). Upon completion of the second tranche closing, HK Datang will have the right to appoint one (1) nominee to the Company's board of directors.

On October 4, 2019, the Company closed the first tranche of a private placement consisting of 6,263,194 Units for gross proceeds of \$469,739.55. The \$100,000 non-refundable deposit was applied against this tranche.

The second tranche of the private placement consisting of 3,736,806 Units for gross proceeds of \$280,260.45 has not been completed.