
PLYMOUTH REALTY CAPITAL CORP.

CONDENSED INTERIM FINANCIAL STATEMENTS

For the Three and Nine Months Ended September 30, 2019 and 2018

(Unaudited – Expressed in Canadian Dollars)

NOTICE TO READER

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

The accompanying unaudited condensed interim consolidated financial statements have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these condensed interim consolidated financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

PLYMOUTH REALTY CAPITAL CORP.
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION

(Unaudited – Expressed in Canadian Dollars)

	Note	September 30, 2019 \$	December 31, 2018 \$
ASSETS			
Current Assets			
Cash		837	31,039
GST recoverable		1,196	-
Total assets		2,033	31,039
LIABILITIES			
Current Liabilities			
Accounts payable and accrued liabilities	6	34,424	18,956
Due to shareholders	6	2,697	2,697
		37,121	21,653
SHAREHOLDERS' EQUITY (DEFICIT)			
Common shares		416,981	416,981
Deficit		(452,069)	(407,595)
		(35,088)	9,386
Total Liabilities and Equity		2,033	31,039

Nature of operations and going concern (Note 1)

Approved and authorized on behalf of the Board of Directors:

"Gunther Roehlig"
Director

"Barry Girling"
Director

PLYMOUTH REALTY CAPITAL CORP.
CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
For the three and nine months ended September 30, 2019 and 2018
(Unaudited – Expressed in Canadian Dollars)

	Note	Three Months Ended September 30,		Nine Months Ended September 30,	
		2019 \$	2018 \$	2019 \$	2018 \$
Expenses					
Accounting and audit		2,797	-	11,634	1,360
Filing fees		125	-	8,519	6,405
Legal and professional fees		9,402	-	14,561	-
Service contracts	6	5,426	2,274	9,670	8,435
Other		15	102	90	521
Total Expenses		(17,765)	(2,376)	(44,474)	(16,721)
NET LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD					
		(17,765)	(2,376)	(44,474)	(16,721)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING DURING THE PERIOD					
	4	4,925,000	4,925,000	4,925,000	4,925,000
LOSS PER SHARE - BASIC AND DILUTED					
		-	-	(0.01)	-

PLYMOUTH REALTY CAPITAL CORP.
CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY

(Unaudited – Expressed in Canadian dollars, except for share figures)

	Number of Shares #	Amount \$	Paid-in capital \$	Deficit \$	Total \$
Balance - January 1, 2018	6,225,000	416,981	67,402	(439,030)	45,353
Net and comprehensive loss for the period	-	-	-	(16,721)	(16,721)
Balance - September 30, 2018	6,225,000	416,981	67,402	(455,751)	28,632
Transfer of reserves to deficit	-	-	(67,402)	67,402	-
Net and comprehensive loss for the period	-	-	-	(19,246)	(19,246)
Balance - December 31, 2018	6,225,000	416,981	-	(407,595)	9,386
Balance - January 1, 2019	6,225,000	416,981	-	(407,595)	9,386
Net and comprehensive loss for the period	-	-	-	(44,474)	(44,474)
Balance - September 30, 2019	6,225,000	416,981	-	(452,069)	(35,088)

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

PLYMOUTH REALTY CAPITAL CORP.
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
For the nine months ended September 30, 2019 and 2018
(Unaudited – Expressed in Canadian Dollars)

	2019	2018
	\$	\$
Operating activities:		
Net loss for the period	(44,474)	(16,721)
Changes in non-cash working capital related to operations:		
GST recoverable	(1,196)	-
Accounts payable and accrued liabilities	15,468	(4,301)
Net cash used in operating activities	(30,202)	(21,022)
(Decrease) increase in cash during the period	(30,202)	(21,022)
Cash – beginning of the period	31,039	54,624
Cash – end of the period	837	33,602

There were no cash investing and financing activities during the periods ended September 30, 2019 and 2018.

PLYMOUTH REALTY CAPITAL CORP.
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
For the three and nine months ended September 30, 2019 and 2018
(Unaudited – Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Plymouth Realty Capital Corp. (“the Company”) was incorporated under the Business Corporation Act (Ontario) on July 15, 2013 and on March 21, 2019, was continued under the British Columbia Business Corporations Act. From incorporation to the date of these interim financial statements, there have been no significant operations. The Company is a Capital Pool Company, as defined in Policy 2.4 of the TSX Venture Exchange, the principal business of which is the identification and evaluation of assets or businesses for the purpose of completing a qualifying transaction. On June 24, 2016 the Company was transferred to the NEX Board. The Company will remain on the NEX Board until it has identified and completed a qualifying transaction. The head office of the Company was changed, on continuation to British Columbia, to 704-595 Howe Street, Vancouver, British Columbia.

These condensed interim financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. The Company’s ability to meet its obligations and maintain its current operations is contingent upon successful completion of additional financing arrangements.

The Company has incurred operating losses since inception and has a net loss for the nine months ended September 30, 2019 of \$44,474 and a retained deficit of \$452,069 at that date. The Company’s continued operations are dependent on its ability to complete a qualifying transaction, generate future cash flows and obtain additional financing. Although the Company has been successful in the past 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 advantageous to the Company. These conditions create material uncertainties which may cast significant doubt upon the Company’s ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATION

Statement of Compliance

These condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) applicable to the preparation of interim financial statements, including IAS 34, *Interim Financial Reporting*. The condensed interim financial statements should be read in conjunction with the audited annual financial statements for the period ended December 31, 2018, which have been prepared in accordance with IFRS as issued by the IASB.

The accounting policies applied by the Company in the preparation of these condensed interim financial statements are consistent with those applied for the year ended December 31, 2018.

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For the three and nine months ended September 30, 2019 and 2018
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These condensed interim financial statements are presented in Canadian dollars, which is the functional currency of the Company and are prepared on a going concern basis. The financial statements were approved by the Board of Directors of the Company on November 25, 2019.

Changes in accounting policies

New and amended standards adopted by the company

IFRS 16, *Leases* (“IFRS 16”), is a new standard that sets out the principles for the recognition, measurement and disclosure of leases. This new standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. For lessors, IFRS 16 carries forward the lessor accounting requirements in IAS 17, *Leases*, with enhanced disclosure requirements that will provide information to the users of financial statements about a lessor’s risk exposure, particularly to residual value risk. IFRS 16 was applicable to the Company as of January 1, 2019. The adoption of this standard did not have a material measurement or disclosure impact on the Company’s financial statements.

3. FINANCIAL INSTRUMENTS

Fair value

The Company’s financial instruments consist of cash, accounts payable and accrued liabilities and due to shareholders, the fair value of which approximates carrying value due to the short-term nature of these instruments.

Liquidity risk

Liquidity risk is the risk that the Company will have difficulties in paying its financial liabilities. The Company manages this risk by ensuring it has sufficient cash on hand to meet obligations as they come due by forecasting cash flows from operations, cash required for investing activities and cash from financing activities. Accounts payable are due under normal commercial terms. As at September 30, 2019, the Company had cash of \$837 (December 31, 2018 - \$31,039) to settle liabilities of \$37,121 (December 31, 2018 - \$21,653 due within 12 months. Certain conditions cast significant doubt on the Company’s ability to meet its financial obligations. Refer to Note 1 for more information regarding the Company’s liquidity risk.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to 30% of the gross proceeds may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until the completion of a qualifying transaction by the Company, as defined under the policies of the TSX-V. As the Company has not completed a qualifying transaction in the expected time period, additional costs have been incurred to cover the Company’s general expenses. This has resulted in the Company exceeding this restriction.

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Interest rate risk

Interest rate risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's cash balances are not held in investment accounts, therefore, is not exposed to the risk from interest rate fluctuations.

Credit risk

Credit risk is the risk one party to a financial instrument will cause a financial loss for the party by failing to pay for its obligations. The Company is subject to credit risk with respect to its cash balances. The Company mitigates credit risk by depositing cash with a Canadian schedule I chartered bank and monitoring the bank's credit ratings.

4. COMMON SHARES

Authorized and issued

Unlimited common shares, without par value – 6,225,000 issued and outstanding.

As of September 30, 2019, the directors and officers of the company beneficially own, directly or indirectly, or have control or direction over 1,250,000 common shares, or approximately 20.1% of the issued and outstanding common shares of the company.

Escrowed shares

On November 28, 2018, Gunther Roehlig was appointed as Chief Executive Officer, Chief Financial Officer and director of the Company. Mr. Roehlig purchased a total of 1,200,000 escrow common shares at a price of \$0.10 per share from certain escrow shareholders. All of these shares remain in escrow at September 30, 2019.

The total shares held in escrow at September 30, 2019 was 1,300,000 (December 31, 2018 – 1,300,000). These shares are excluded from the calculation of loss per share, resulting in 4,925,000 common shares being included in the calculation of weighted average number of shares outstanding for the three and nine months ended September 30, 2019 (2018 – 4,925,000).

Stock options

The Company adopted a share option plan (the "Plan") on August 6, 2013 for certain employees and non-employees. The Plan provides for a floating maximum limit of 10% of the outstanding common shares, as permitted by the policies of the TSX-V. The exercise price of option grants will be determined by the Board of Directors, but cannot be lower than the price permitted by the TSX-V. The Plan provides that the number of common shares that may be reserved for issuance to any one individual upon exercise of all share options held by such individual may not exceed 5% of the issued common shares, if the individual is a director or officer, or 2% of the issued common shares, if the individual is a consultant or engaged in providing investor relations services, on a yearly basis. Subject to earlier termination, all share options granted under the Plan will expire not later than the date that is five years from the date that such share options are granted. In the

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event that an optionee ceases to be a director, officer, employee or consultant, the option will terminate within ninety days. In the event of the death of an optionee, the options will only be exercisable within 12 months of such death. Options granted under the Plan are not transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession.

Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

	Exercise price	Options
	\$	#
As at December 31, 2016 and 2017	0.10	314,505
Expired	0.10	(314,505)
As at December 31, 2018 and September 30, 2019	-	-

5. CAPITAL MANAGEMENT

The Company defines its capital as its shareholders' equity, net of deficit, which as at September 30, 2019, totaled a deficit of \$35,088 (December 31, 2018 – equity \$9,386). The Company manages its capital to ensure that sufficient funds are available to fund operations, including the identification and acquisition of businesses or assets. Until the Company completes its qualifying transaction, the amount of capital it is permitted to raise is limited to \$5 million by the Capital Pool Company Policy of the TSX Venture Exchange.

The Company's capital management objectives, policies and processes have remained unchanged during the period ended September 30, 2019. The Company is not subject to externally imposed capital requirements.

6. RELATED PARTY TRANSACTIONS

Prior to November 23, 2018, Plymouth Group Real Estate, LLC (the prior Sponsor), a related entity under common control, allocated certain employees and office space in order to provide the day-to-day operations of the Company. The prior Sponsor did not charge the Company for any of these costs.

Amounts due to shareholders represent overpayments made for the initial issuance of common shares. These amounts are non-interest bearing and have no set terms of repayment.

As at September 30, 2019, the Company had \$5,912 (December 31, 2018 - \$nil) in accounts payable and accrued liabilities owing to related parties. Compensation paid or accrued to key management or companies controlled by key management personnel during the period was \$nil (2018 - \$nil). All transactions with related parties have occurred in the normal course of operations. On July 1, 2019 the Company entered into a rental agreement with a company, in which the CEO of the Company is a director, for the provision of office

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space for a monthly fee of \$1,500. The rental service costs are included in service contracts in the statements of loss and comprehensive loss.