

SPACKMAN EQUITIES GROUP INC.

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018

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Independent Auditor's Report

To the Shareholders of Spackman Equities Group Inc.:

Opinion

We have audited the consolidated financial statements of Spackman Equities Group Inc. and its subsidiary (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2019 and December 31, 2018, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2019 and December 31, 2018, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated. We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Ahlan Veerasamy.

MNP LLP

Toronto, Ontario
April 29, 2020

Chartered Professional Accountants
Licensed Public Accountants

MNP

SPACKMAN EQUITIES GROUP INC.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
AS AT

	Notes	December 31, 2019	December 31, 2018
ASSETS			
Cash	4	\$ 95,342	\$ 101,819
Investment in shares of public company	5	2,356,169	3,430,102
Investment in shares of private company	6,14	292,500	532,038
Loan receivable	7	-	136,420
Other receivable		-	2,374
Total assets		\$ 2,744,011	\$ 4,202,753
LIABILITIES			
Accounts payable and accrued liabilities	8,12	\$ 108,085	\$ 93,018
Loan payable	9	551,990	545,680
Total liabilities		660,075	638,698
SHAREHOLDERS' EQUITY			
Share capital	10	11,601,165	11,601,165
Contributed surplus	11	1,558,667	1,558,667
Retained deficit		(11,075,896)	(9,595,777)
Total equity		2,083,936	3,564,055
Total equity and liabilities		\$ 2,744,011	\$ 4,202,753

Nature of operations (Note 1)
Subsequent event (Note 15)

Approved on Behalf of the Board

Richard Lee' Director

William Hale' Director

See accompanying notes to the consolidated financial statements.

SPACKMAN EQUITIES GROUP INC.
CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

(Expressed in Canadian Dollars)

			Years Ended December 31,	
	Notes	2019	2018	
Investment Income (loss)				
Realized loss on sale of shares in public company		\$ (86,960)	\$ -	
Unrealized loss on fair value of investment in shares of private company		(214,032)	-	
Unrealized loss on fair value of investment in shares of public company		(913,016)	(9,994,449)	
Other income		4,250	2,386	
Total loss from investments		(1,209,758)	(9,992,063)	
Expenses				
General and administrative	12	238,134	255,805	
Interest on loan	9	24,680	38,495	
Loss (gain) on foreign currency		7,547	(15,973)	
Total expenses		270,361	278,327	
Loss before income taxes		(1,480,119)	(10,270,390)	
Deferred income tax expense (recovery)	13	-	607,583	
Net loss and comprehensive loss for the year		\$ (1,480,119)	\$ (10,877,973)	
Net loss per share				
Basic and fully diluted loss per share		\$ (0.01)	\$ (0.07)	
Weighted average number of shares outstanding basic and fully diluted		148,900,183	148,900,183	

See accompanying notes to the consolidated financial statements.

SPACKMAN EQUITIES GROUP INC.
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian Dollars)
FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018

	Share capital		Contributed surplus	Retained earnings (deficit)	Total
	Common shares	Amount			
Balance, January 1, 2018	148,829,183	\$11,601,165	\$ 1,558,667	\$ 1,282,196	\$ 14,442,028
Net loss for the year	-	-	-	(10,877,973)	(10,877,973)
Balance, December 31, 2018	148,829,183	\$11,601,165	\$ 1,558,667	\$ (9,595,777)	\$ 3,564,055
Balance, January 1, 2019	148,900,183	\$11,601,165	\$ 1,558,667	\$ (9,595,777)	\$ 3,564,055
Net loss for the year	-	-	-	(1,480,119)	(1,480,119)
Balance, December 31, 2019	148,900,183	\$11,601,165	\$ 1,558,667	\$ (11,075,896)	\$ 2,083,936

See accompanying notes to the consolidated financial statements.

SPACKMAN EQUITIES GROUP INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)

		Years Ended December 31,	
	<u>Notes</u>	2019	2018
OPERATING ACTIVITIES			
Net loss for the year		\$ (1,480,119)	\$ (10,877,973)
Adjustments not affecting cash:			
Realized loss on sale of shares in public company		86,960	-
Unrealized loss on fair value of investment in shares of private company		214,032	-
Unrealized loss on fair value of investment in shares of public company		913,016	9,994,449
Foreign exchange (gain)/loss		7,547	1,037
Deferred income tax recovery	13	-	607,583
		(258,564)	(274,904)
Changes in non-cash working capital			
Other receivables		2,374	(2,374)
Prepaid expenses		-	74,787
Accounts payable and accrued liabilities		7,919	36,196
Cash used in operating activities		(248,271)	(166,295)
INVESTING ACTIVITIES			
Disposition of shares in public company		73,957	-
Decrease (increase) in loan receivable		131,820	(136,420)
Cash provided by (used in) investing activities		205,777	(136,420)
FINANCING ACTIVITIES			
Proceeds from loan payable		530,680	-
Repayments of loan payable	9	(494,663)	-
Cash provided by financing activities		36,017	-
Net decrease in cash		(6,477)	(302,715)
Cash, beginning of year		101,819	404,534
Cash, end of year		\$ 95,342	\$ 101,819

See accompanying notes to the consolidated financial statements.

SPACKMAN EQUITIES GROUP INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018

1. INCORPORATION AND NATURE OF OPERATIONS

Spackman Equities Group Inc. (the "Company" or "SEGI") was incorporated on May 18, 2006 under the Canada Business Corporations Act and its shares are publicly traded on the TSX Venture Exchange ("TSXV") under the symbol SQG. The registered head office is located at Scotia Plaza, 40 King Street West, Suite 2502, Toronto, Ontario M5H 3Y2, Canada.

SEGI carries on the business of identifying and investing into or acquiring small/medium sized growth companies. The Company focuses on investing into or acquiring growth companies in Asia, principally in the Republic of Korea ("Korea") at attractive valuations, building a diversified portfolio of such growth companies and, ultimately, delivering the collective value derived from the performance of these businesses to the shareholders.

These financial statements have been prepared on a going concern basis, which contemplates that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The Company has not yet realized profitable operations and has incurred significant losses to date resulting in a cumulative deficit of \$11,075,896 as at December 31, 2019 (December 31, 2018 - \$9,595,777). Management believes that it has the ability to raise the required additional funding. While management has been historically successful in raising the necessary capital, it cannot provide assurance that it will be able to execute on its business strategy or be successful in future financing activities. As at December 31, 2019, the Company had current assets of \$2,744,011 (December 31, 2018 - \$4,202,753) to cover current liabilities of \$660,075 (December 31, 2018 - \$638,698).

2. BASIS OF PRESENTATION

Investment Entity Status

The Company does not qualify as an investment entity as the concentration of its investments is not sufficiently diversified. It is determined that the company's main investee company, Spackman Entertainment Group Limited (SEGL), is considered an associate, as the Company is considered to have significant influence over it. As the Company is a venture capital organization, and as permitted under IAS 28, it has elected the option to record the investment in SEGL at fair value through profit and loss.

Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

The consolidated financial statements of the Company for the years ended December 31, 2019 and 2018 were approved and authorized for issue by the Board of Directors on April 29, 2020.

Basis measurement and functional currency

The consolidated financial statements are presented in Canadian dollars and have been prepared on the historical cost basis except for financial instruments measured at fair value through profit or loss. Historical cost is generally based on the fair value of the consideration given in exchange for assets. The Company and its subsidiary's functional currency is the Canadian dollar.

SPACKMAN EQUITIES GROUP INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018

2. BASIS OF PRESENTATION (Cont'd)

Basis of consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, SEGI Investments Limited, a BVI company. A subsidiary is an entity in which the Company has control, directly or indirectly, where control is determined based on whether the company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

The preparation of consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and other factors that are believed to be reasonable under the circumstances, the results of which form the basis of the valuation of assets and liabilities that are not readily apparent from other sources. The 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 periods affected.

Significant areas of financial reporting that require management's estimates and judgments are as follows:

Fair value of investment in private companies or securities not quoted in an active market

Where the fair values of financial assets and financial liabilities recorded on the consolidated statements of financial position cannot be derived from active markets, they are determined using a variety of valuation techniques. The inputs to these models are derived from observable market data where possible, but where observable market data are not available, judgment is required to establish fair values.

Share-based payments

In calculating the stock-based compensation expense, key estimates such as the rate of forfeiture of options granted, the expected life of the option, the volatility of the Company's stock price and the risk-free interest rate are used. Certain of the inputs are estimates which involve considerable judgement and are, or could be, affected by significant factors that are out of the Company's control. For example, a longer expected life of the option or a higher volatility used would result in an increase in the option value.

Deferred income tax assets

Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company 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 determination is made.

3. SIGNIFICANT ACCOUNTING POLICIES

Revenue Recognition

The Company's accounting policy for revenue recognition under IFRS 15 is as follows:

To determine the amount and timing of revenue to be recognized, the Company follows a 5-step process:

1. Identifying the contract with a customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations
5. Recognizing revenue when/as performance obligation(s) are satisfied.

SPACKMAN EQUITIES GROUP INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Investment Income

Purchases and sales of investments are recognized on the settlement date. Realized gains and losses on disposal of investments in shares of public and private companies and unrealized gains and losses in the value of investments in shares of public and private companies are reflected in the consolidated statements of loss and comprehensive loss.

Other income

Other income includes interest earned on invested funds.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Financial instruments

Financial assets

Recognition and initial measurement

The Company recognizes financial assets when it becomes party to the contractual provisions of the instrument. Financial assets are measured initially at their fair value plus, in the case of financial assets not subsequently measured at fair value through profit or loss, transaction costs that are directly attributable to their acquisition. Transaction costs attributable to the acquisition of financial assets subsequently measured at fair value through profit or loss are expensed in profit or loss when incurred.

Classification and subsequent measurement

On initial recognition, financial assets are classified as subsequently measured at amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL"). The Company determines the classification of its financial assets, together with any embedded derivatives, based on the business model for managing the financial assets and their contractual cash flow characteristics.

Financial assets are classified as follows:

- Amortized cost - Assets that are held for collection of contractual cash flows where those cash flows are solely payments of principal and interest are measured at amortized cost. Interest revenue is calculated using the effective interest method and gains or losses arising from impairment, foreign exchange and derecognition are recognized in profit or loss. Financial assets measured at amortized cost includes loan receivable and other receivable.
- Fair value through other comprehensive income - Assets that are held for collection of contractual cash flows and for selling the financial assets, and for which the contractual cash flows are solely payments of principal and interest, are measured at fair value through other comprehensive income. Interest income calculated using the effective interest method and gains or losses arising from impairment and foreign exchange are recognized in profit or loss. All other changes in the carrying amount of the financial assets are recognized in other comprehensive income. Upon derecognition, the cumulative gain or loss previously recognized in other comprehensive income is reclassified to profit or loss. The Company does not hold any financial assets measured at fair value through other comprehensive loss.

SPACKMAN EQUITIES GROUP INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

- Mandatorily at fair value through profit or loss - Assets that do not meet the criteria to be measured at amortized cost, or fair value through other comprehensive income, are measured at fair value through profit or loss. All interest income and changes in the financial assets' carrying amount are recognized in profit or loss. Financial assets mandatorily measured at fair value through profit or loss are comprised of cash, investment in shares of public companies, and investment in shares in private companies.
- Designated at fair value through profit or loss – On initial recognition, the Company may irrevocably designate a financial asset to be measured at fair value through profit or loss in order to eliminate or significantly reduce an accounting mismatch that would otherwise arise from measuring assets or liabilities, or recognizing the gains and losses on them, on different bases. All interest income and changes in the financial assets' carrying amount are recognized in profit or loss. The Company does not hold any financial assets designated to be measured at fair value through profit or loss.

Business model assessment

The Company assesses the objective of its business model for holding a financial asset at a level of aggregation which best reflects the way the business is managed, and information is provided to management. Information considered in this assessment includes stated policies and objectives.

Contractual cash flow assessment

The cash flows of financial assets are assessed as to whether they are solely payments of principal and interest on the basis of their contractual terms. For this purpose, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money, the credit risk associated with the principal amount outstanding, and other basic lending risks and costs. In performing this assessment, the Company considers factors that would alter the timing and amount of cash flows such as prepayment and extension features, terms that might limit the Company's claim to cash flows, and any features that modify consideration for the time value of money.

Impairment

The Company recognizes a loss allowance for the expected credit losses associated with its financial assets, other than financial assets measured at fair value through profit or loss. Expected credit losses are measured to reflect a probability-weighted amount, the time value of money, and reasonable and supportable information regarding past events, current conditions and forecasts of future economic conditions.

The Company groups its financial assets into Stage 1, Stage 2 and Stage 3 as described below:

Stage 1– Receivables that have not experienced a significant increase in credit risk since initial recognition;

Stage 2– Receivables that have experienced a significant increase in credit risk since initial recognition;

Stage 3 – Receivables for which there is objective evidence of impairment.

Significant increase in credit risk

The Company has established a policy to assess, at the end of each reporting period, whether a financial instrument's credit risk has increased significantly since initial recognition, by considering the change in the risk of default occurring over the remaining life of the financial instrument. IFRS 9 provides a rebuttable presumption that a significant increase in credit risk ("SICR") has occurred if contractual payments are more than 30 days past due. The Company has not rebutted this presumption. Additional risk factors may be considered such as changes in financial condition of the borrower and other borrower specific information and other forward looking information.

SPACKMAN EQUITIES GROUP INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Definition of default

The Company considers a financial instrument defaulted and therefore Stage 3 (credit-impaired) for ECL calculations in all cases when the borrower becomes 90 days past due on its contractual payments. In certain other cases, where qualitative thresholds indicate unlikelihood to pay as a result of a credit event, the Company carefully considers whether the event should result in an assessment at Stage 2 or 3 for ECL calculations.

The Company applies the simplified approach for other receivable. Using the simplified approach, the Company records a loss allowance equal to the expected credit losses resulting from all possible default events over the assets' contractual lifetime.

The Company assesses whether a financial asset is credit-impaired at the reporting date. Regular indicators that a financial instrument is credit-impaired include significant financial difficulties as evidenced through borrowing patterns or observed balances in other accounts and breaches of borrowing contracts such as default events or breaches of borrowing covenants. For financial assets assessed as credit-impaired at the reporting date, the Company continues to recognize a loss allowance equal to lifetime expected credit losses.

For financial assets measured at amortized cost, loss allowances for expected credit losses are presented in the statements of financial position as a deduction from the gross carrying amount of the financial asset.

Financial assets are written off when the Company has no reasonable expectations of recovering all or any portion thereof.

Derecognition of financial assets

The Company derecognizes a financial asset when its contractual rights to the cash flows from the financial asset expire.

Financial liabilities

Recognition and initial measurement

The Company recognizes a financial liability when it becomes party to the contractual provisions of the instrument. At initial recognition, the Company measures financial liabilities at their fair value plus transaction costs that are directly attributable to their issuance, with the exception of financial liabilities subsequently measured at fair value through profit or loss for which transaction costs are immediately recorded in profit or loss.

Classification and subsequent measurement

Subsequent to initial recognition, all financial liabilities are measured at amortized cost using the effective interest rate method. Interest, gains and losses relating to a financial liability are recognized in profit or loss.

The financial instruments of the Company were classified as follows:

	IFRS 9	
	Classification	Measurement
Cash	FVTPL	Fair value
Investment in shares of public company	FVTPL	Fair value
Investment in shares of private company	FVTPL	Fair value
Loan receivable	Amortized cost	Amortized cost
Loan payable	Other financial liabilities	Amortized cost
Accounts payable and accrued liabilities	Other financial liabilities	Amortized cost

SPACKMAN EQUITIES GROUP INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Derecognition of financial liabilities

The Company derecognizes a financial liability only when its contractual obligations are discharged, cancelled or expire.

Cash

Cash include cash on hand and in banks currently held by financial institutions with high credit worthiness.

Investments in shares of public company

Investments in shares of public company are measured at fair value and recognized on the trade date. The fair value of publicly traded securities is determined using quoted market prices. Realized and unrealized gains and losses are recognized using average cost. Gains and losses in the changes on fair value of investments in shares of public company are recognized in the consolidated statements of loss and comprehensive loss.

Other receivables

Other receivables are initially recorded at the fair value of the amount expected to be received and subsequently measured at amortized cost less any provision for impairment. Individual significant receivables are considered for recoverability when they are past due or when other objective evidence is received that a specific counterparty will default.

Income tax

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to a business combination or to items recognized directly in equity or in other comprehensive loss. In this case, the tax is also recognized directly in equity or in other comprehensive loss.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted at the reporting date in the countries in which the Company operates, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilized. 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.

SPACKMAN EQUITIES GROUP INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

In the ordinary course of business, there are many transactions for which the ultimate tax outcome is uncertain. The final tax outcome of these matters may be different from the estimates originally made by management in determining income tax provisions. Management periodically evaluates the positions taken in the Company's tax returns with respect to situations in which applicable tax rules are subject to interpretation. A provision is established related to tax uncertainties where appropriate based on management's best estimate of the amount that will ultimately be paid to or received from tax authorities.

Foreign currency translation

Transactions denominated in foreign currencies are translated to the respective functional currencies of the Company's entity at exchange rates in effect at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the exchange rate prevailing at that date. The foreign currency gain or loss on monetary items is the difference between amortized cost in the functional currency at the beginning of the year, adjusted for effective interest and payments during the year, and the amortized cost in foreign currency translated at the exchange rate in effect at the end of the year.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are translated to the functional currency at the exchange rate prevailing at the date that the fair value was determined. Non-monetary items denominated in a foreign currency that are measured based on historical cost are translated using the exchange rate in effect at the date of the transaction.

Foreign currency differences arising on translation of foreign currency balances into the functional currency are recognized in the consolidated statements of loss and comprehensive loss.

Share capital

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects.

Stock-based compensation

The Company issues share-based awards to its officers and directors. The awards are comprised of equity settled stock options. Fair values of stock options are calculated using the Black-Scholes option pricing model at the date of the grant and adjusted for estimated forfeitures. For awards with graded vesting, the fair value of each tranche is calculated separately and recognized over its respective vesting period. Nonmarket vesting conditions are considered in making assumptions about the number of awards that are expected to vest. At each reporting date, the Company will reassess its estimates of the number of awards that are expected to vest and recognize the impact of any revision in the consolidated statements of loss and comprehensive loss with a corresponding adjustment to contributed surplus.

Any consideration paid on exercise of stock options or purchase of shares, together with the amount initially recorded in contributed surplus, is credited to share capital. When options expire, their grant date fair value is kept in contributed surplus.

Net income (loss) per share

Basic income (loss) per common share is calculated by dividing net income (loss) by the weighted average number of common shares outstanding during the period. Diluted income (loss) per share is calculated using a common share balance increased by the number of common shares that could be issued on the exercise of outstanding options of the Company. Diluted income (loss) per share for the years presented does not include the effect of stock options as they are anti-dilutive.

SPACKMAN EQUITIES GROUP INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

New Standards adopted as at January 1, 2019

The Company has adopted the following new or amended IFRS standards for the annual period beginning on January 1, 2019.

IFRS 16 Leases

The Company adopted IFRS 16 using the modified retrospective transition approach. Accordingly, comparative figures at and for the year ended December 31, 2018 have not been restated and continue to be reported under IAS 17 Leases and IFRIC 4 Determining Whether an Arrangement Contains a Lease.

At inception of a contract, the Company assesses whether a contract is, or contains, a lease based on whether the contract conveys the right to control the use of an identified asset for a period in exchange for consideration.

As of December 31, 2019 and 2018, the Company had no lease agreements in place as all leases of office space were cancelled in 2017.

IFRIC 23 Uncertainty over Income Tax Treatments

In June 2017, the International Accounting Standards Board (IASB) issued a new International Financial Reporting Interpretations Committee (IFRIC) interpretation, incorporated into Part I of the CPA Canada Handbook – Accounting by the Accounting Standards Board (AcSB) in September 2017, to specify how to reflect the effects of uncertainty in accounting for income taxes. IAS 12 Income Taxes provides requirements on the recognition and measurement of current or deferred income tax liabilities and assets. However, it does not provide a specific requirement for the accounting for income tax when the application of tax law to a particular transaction or circumstance is uncertain. As a result, the interpretation aims to reduce the diversity in how entities recognise and measure a tax liability or tax asset when there is uncertainty over income tax treatments. For the year beginning January 1, 2019, the implementation of IFRIC 23 did not have a material effect on the financial statements.

4. CASH

The Company's cash consist of the following:

	December 31,	December 31,
	2019	2018
Cash held in banks	\$ 95,342	\$ 101,819

5. INVESTMENT IN SHARES OF PUBLIC COMPANY

	December 31,	December 31,
	2019	2018
Spackman Entertainment Group Limited (SEGL)	\$ 2,356,169	\$ 3,430,102

The Company owns 12.18% (December 31, 2018 - 14.36%) of SEGL, and based on the December 31, 2019 closing price of SEGL's shares on the SGX of S\$0.0170 (CAD \$0.0164 per share) (December 31, 2018 - CAD\$0.023 per share), the market value of the Company's stake in SEGL is SGD \$2.44 million (CAD \$2.36 million) (December 31, 2018 - \$3.430 million).

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6. INVESTMENT IN SHARES OF PRIVATE COMPANY

The Company has historically made investments in private companies through equity and debt investments. Due to uncertainty surrounding these investments, the Company historically wrote down these investments to a nominal value. The Company considers these investments, which were written down in the past, to still be impaired during the current period.

During the year ended December 31, 2017, the Company purchased 130,000 common voting shares of Spackman Media Group Limited (SMGL) for USD \$390,000 (CAD \$491,595), or USD \$3.00 (CAD \$3.78) per share, from an unrelated shareholder of SMGL. Fair value was measured in accordance with the Company's accounting policy for private company investment, as discussed in Note 14.

The Company owns 0.41% of SMGL as of December 31, 2019 (December 31, 2018 - 0.43%)

7. LOAN RECEIVABLES

On May 21, 2018, the Company loaned USD \$100,000 to an unrelated third party, a company incorporated under the law of Singapore. The loan is payable on demand, bears interest at the rate of 3% per annum and the proceeds are to be used by the borrower for the extension of Upper West Inc's operations. SEGL owns 94.38% interest in Upper West Inc. which is a company incorporated in Korea engaged in the café-lounge business. All amounts have been received by the year end December 31, 2019.

8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	December 31,	December 31,
	2019	2018
Accounts payable	\$ 9,178	\$ 17,172
Accrued expenses	98,907	75,846
	\$ 108,085	\$ 93,018

Accounts payable and accrued liabilities are current obligations expected to be settled in the normal course of operations.

9. LOAN PAYABLE

On August 9, 2017 the Company borrowed USD \$400,000 (CAD \$504,200) from an unrelated third party, on an unsecured basis for a term of one (1) year at an interest rate of 5% per annum. On June 12, 2019 the Company made a portion repayment of US\$375,000 (CAD \$494,663). The balance as at December 31, 2019 is USD \$25,000 (CAD \$32,470) and accrued interest on the loan amounts to \$12,746. On August 8, 2018 the maturity date of the loan payable by the Company was extended to August 9, 2020. The extension to the maturity date was not considered a substantial change by management and as such no gain or loss was recorded on modification.

On June 10, 2019 the Company borrowed USD \$400,000 (CAD \$530,680) from an unrelated third party, on an unsecured basis for a term of one (1) year at an interest rate of 4% per annum. The change in the loan balance as at December 31, 2019 is due to the effects of movements in the exchange rates for the US dollar. Accrued interest on the loan amounts to \$11,815.

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10. SHARE CAPITAL

(a) Authorized:

An unlimited number of common shares

(b) Issued and outstanding

	Number of Shares	Amounts
Balance, January 1, 2018, December 31, 2018 and 2019	148,900,183	\$ 11,601,165

(c) Stock options

The Company has an incentive stock option plan for the officers and directors enabling them to purchase common shares. Each option granted under the plan is for a maximum term of 5 years. The exercise price is determined by the Company's board of directors at the time the option is granted, subject to regulatory approval, and may not be less than the most recent closing price of the common shares at the date of grant. Vesting provisions are also determined at the time of grant by the Company's board of directors.

The stock options activity is as follows:

	December 31, 2019			December 31, 2018	
	Number of options	Weighted average exercise price	Weighted Average remaining life in years	Number of options	Weighted average exercise price
Outstanding, beginning of the year	1,300,000	\$ 0.135	0.5781	8,745,000	\$ 0.135
Forfeited during the year	-	-	-	(7,445,000)	0.135
Expired	(1,300,000)	0.135	-	-	-
Outstanding and exercisable, end of the year	-	\$ -	-	1,300,000	\$ 0.135

During the year ended December 31, 2019, no options were granted and 1,300,000 options had expired.

11. CONTRIBUTED SURPLUS

The December 31, 2019 contributed surplus of the Company was \$1,558,667 (2018 - \$1,558,667). The contributed surplus was resulted from the fair market value of stock options granted through 2007 - 2014.

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12. RELATED PARTY TRANSACTIONS

The following related party transactions occurred and were reflected in general and administrative expense in the consolidated financial statements during the years ended December 31, 2019 and 2018 as follows:

REMUNERATION OF KEY PERSONNEL

	Years Ended December 31,	
	2019	2018
Management Salaries	\$ 98,945	\$ 106,831
Directors' fees	15,000	22,770
Total	<u>\$ 113,945</u>	<u>\$ 129,601</u>

Key management personnel are those individuals having authority and responsibility for planning, directing and controlling the activities of the Company and its subsidiary including the Company's Board of Directors. The Company considers key management to be the members of the Board of Directors and the Chief Executive Officer.

Included in accounts payable and accrued liabilities are management and consulting fees of \$8,585 (December 31, 2018 - \$Nil) to companies controlled by officers in common with the Company.

13. INCOME TAXES

(a) Income tax expense

The reconciliation of income taxes attributable to operations computed at the combined statutory income tax rate of 26.5% (2018 - 26.5%) to income tax recovery is as follows:

	December 31, 2019	December 31, 2018
Net loss before recovery of income taxes	\$ (1,480,119)	\$ (10,270,390)
Expected income tax (recovery) expense	(392,230)	(2,721,653)
Non-deductible expenses	139,330	1,318,906
Unrealized foreign exchange	950	-
Change in tax benefits not recognized	251,950	2,010,330
Income tax (recovery) expense	\$ -	\$ 607,583

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13. INCOME TAXES (Cont'd)

(b) Deferred income taxes

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts for tax purposes. The significant components of the Company's deferred income taxes are as follows:

	December 31, 2019	December 31, 2018
Deferred Tax Assets		
Non-capital losses carried forward	\$ 1,480	\$ 5,360
	1,480	5,360
Deferred Tax Liabilities		
Investments	-	(5,360)
Loan payable	(1,480)	-
Net deferred tax asset	\$ -	\$ -

Unrecognized deferred tax assets

Deferred taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities. Deferred tax assets have not been recognized in respect of the following deductible temporary differences:

	December 31, 2019	December 31, 2018
Property, plant and equipment	\$ 41,730	\$ 41,730
Investments	1,040,560	484,510
Loans	710	-
Non-capital losses carried forward	7,148,980	7,059,910

(c) Tax loss carry-forwards

The Company has approximately \$7,148,980 (2018 - \$7,059,910) of non-capital losses as at December 31, 2019 available to be carried forward against future taxable income. These non-capital losses will expire as follows:

2026	\$ 50,440
2027	73,320
2028	162,470
2029	140,780
2030	329,810
2031	450,290
2032	359,540
2033	617,450
2034	1,670,590
2035	1,403,590
2036	635,420
2037	562,160
2038	313,740
2039	379,380
	\$ 7,148,980

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14. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's significant financial instruments comprise of cash, other receivables, investments in shares of private and public companies, loan receivable and accounts payable and accrued liabilities.

The Company classifies financial instruments in accordance with a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability;

Level 3 Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

The following table shows the Levels within the hierarchy of financial assets and liabilities measured at fair value at the various reporting dates:

December 31, 2019

Recurring fair value measurements	Level 1	Level 2	Level 3	Total
Cash	\$ 95,342	\$ -	\$ -	\$ 95,342
Investment in shares of public company	2,356,169	-	-	2,356,169
Investment in shares of private company	-	-	292,500	292,500
	\$ 2,451,511	\$ -	\$ 292,500	\$ 2,744,011

December 31, 2018

Recurring fair value measurements	Level 1	Level 2	Level 3	Total
Cash	\$ 101,819	\$ -	\$ -	\$ 101,819
Investment in associate	3,430,102	-	-	3,430,102
Loan receivable	136,420	-	-	136,420
Investment in shares of private company	-	-	532,038	532,038
	\$ 3,668,341	\$ -	\$ 532,038	\$ 4,200,379

The Company measures its investment in private companies as a Level 3 disclosure. At year end, the investment is carried at fair value. The fair value of the investment is based on third party share purchase and sale transactions, company-specific information, trends in general market conditions, the share performance of comparable publicly-traded companies and strategic review. From a sensitivity perspective, if a new financing round was completed at \$0.25 higher or lower, the impact on the carrying value of the investment and other comprehensive income will be higher or lower by \$32,500.

There were no transfers between Level 1 and Level 2 investments during the year ended December 31, 2019.

The determination of what constitutes observable data, requires significant judgement by the Company. The Company considers observable data to be market data that is readily available, reliable, verifiable and provided from independent transactions.

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14. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Cont'd)

Risk management

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Company has exposure to the following risks from its use of financial instruments:

(a) Market risk

Market risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will significantly fluctuate due to changes in market prices. The value of the financial instruments can be affected by changes in interest rates, foreign exchange rates, and equity prices. The Company is exposed to market risk in trading its investments, and unfavourable market conditions could result in dispositions of investments at less than favourable prices.

For the year ended December 31, 2019, a 10% decrease (increase) in the closing prices of the Company's investments in investment in shares of public company and investment in shares of public company would result in an estimated decrease (increase) in pre-tax net income of \$0.24 million (2018 - \$0.3 million). The Company's private investments do not have an immediate market. An 10% increase in the potential value of the private investment could increase (decrease) in pre-tax net income of \$29,520.

(b) Credit risk

Credit risk is attributable to cash and loan receivable. The Company's other receivables are current and cash and cash are held with reputable financial institutions. The carrying value of loan receivables and cash represents the Company's maximum exposure to credit risk.

(c) Liquidity risk

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they become due. The Company ensures that there is sufficient capital in order to meet short-term business requirements, after taking into account cash flows from operations and the Company's holdings of cash. The Company's cash is available on demand. There are adequate resources to meet any obligations as they fall due and mature within a year.

The Company's Board of Directors reviews and approves any material transactions out of the ordinary course of business including acquisitions or other major investments. Management believes that the risk associated with liquidity is low.

(d) Foreign exchange risk

Foreign currency exchange risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will fluctuate as a result of changes in foreign exchange rates. The Company currently has financial instruments denominated in U.S. dollars, Singapore dollars and Hong Kong dollars.

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14. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Cont'd)

The following assets were denominated in foreign currencies presented in Canadian dollars as of:

December 31, 2019			
	US dollars	Singapore dollars	Hong Kong dollars
Cash	\$ 8,419	\$ 61,554	\$ 10,374
Investment in shares of public company	-	2,356,169	-
Loan receivable	-	-	-
Investment in shares of private company	292,500	-	-
	\$ 300,919	\$ 2,417,723	\$ 10,374

December 31, 2018			
	US dollars	Singapore dollars	Hong Kong dollars
Cash	\$ 22,644	\$ 3,664	\$ 59,993
Investment in associate	-	3,430,102	-
Loan receivable	136,420	-	-
Investment in shares of private company	532,038	-	-
	\$ 691,102	\$ 3,433,766	\$ 59,993

A fluctuation of 10% provided as an indicative range in currency movement, on financial instruments that are denominated in foreign currencies other than Canadian dollars, with, all other things being equal, have an effect on the after-tax net income and other comprehensive income of approximately \$272,902 (2018 - \$400,800).

(e) Concentration risk

The Company is exposed to the possible risk inherent in the concentration of the investment portfolio in a small number of industries or investment sectors. As at December 31, 2019 and 2018, the percentages of the Company's investment in each industry sector were as follows:

Sector	As a % of Total Investments	
	December 31, 2019	December 31, 2018
Media / Entertainment	99.9	99.9
Other	0.1	0.1
Total	100.0	100.0

15. SUBSEQUENT EVENT

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

While the extent of the impact is unknown, we anticipate this may affect our investments, with the outbreak causing reduced customer demand, supply chain disruptions, staff shortages, and increased government regulations, all of which may negatively impact the Company's investments.