

Bold Capital Enterprises Ltd.

Interim Condensed Financial Statements
For the nine-month period ended
September 30, 2020

**UNAUDITED INTERIM CONDENSED FINANCIAL STATEMENTS FOR THE NINE-MONTH PERIOD
ENDED SEPTEMBER 30, 2020**

Statements regarding the interim condensed financial statements

Management has prepared the accompanying interim condensed financial statements of Bold Capital Enterprises Ltd. which include the interim condensed statement of financial position as at September 30, 2020, and the interim condensed statements of net income and comprehensive income, changes in equity and cash flows for the nine-month period then ended. No audit firm has examined or audited these interim condensed financial statements.

Bold Capital Enterprises Ltd.

INTERIM CONDENSED STATEMENT OF NET INCOME AND COMPREHENSIVE INCOME

For the period of

“Unaudited”

	Nine months ended September 30, 2020	Nine months ended September 30, 2019	Three months ended September 30, 2020	Three months ended September 30, 2019
REVENUE	\$ -	\$ -	\$ -	\$ -
OPERATING EXPENSES				
Listing and maintenance expenses	16,585	17,312	3,103	(267)
Professional fees	130,884	44,605	38,580	3,630
Stock-based compensation	-	54,000	-	-
	147,469	115,917	41,683	3,363
NET LOSS AND COMPREHENSIVE LOSS	\$ (147,469)	\$ (115,917)	\$ (41,683)	\$ (3,363)
Net loss per share (Note 7)				
Net loss, basic and diluted	\$ (0.020)	\$ (0.019)	\$ (0.006)	\$ (0.000)
Basic and diluted weighted average number of shares (Note 7)	7,264,500	5,944,690	7,264,500	6,999,456

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

Bold Capital Enterprises Ltd.

INTERIM CONDENSED STATEMENT OF CHANGES IN EQUITY

For the nine-month period ended September 30,

“Unaudited”

	Number			2020 Amount			
	Common shares	Stock options	Total	Share capital	Contributed surplus	Deficit	Total
	BALANCE, as at December 31, 2019	7,264,500	1,072,900	8,337,400	\$ 404,925	\$ 72,000	\$ (182,995)
Net loss and comprehensive loss of the period	-	-	-	-	-	(147,469)	(147,469)
BALANCE, as at September 30, 2020	7,264,500	1,072,900	8,337,400	\$ 404,925	\$ 72,000	\$ (330,464)	\$ 146,461

	Number			2019 Amount			
	Common shares	Stock options	Total	Share capital	Contributed surplus	Deficit	Total
	BALANCE, as at December 31, 2018	3,800,000	-	3,800,000	\$ 190,000	\$ -	\$ (76,022)
Share issuance (Note 4)	3,464,500	-	3,464,500	346,450	-	-	346,450
Share issuance costs (Note 4)	-	-	-	(87,054)	-	-	(87,054)
Cash	-	-	-	(18,000)	18,000	-	-
Stock options	-	346,450	346,450	-	-	-	-
Stock-based compensation (Note 6)	-	726,450	726,450	-	54,000	-	54,000
Net loss and comprehensive loss of the period	-	-	-	-	-	(115,917)	(115,917)
	3,464,500	1,072,900	4,537,400	241,396	72,000	(115,917)	197,479
BALANCE, as at September 30, 2019	7,264,500	1,072,900	8,337,400	\$ 431,396	\$ 72,000	\$ (191,939)	\$ 311,457

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

Bold Capital Enterprises Ltd.

INTERIM CONDENSED STATEMENT OF FINANCIAL POSITION

As at	September 30, 2020	December 31, 2019
	(unaudited)	(audited)
ASSETS		
CURRENT ASSETS		
Cash in trust	\$ 153,147	\$ 314,753
Prepaid expenses	1,495	-
	<u>\$ 154,642</u>	<u>\$ 314,753</u>
LIABILITIES		
CURRENT LIABILITIES		
Accounts payable	\$ 8,181	\$ 20,823
SHAREHOLDERS' EQUITY		
Share capital (Note 4)	404,925	404,925
Contributed surplus (Note 6)	72,000	72,000
Deficit	<u>(330,464)</u>	<u>(182,995)</u>
	<u>146,461</u>	<u>293,930</u>
	<u>\$ 154,642</u>	<u>\$ 314,753</u>

Statutes of incorporation and nature of activities (Note 1)

On behalf of the Board,

(s) Peter Rona, President

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

Bold Capital Enterprises Ltd.

INTERIM CONDENSED STATEMENT OF CASH FLOWS

For the nine-month period ended September 30,

2020

2019

“Unaudited”

OPERATING ACTIVITIES

Net loss	\$	(147,469)	\$	(115,917)
Stock-based compensation		-		54,000
Net change in non-cash working capital items				
Prepaid expenses		(1,495)		-
Accounts payable		(12,642)		(10,434)
		<u>(161,606)</u>		<u>(72,351)</u>

FINANCING ACTIVITIES

Issuance of common shares		-		346,450
Share issuance costs		-		(87,054)
		<u>-</u>		<u>259,396</u>

INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS (161,606) 187,045

CASH IN TRUST, beginning of period 314,753 132,660

CASH IN TRUST, end of period \$ 153,147 \$ 319,705

Cash flows from operating activities do not include any interest paid or encashed, nor any tax paid.

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

Bold Capital Enterprises Ltd.

NOTES TO INTERIM CONDENSED FINANCIAL STATEMENTS

As at September 30, 2020

1. STATUTES OF INCORPORATION AND NATURE OF ACTIVITIES

The Company was incorporated on May 16, 2018 under the Canada Business Corporations Act to become a Capital Pool Company listed on the TSX Venture Exchange Inc. (the “Exchange”), according to the provisions of Policy 2.4 of the TSX Venture Exchange Corporate Finance Manual. The Company’s shares were admitted to trading on April 23, 2019 under the symbol BOLD.P.

The address of the Company's registered office is 70, Dalhousie Street, Suite 300, Québec, Québec, Canada.

The principal business of the Company is the identification and evaluation of assets or business with a view to completing a Qualifying Transaction under policies of the Exchange (Note 9). The Company must complete a Qualifying Transaction, which is subject to the approval of the Exchange. In the case of non-arm’s length Qualifying Transaction, defined by the Policy 2.4, the Company must also receive Majority of the Minority shareholders’ approval, in accordance with the Policy 2.4.

2. BASIS OF PREPARATION

Statement of compliance

The interim condensed financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and are in conformity with IAS 34.

The accounting policies described below have been applied on a uniform basis in the interim condensed financial statements.

The interim condensed financial statements were authorized for issue by the Board of Directors on November 26, 2020.

Basis of measurement

The interim condensed financial statements of the Company have been prepared on the going concern assumption and on the historical cost basis, except for the financial asset measured at fair value through net income.

Presentation and functional currency

The financial statements are presented in Canadian dollars, which is also the functional currency of the Company.

Use of estimates and judgments

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenues and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and in any future years affected.

Bold Capital Enterprises Ltd.

NOTES TO INTERIM CONDENSED FINANCIAL STATEMENTS

As at September 30, 2020

2. BASIS OF PREPARATION (continued)

Use of estimates and judgments

Information related to critical judgments in applying accounting policies and estimates that have the most significant impact on the financial statements relates to deferred income taxes and fair value of stock options.

3. SIGNIFICANT ACCOUNTING POLICIES

Income taxes

The Company provides for income taxes using the asset and liability method of accounting for deferred income taxes. Under this method, deferred tax assets and liabilities are determined based on deductible or taxable temporary differences between the carrying value and tax values of assets and liabilities using enacted or substantively enacted income tax rates expected to be in effect for the year in which the differences are expected to be absorbed. A deferred tax asset must be recognized for any deductible temporary differences to the extent that it is likely that a taxable income, to which these deductible temporary differences can be charged, will be available.

Financial instruments

Recognition, initial measurement and derecognition

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument and they are measured initially at fair value adjusted for transaction costs (when applicable).

Financial assets are derecognized when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred. A financial liability is derecognized when it is extinguished, discharged, cancelled or expired.

Classification of financial assets

The classification is determined by both:

- The entity's business model for managing the financial assets;
- The contractual cash flow characteristics of the financial asset.

Bold Capital Enterprises Ltd.

NOTES TO INTERIM CONDENSED FINANCIAL STATEMENTS

As at September 30, 2020

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments

Subsequent measurement of financial assets

Financial assets are measured at amortized cost if they meet the following conditions:

- They are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows;
- The contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, these are measured at amortized cost using the effective interest method. The Company's cash falls into this category of financial assets.

Classification and subsequent measurement of financial liabilities

Financial liabilities are measured at amortized cost using the effective interest method.

The Company's accounts payable fall into this category of financial liabilities.

Share issuance costs

Costs directly identifiable with the issuance of shares are deferred as an asset until the issuance of the shares. At issuance, these costs are recorded as a reduction of share capital. In case of abandonment, these costs are recognized in net income.

Stock-based compensation and other stock-based payments

The Company has a stock option plan under which directors, executives, employees and consultants can be granted stock options of the Company.

Each grant is treated separately with its proper vesting period and its own fair value at the grant date, determined by the Black & Scholes option pricing model. Compensation expense is recognized over the vesting period of each grant according to the number of options granted that should be vested, and any impact is immediately recognized. Any consideration paid by the employees on exercise or purchase of stock options is credited to share capital. The value attributed to stock options is transferred to share capital at the issuance of common shares or to contributed surplus upon termination of the option.

In the normal course of business, the Company grants options in exchange for goods or services to parties other than directors, executives or employees. For these transactions, the Company evaluates the goods or services received and the increase in equity, which is the counterpart, directly to the fair value of goods or services received, unless that fair value cannot be reliably estimated. In this case, the fair value is the value of the options issued on the market at the date the goods or services are received.

Bold Capital Enterprises Ltd.

NOTES TO INTERIM CONDENSED FINANCIAL STATEMENTS

As at September 30, 2020

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Costs relating to assets or businesses acquisition

All costs incurred to identify and evaluate assets or businesses that may be acquired are recognized as expenses at the time they are incurred.

Cash and cash equivalents

Cash and cash equivalents include cash and highly liquid financial instruments, with an initial term of three months or less, when appropriate.

New standards and interpretations not yet adopted

A number of new standards, and amendments to standards and interpretations published by the International Accounting Standards Board are not yet effective and have not been applied in preparing these financial statements. None of these is expected to have a significant impact on the interim condensed financial statements of the Company.

4. SHARE CAPITAL

Authorized

An unlimited number of voting common shares without par value

	September 30, 2020	December 31, 2019
	(unaudited)	(audited)
Stated and outstanding		
7,264,500 common shares	\$ 404,925	\$ 404,925

Issuance of shares

A total of 3,800,000 common shares (the "Seed Shares") are subject to an escrow agreement: 10% of the escrowed Seed Shares will be released from escrow on the acceptance by the Exchange of the Company's Qualifying Transaction (the "Initial Release"). An additional 15% will be released on each of the dates that are 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the Initial Release. Any common shares acquired pursuant to the exercise of incentive stock options prior to completion of the Qualifying Transaction must be deposited in escrow and will be subject to escrow until the Initial Release is issued.

On April 16, 2019, the Company closed its Initial Public Offering (the "IPO") for the issuance of 3,464,500 common shares (the "Offering") of the Company at \$0.10 per share for gross proceeds of \$346,450. The Company paid the Agent a cash commission of \$34,645 and issued to the Agents broker options to purchase 346,450 common shares at \$0.10 per share until April 16, 2021.

Bold Capital Enterprises Ltd.

NOTES TO INTERIM CONDENSED FINANCIAL STATEMENTS

As at September 30, 2020

5. CAPITAL DISCLOSURES

The Company includes the total of the equity in the capital definition. In terms of capital management, the Company's objectives are to preserve its ability to continue its operation to ensure its sustainability and to provide an adequate return to its shareholders, and to ensure sufficient equity financing to find a Qualifying Transaction in a way that maximizes the shareholders' return given the assumed risks of the operation. The Company may issue new shares following approval by the Board of Directors.

Under Exchange Policy 2.4, the Company is restricted in its use of proceeds raised from the issuance of common shares. The proceeds may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or \$210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company.

As at September 30, 2020, the Company incurred costs of issuing common shares or administrative or general expenses, the total of which exceeds the maximum permitted by Policy 2.4. However, the Company is of the opinion that these expenses are acceptable, considering the relevant amount.

6. STOCK OPTION PLAN

The Company has adopted an incentive stock option plan (the "Stock Option Plan") which provides that the Board of Directors may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers and employees of the Company and its affiliates and to consultants and management company employees non-transferable options to purchase common shares for a period of up to ten years from the date of the grant, provided that the number of common shares reserved for issuance may not exceed 10% of the total issued and outstanding common shares after the completion of the contemplated initial public offering.

Pursuant to the Stock Option Plan, the maximum number of common shares reserved for issuance in any 12-month period to any one optionee other than a consultant may not exceed 5% of the issued and outstanding common shares at the date of the grant. The maximum number of common shares reserved for issuance in any 12-month period to any consultant may not exceed 2% of the issued and outstanding common shares at the date of the grant.

On April 16, 2019, the Company granted stock options to directors and officers of the Company for the right to purchase 726,450 common shares at a price of \$0.10 per share exercisable until April 16, 2024. The Company recorded a share-based payment of \$54,000 on these stock options. The fair value of the options was determined using the Black & Scholes option pricing model with the following assumptions: Share price on grant date of \$0.10; Risk-free interest rate of 1.58%; Dividend yield of Nil; Expected volatility of 100%; and Expected life of 5 years.

The value of these options has been recognized as stock-based compensation in net income.

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NOTES TO INTERIM CONDENSED FINANCIAL STATEMENTS

As at September 30, 2020

6. STOCK OPTION PLAN (continued)

The Company issued to the Agents broker of its IPO options to purchase 346,450 common shares at \$0.10 per share until April 16, 2021. The Company recorded a fair value of the Agent's options of \$18,000 using the Black & Scholes option pricing model with the following assumptions: Share price on grant date of \$0.10; Risk-free interest rate of 1.58%; Dividend yield of Nil; Expected volatility of 100%; and Expected life of 2 years.

The value of these options has been recognized as issuance costs charged against share capital.

Determination of the volatility assumption of stock options is based on a historical volatility analysis over a period equal to the life of the options.

The following table summarizes the situation of the Company's stock option plan and the changes incurred during the nine-month period ended:

	September 30, 2020			September 30, 2019		
	(unaudited)			(unaudited)		
	Number	Weighted average exercise price	Number	Weighted average exercise price		
Outstanding, beginning of the period	1,072,900	\$ 0.10	-	\$ -	-	-
Granted	-	-	1,072,900	0.10		
Outstanding, end of the period	1,072,900	\$ 0.10	1,072,900	\$ 0.10		
Options exercisable, end of the period	1,072,900	\$ 0.10	1,072,900	\$ 0.10		

The following table summarizes information about the options outstanding and exercisable as at September 30, 2020:

Exercise price	Options outstanding			Options exercisable		
	Number of options outstanding	Weighted average remaining contractual life	Weighted average exercise price	Number of options exercisable	Weighted average exercise price	
\$0.10	1,072,900	2.58 years	\$ 0.10	1,072,900	\$ 0.10	

Bold Capital Enterprises Ltd.

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7. INCOME PER SHARE

The basic income per common share is calculated by dividing the net income (net loss) assumed by the common shareholders by the weighted average number of common shares outstanding during the period. The diluted net income (net loss) per share is calculated giving effect to the potential dilution that could occur if the instruments to issue common shares were exercised at the later of the beginning of the year or the issuance date. The treasury stock method is used to determine the dilutive effect of the instruments.

For the nine-month period ended September 30, 2020, the diluted net loss per share was the same as the basic net loss per share since the dilutive effect of stock options was not included in the calculation: otherwise the effect would have been antidilutive. The number of stock options not included in the calculation for this period is 1,072,900 stock options. Accordingly, the diluted net loss per share was calculated using the basic weighted average number of shares outstanding.

8. FINANCIAL RISKS

Objectives and politics concerning financial risk management

The Company considers managing risk as being an integral part of its development and diversification strategies. It is exposed to various risks related to its financial instruments. The Company focusses on actively securing short to medium term cash flows by minimizing the exposures to financial markets. The Company does not enter into financial instrument agreements including derivative financial instruments for speculative purposes.

Financial risks

The Company's most significant financial risk exposure is as follows:

Credit risk

Credit risk relates to the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. As at September 30, 2020, the Company holds its cash in a trust account in a law firm.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company is exposed to this risk primarily through its accounts payable. However, as at September 30, 2020, it does not incur any liquidity risk due to its available cash.

Bold Capital Enterprises Ltd.

NOTES TO INTERIM CONDENSED FINANCIAL STATEMENTS

As at September 30, 2020

9. SIGNIFICANT EVENTS

Agreement in principle

On April 2020, the Company reached an agreement in principle with Dymedso Inc. According to the terms of the agreement in principle, both companies are committed to combine at a ratio of 88% for the shareholders of Dymedso Inc. and 12% for the shareholders of the Company, calculated prior to any additional financing. This operation is subject to various conditions such as its approval by the Board of Directors of the Company and that of Dymedso Inc., and the completion of a concurrent private or public placement of a minimum of \$2,000,000 and a maximum of \$5,000,000.

On October 16, 2020, the Company extended to December 15, 2020 the expiring of this agreement in principle.

Dymedso Inc. is a medical device company that uses acoustic sound to treat patients with lung problems. Its flagship product, the Frequencer V2x, provides airway clearance therapy and promotes bronchial drainage by inducing vibration through the chest walls.

Coronavirus pandemic (COVID-19)

The coronavirus pandemic (COVID-19) results in an economic downturn across all markets, which has potential financial impacts on the Company. This pandemic leads to a significant economic uncertainty and, consequently, it is difficult to reliably estimate the potential financial impact of this uncertainty.