

MOON RIVER CAPITAL LTD.

CONDENSED INTERIM FINANCIAL STATEMENTS

**FOR THE THREE AND NINE MONTH PERIOD ENDED SEPTEMBER 30, 2021
(comparative period for the three and nine month period ended September 30, 2020)
(Expressed in Canadian Dollars)
UNAUDITED**

Notice of disclosure of non-auditor review of consolidated interim financial statements pursuant to National Instrument 51-102, Part 4, subsection 4.3(3)(a) issued by the Canadian Securities Administrators.

The accompanying condensed consolidated interim financial statements of the Company for the three and nine month periods ended September 30, 2021 have been prepared in accordance with International Accounting Standard 34 Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards and are the responsibility of the Company's management.

The Company's auditors have not performed an audit or a review of these interim financial statements

MOON RIVER CAPITAL LTD.
(Incorporated under the Laws of the Province of Ontario)
CONDENSED INTERIM STATEMENT OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
UNAUDITED

	Sept. 30, <u>2021</u> (unaudited)	Dec 31, <u>2020</u> (audited)
ASSETS		
Current		
Cash and cash equivalents	\$ 560,215	\$ 585,827
H.S.T. receivable	<u>3,542</u>	<u>3,604</u>
	<u>563,757</u>	<u>589,431</u>
	<u>\$ 563,757</u>	<u>\$ 589,431</u>
 LIABILITIES		
Current:		
Accounts payable and accrued liabilities	\$ <u>18,734</u>	\$ <u>19,125</u>
 SHAREHOLDER'S EQUITY		
Capital stock (Note 4)	615,643	615,643
Contributed surplus	35,846	35,846
Deficit (Page 2)	<u>(106,466)</u>	<u>(81,183)</u>
	<u>545,023</u>	<u>570,306</u>
	<u>\$ 563,757</u>	<u>\$ 589,431</u>

Nature of Operations - Note 1

Approved on behalf of the board on November 08, 2021

Kerry Knoll, Director

Jamie Levy, Director

The accompany notes form an integral part of these condensed interim financial statements.

MOON RIVER CAPITAL LTD.
CONDENSED INTERIM STATEMENT OF LOSS AND COMPREHENSIVE LOSS
FOR THE THREE AND NINE MONTH PERIOD ENDED SEPTEMBER 30, 2021
(comparative period for the three and nine month period ended September 30, 2020)
(Expressed in Canadian Dollars)
UNAUDITED

	Three months to Sept.30,		Nine months to Sept. 30,	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Expenses:				
Share based payments	\$ -	\$ -	\$ -	\$ 22,243
Filing and listing	3,184	275	12,499	16,172
Office expenses	-	-	25	25
Professional fees	<u>9,542</u>	<u>2,080</u>	<u>12,759</u>	<u>12,505</u>
Net loss and comprehensive loss for the period	<u>\$ 12,726</u>	<u>\$ 2,355</u>	<u>\$ 25,283</u>	<u>\$ 50,945</u>
Net loss per share basic and diluted	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Weighted average number of shares basic and diluted	<u>11,400,000</u>	<u>10,640,876</u>	<u>11,400,000</u>	<u>10,640,876</u>

CONDENSED INTERIM STATEMENT OF CHANGES IN SHAREHOLDERS EQUITY
FOR THE NINE MONTH PERIOD ENDED SEPTEMBER 30, 2021
(comparative period for the nine month period ended September 30, 2020)
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UNAUDITED

	Common Shares		Contributed		Total Shareholders Equity
	# Shares	\$ Amount	Surplus	Deficit	
Balance December 31, 2019	8,800,000	\$ 440,000	\$ -	\$ (17,291)	\$ 422,709
Share-based payments	-	-	35,846	-	35,846
Common shares issued - Prospectus offering	2,600,000	175,643	-	-	175,643
Net loss for the period	-	-	-	(50,945)	(50,945)
Balance September 30, 2020	11,400,000	615,643	35,846	(68,236)	583,253
Loss for the period	-	-	-	(12,947)	(12,947)
Balance December 31, 2020	11,400,000	615,643	35,846	(81,183)	570,306
Net loss for the period	-	-	-	(25,283)	(25,283)
Balance September 30, 2021	11,400,000	\$ 615,643	\$ 35,846	\$ (106,466)	\$ 545,023

The accompany notes form an integral part of these condensed interim financial statements.

MOON RIVER CAPITAL LTD.
CONDENSED INTERIM STATEMENT OF CASH FLOWS
FOR THE NINE MONTH PERIOD ENDED SEPTEMBER 30, 2021
(comparative period for the nine month period ended September 30, 2020)
(Expressed in Canadian Dollars)
UNAUDITED

	<u>2021</u>	<u>2020</u>
Cash was provided by (used in) the following activities:		
Operations:		
Net loss for the period	\$ (25,283)	\$ (50,945)
Items not requiring an outlay of cash:		
Share-based payments	-	22,243
Net change in non-cash working capital balances related to operations <i>(Note 6)</i>	<u>(329)</u>	<u>34,425</u>
	<u>(25,612)</u>	<u>5,723</u>
Financing:		
Capital stock	<u>-</u>	<u>189,246</u>
Net change in cash and cash equivalents,during the period	(25,612)	194,969
Cash and cash equivalents, beginning of period	<u>585,827</u>	<u>399,105</u>
Cash and cash equivalents, end of period	<u>\$ 560,215</u>	<u>\$ 594,074</u>

The accompany notes form an integral part of these condensed interim financial statements.

MOON RIVER CAPITAL LTD.
NOTE TO CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTH PERIOD ENDED SEPTEMBER 30, 2021
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1. Nature of Operations:

Moon River Capital Ltd. (the "Company") was incorporated under the laws of the Province of Ontario on August 6, 2019. The Company completed its initial public offering on March 20, 2020. The principal business of the Corporation is the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction ("QT"). The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash.

These unaudited condensed interim financial statements have been prepared on the basis that the Company will continue as a going concern. The proposed business of the Company and the completion of a QT involves a high degree of risk and there is no assurance that the Company will identify an appropriate business for acquisition or investment, and even if so identified it may not be able to raise funds to finance such an acquisition within the requisite time frame. Additional funds will be required to enable the Company to pursue the acquisition or investment and the Company may be unable to obtain such financing on satisfactory terms. Furthermore, there is no assurance that said acquisition will be profitable. These factors indicate the existence of a material uncertainty that may cast doubt about the Company's ability to continue as a going concern.

2. Significant accounting policies:

(a) Statement of Compliance

These unaudited condensed interim financial statements have been prepared for the nine months September 30, 2021, including comparative figures where applicable, in accordance with International Accounting Standard ("IFRS"), and in particular in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34") as issued by the International Accounting Standards Board ("IASB"). They have been prepared using the accounting policies the Company expects to adopt in its consolidated financial statements as at and for the financial year ending December 31, 2021.

These unaudited condensed interim financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the Company's December 31, 2020 year end audited financial statements prepared in accordance with IFRS.

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and revenue and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

(b) Accounting Standards Issued but not yet Effective

There are currently no outstanding accounting standards issued but not yet effective that the Company anticipates will have any material impact on the Company's unaudited condensed financial statements or disclosure.

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3. Capital Management:

The Company's policy is to attain a strong capital base so as to maintain investor, creditor and market confidence and to sustain the future development of the business. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risks characteristic of the underlying assets. As a Company without an operating business, the Company considers its capital structure to be comprised of working capital only. In order to maintain or adjust the capital structure, the Company will adjust its capital spending to manage current and projected expenditure levels.

The Company has not paid or declared any dividends since the date of its incorporation, nor are any dividends contemplated in the foreseeable future.

The Company does not have any externally imposed capital requirements.

There were no changes in the Company's approach to capital management during the period.

4. Capital stock:

Authorized:

Unlimited common shares

Unlimited number of special shares issuable in series

Common shares Issued:

	Number of shares	\$ value
Balance as at December 31, 2020 and September 30, 2021	<u>11,400,000</u>	<u>\$ 615,643</u>

On January 20, 2020 the Company filed a long form prospectus in the Provinces of Alberta, Manitoba, Saskatchewan, British Columbia and Ontario qualifying the distribution of 2,600,000 common shares for gross proceeds of \$260,000 (net proceeds of \$175,643). In addition, pursuant to the Agency Agreement, the Corporation will grant the Agent's Option to the Agent, or any sub agents, to purchase an aggregate of 260,000 Common Shares at a price of \$0.10 per Common Share, exercisable for a period of 24 months from the date of listing of the Common Shares on the Exchange, which option was also qualified under this prospectus. The Incentive Stock Options to be granted to the directors and officers of the Corporation to purchase, in aggregate, 300,000 Common Shares at a price of \$0.10 per Common Share, exercisable for a period of 5 years from the date of grant, are also qualified under this prospectus.

The common shares issued in the period ended December 31, 2019, being 8,800,000 Common Shares, have been deposited into escrow pursuant to the terms of the Escrow Agreement and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin.

During the period ended December 31, 2019 the Company issued 8,800,000 founders shares at \$0.05 per share for gross proceeds of \$440,000.

Share based payments:

The Company has a common share purchase option plan (the "Plan") for directors, officers, employees, and consultants. Options granted under the Plan generally have a five-year term. Options are granted at a price no lower than the market price of the common shares at the time of the grant.

The change in stock options during the period ended September 30, 2021 is as noted below:

	<u>Number of options</u>	<u>Wtd Avge exc. price</u>
At December 31, 2019	-	\$ -

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Issued	560,000	0.10
At September 30, 2020 and September 30, 2021	560,000	\$ 0.10

The following table summarizes information about options outstanding at September 30, 2021:

	Number of options	Remaining contractual life in years
Exercise price		
0.10	560,000	\$ 2.57

Warrants:

The Company has no warrants outstanding as at September 30, 2021.

5. Related party transactions and balances:

The Company's related parties consist of executive officers, directors and significant shareholders.

Related Party	Item	2021	2020
Key Management Personnel			
	Share-based payments charged to statement of loss	\$ -	\$ 22,243

The above-noted transactions were in the normal course of operations and were measured at the exchange amount, which are the amounts agreed to by the related parties.

6. Supplemental cash flow information:

Net change in non-cash working capital:

	2021	2020
H.S.T receivable	\$ 62	\$ (1,870)
Prepaid financing costs	-	35,104
Accounts payable and accrued liabilities	(391)	1,191
	\$ (329)	\$ 34,425

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7. Financial Risk Management:

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. Financial instruments that potentially subject the Company to credit risk consist of cash. The Company's cash and short term investments is held through large Canadian Financial Institutions. The Company has no significant concentration of credit risk arising from operations. Management believes the risk of loss to be remote.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations associated with financial liabilities in full. The primary source of liquidity is net operating income, which is used to finance working capital and capital expenditure requirements, and to meet the Company's financial obligations associated with financial liabilities.

Additional sources of liquidity are debt and equity financing, which is used to fund additional operating and other expenses and retire debt obligations at their maturity. The Company's approach to managing liquidity risk is to ensure that it will have sufficient cash to meet liabilities when due. All of the Company's financial liabilities have contractual maturities of less than one year and are subject to normal trade terms. The Company's ability to continue operations and fund its business is dependent on management's ability to secure additional financing. It is anticipated that the Company will continue to rely on equity and debt financing to meet its ongoing working capital requirements in the near term.

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 does not presently have any interest bearing debt and therefore in management's opinion, is not exposed to any significant interest rate risk.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices and is comprised of currency risk, interest rate risk, and other price risk. The Company currently does not have any financial instruments that would be impacted by changes in market prices.

Fair value of financial instruments

The Company values instruments carried at fair value using quoted market prices, where available. Quoted market prices represent a Level 1 valuation. When quoted market prices are not available, the Company maximizes the use of observable inputs within valuation models. When all significant inputs are observable, the valuation is classified as Level 2. Valuations that require the significant use of unobservable inputs are considered Level 3. Level 3 fair values are based on a number of valuation techniques other than observable market data. There are no level 3 values currently recorded on the balance sheet of the Company.

	Level	2021	2020
Fair value through profit and loss			
Cash	Level 1	\$ 560,215	\$ 594,074
Financial liabilities measured at amortized cost			
Accounts payable and accrued liabilities	Level 1	\$ 18,734	\$ 12,691

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8. COVID-19

The Company's business could be adversely affected by the effects of health epidemics, including the global COVID-19 pandemic. In December 2019, a novel strain of COVID-19 was reported in China. Since then, the COVID-19 has spread globally, to include Canada, the United States and most European countries. The spread of COVID-19 from China to other countries has resulted in the World Health Organization (WHO) declaring the outbreak of COVID-19 as a "pandemic," or a worldwide spread of a new disease, on March 11, 2020. Many countries around the world, including Canada, have imposed quarantines and restrictions on travel and mass gatherings to slow the spread of the virus, and have closed non-essential businesses. The spread of COVID-19, which has caused a broad impact globally, may materially affect the Company economically. While the potential economic impact brought by, and the duration of, COVID-19 may be difficult to assess or predict, a pandemic could result in significant disruption of global financial markets, reducing the Company's ability to access capital, which could in the future negatively affect the Company's liquidity. In addition, a recession or market correction resulting from the spread of COVID-19 could materially affect the Company's business and the value of the Company's common shares. The global outbreak of COVID-19 continues to rapidly evolve. The extent to which COVID-19 may impact the Company's business, operations and clinical trials will depend on future developments, including the duration of the outbreak, travel restrictions and social distancing in Canada and other countries, the effectiveness of actions taken in Canada, the United States and other countries to contain and treat the disease and whether Canada and other countries are required to move to complete lock-down status. The ultimate long-term impact of COVID-19 is highly uncertain and cannot be predicted with confidence.

9. SUBSEQUENT EVENT

On August 27, 2021 the Company entered into a non-binding letter of intent ("LOI") with Advanced Test Solutions Ltd. d/b/a ATS Engineering ("A.T.S.") dated August 26, 2021, which outlines the general terms and conditions of a proposed business combination, by way of a three-corner amalgamation, merger, share exchange, plan of arrangement or other similarly structured transaction (the "Transaction"), taking into account securities law and tax considerations, whereby ATS will ultimately be acquired by the Company or an affiliate thereof. Pursuant to the terms and conditions of the LOI, the Company and ATS will negotiate and enter into a definitive agreement (the "Definitive Agreement") incorporating the principal terms of the Transaction as described in the LOI. The terms and conditions outlined in the LOI are non-binding on the parties, and the LOI is expected to be superseded by the Definitive Agreement. Pursuant to the terms of the Transaction, all of the issued and outstanding stock of ATS will be exchanged for common shares of the Company following a consolidation of the Company's common shares on a basis to be determined by the parties. There can be no assurance that a Definitive Agreement will be successfully negotiated or entered into.