



ROADMAN INVESTMENTS CORP.

Condensed Consolidated Interim Financial Statements
For the three months ended September 30, 2021 and 2020

(Expressed in Canadian dollars unless otherwise stated)

(Unaudited)

Notice of no Auditor Review of Interim Financial Statements

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

The accompanying unaudited condensed consolidated interim financial statements of the Company 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 consolidated interim condensed consolidated interim financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

ROADMAN INVESTMENTS CORP.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

	Notes	September 30, 2021 (Unaudited) \$	June 30, 2021 (Audited) \$
ASSETS			
Current Assets			
Cash		447,199	1,011,407
Other receivables		1,861	1,861
Prepaid expenses and deposits		315,302	402,368
Investments	4	1,244,488	1,340,000
		2,008,850	2,755,636
Non-current Assets			
Investments	4	200,448	168,448
		200,448	168,448
Total assets		2,209,298	2,924,084
LIABILITIES			
Current Liabilities			
Accounts payable and accrued liabilities	7	341,452	397,663
Deferred termination benefit		11,962	11,962
Loans payables	5	13,500	13,500
Total liabilities		366,914	423,125
SHAREHOLDERS' EQUITY (DEFICIENCY)			
Share capital	6	16,070,940	16,033,140
Subscription receivable		(5,000)	(29,000)
Share-based reserves	6	2,353,181	2,353,181
Deficit		(16,550,332)	(15,829,957)
Total shareholders' equity (deficiency)		1,868,789	2,527,364
Non-controlling interests	8	(26,405)	(26,405)
Total equity (deficiency)		1,842,384	2,500,959
Total Liabilities and Equity		2,209,298	2,924,084

Going concern (Note 2)

Commitments and contingencies (Note 13)

Subsequent event (Note 14)

These condensed consolidated interim financial statements were authorized for issue by the board of directors on November 29, 2021 and were signed on its behalf by

“Luke Montaine”
Director

“Richard Lonsdale-Hands”
Director

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

ROADMAN INVESTMENTS CORP.**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF COMPREHENSIVE LOSS**

(EXPRESSED IN CANADIAN DOLLARS UNLESS OTHERWISE STATED)

(Unaudited – Prepared by Management)

	Notes	Three Months Ended September 30, 2021	Three Months Ended September 30, 2020
		\$	\$
EXPENSES			
Advertising and promotion		129,017	-
Consulting		23,250	29,958
Corporate development		89,750	-
Depreciation		-	704
Filing and transfer agent fees		7,834	6,700
Interest expense		326	187
Legal		-	37,852
Licensing		37,800	-
Office and miscellaneous		8,103	2,110
Professional fees	7	96,600	72,524
Rent		6,300	-
		(398,980)	(150,035)
OTHER ITEMS			
Fair value adjustment on investments	4	(474,599)	-
Gain (loss) on sale of marketable securities	4	153,204	(56,140)
		(321,395)	(56,140)
NET LOSS AND COMPREHENSIVE LOSS FOR THE YEAR		(720,375)	(206,175)
Net loss and comprehensive loss attributable to			
Equity holders of the Company		(720,375)	(206,175)
Non-controlling interest		-	-)
		(720,375)	(206,175)
Basic and diluted loss per share attributable to equity holders of the Company		(0.00)	(0.00)
Weighted average number of shares outstanding		197,273,944	127,217,524

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

ROADMAN INVESTMENTS CORP.**CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY**

(EXPRESSED IN CANADIAN DOLLARS UNLESS OTHERWISE STATED)

(Unaudited – Prepared by Management)

	Number of Shares	Share Capital	Share-based reserves	Subscription receivable	Deficit	Non-controlling interests	Total
	#	\$	\$	\$	\$	\$	\$
Balance, July 1, 2020	127,217,524	11,019,976	2,104,203	-	(13,238,434)	(26,405)	(140,660)
Share-based compensation	-	-	-	-	-	-	-
Total comprehensive loss for the period	-	-	-	-	(206,175)	-	(206,175)
Balance, September 30, 2020	127,217,524	11,019,976	2,104,203	-	(13,444,609)	(26,405)	(346,835)
Balance, June 30, 2020	199,275,636	16,033,140	2,353,181	(29,000)	(15,829,957)	(26,405)	2,500,959
Share issued for services	756,000	37,800	-	-	-	-	37,800
Subscription received	-	-	-	24,000	-	-	24,000
Total comprehensive loss for the period	-	-	-	-	(720,375)	-	(720,375)
Balance, September 30, 2021	200,031,636	16,070,940	2,353,181	(5,000)	(16,550,332)	(26,405)	1,842,384

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

ROADMAN INVESTMENTS CORP.**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS**
(EXPRESSED IN CANADIAN DOLLARS UNLESS OTHERWISE STATED)
(Unaudited – Prepared by Management)

	Three Months Ended September 30, 2021	Three Months Ended September 30, 2020
	\$	\$
OPERATING ACTIVITIES		
Net loss for the year	(720,375)	(206,175)
Items not affecting cash:		
Depreciation	-	704
Fair value adjustment on investments	474,599	-
(Gain) loss on sale of marketable securities	(153,204)	56,140
Shares issued for services	37,800	-
Changes in non-cash working capital items:		
Other receivables	-	(3,309)
Prepaid expenses and deposits	87,066	29,958
Accounts payable and accrued liabilities	(56,212)	55,650
	(330,325)	(67,032)
INVESTING ACTIVITIES		
Investments purchased	(533,328)	-
Proceeds from sale of investments	275,445	65,769
	(257,883)	65,769
FINANCING ACTIVITIES		
Subscription received	24,000	-
	24,000	-
Change in cash	(564,208)	(1,263)
Cash, beginning of the period	1,011,407	81,786
Cash, end of the period	447,199	80,523
Supplemental cash flow disclosures		
Cash paid for interest or income taxes during the period	-	-

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

ROADMAN INVESTMENTS CORP.

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended September 30, 2021 and 2020

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

1. NATURE OF BUSINESS

Roadman Investments Corp. (formerly Urban Select Capital Corporation) (the “Company”) was incorporated on September 12, 2007 under the laws of British Columbia, Canada. On April 5, 2019, the Company changed its name from Urban Select Capital Corporation to Roadman Investments Corp. The Company maintains its head office and its registered office at Suite 810 – 789 West Pender Street, Vancouver, British Columbia, Canada, V6C 1H2.

The Company is focused on investing growth capital in private and public companies in a broad range of sectors including fintech, education, natural resources, healthcare and consumer retail services. The common shares of the Company are listed for trading on the TSX Venture Exchange (“TSX-V”) under the symbol “LITT”.

2. BASIS OF PREPARATION

Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34 Interim Financial Reporting. They do not include all of the information required for full annual financial statements and should be read in conjunction with the Company’s audited annual consolidated financial statements for the year ended June 30, 2021, which have been prepared with International Financial Reporting Standards (“IFRS”).

These condensed consolidated interim financial statements were authorized for issue in accordance with a resolution of the Board of Directors dated November 29, 2021.

Basis of consolidation

These condensed consolidated interim financial statements incorporate the financial statements of the Company and entities controlled by the Company. Control exists when the Company has (i) power over the investee, (ii) exposure, or rights to variable returns from its investment with the investee, and (iii) the ability to use its power over the investee to affect the amount of the investor’s returns. The financial statements of subsidiaries are included in the condensed consolidated interim financial statements from the date that control commences until the date that control ceases. All inter-company transactions, balances, income and expenses are eliminated on consolidation.

The Company owns 50.5% equity in Bellini Fine Art Inc. (“Bellini”), an entity incorporated on August 2, 2016 under the laws of British Columbia, Canada. Bellini is the general partner of Art Flow Through Limited Partnership (“Art Flow”), a limited partnership formed on September 21, 2016 under the British Columbia Partnership Act. Pursuant to the Limited Partnership Agreement dated September 21, 2016, the general partner has exclusive authority and responsibility to manage and control the business of the partnership, and is liable for all the debts and losses of the partnership. Art Flow has a fiscal year end of December 31. These condensed consolidated interim financial statements incorporate the accounts of Bellini and Art Flow as at June 30, 2021 and the operations of Bellini and Art Flow for the period from July 1, 2020 to June 30, 2021.

ROADMAN INVESTMENTS CORP.

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended September 30, 2021 and 2020

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

2. BASIS OF PREPARATION (continued)

Basis of consolidation (continued)

These condensed consolidated interim financial statements comprise the accounts of the Company and the following Canadian incorporated subsidiaries of the Company:

Entity	Percentage Ownership
Bellini Fine Art Inc.	50.5%
Art Flow Through Limited Partnership	Owned 50% by Bellini Fine Art Inc.
1137182 B.C. Ltd.	100%
1151555 B.C. Ltd.	100%
1151556 B.C. Ltd.	100%
1151559 B.C. Ltd.	100%
1151561 B.C. Ltd.	100%
Genesis Fintech Inc.	100%

Non-controlling interests in subsidiaries are identified separately in the Company's equity. Non-controlling interest consists of the non-controlling interest at the date of contribution plus the non-controlling interest's share of profit or loss and other comprehensive income or loss since inception, even if this results in the non-controlling interest having a deficit balance.

Going concern

These condensed consolidated interim financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has incurred losses since inception and had an accumulated deficit of \$16,550,332 as at September 30, 2021. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and settle the outstanding loans payable on reasonable terms, and/or to commence profitable operations in the future. Although the Company has been successful in raising funds in the past, there is no assurance that it will be able to obtain adequate financing when needed, or if available, the funding is at the acceptable terms. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

These condensed consolidated interim financial statements do not give effect to adjustments to the carrying value and classification of assets and liabilities and related expense that would be necessary should the Company be unable to continue as a going concern and such adjustments could be material.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. The Company's operations have not been drastically impacted by the pandemic. Management of the Company continues to monitor the situation and is following the protocols and rules set in place by the provincial and federal governments.

Basis of measurement

These condensed consolidated interim financial statements have been prepared on a historical cost basis except for certain financial instruments that are measured at fair values as discussed in Note 3. In addition, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

ROADMAN INVESTMENTS CORP.

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended September 30, 2021 and 2020

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

2. BASIS OF PREPARATION (continued)

Judgments and estimates

The preparation of the condensed consolidated interim financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. The estimates and associated assumptions are based on historical circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from these estimates.

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 if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

Judgments made by management in the application of IFRS that have a significant effect on the condensed consolidated interim financial statements and estimates with a significant risk of material adjustment in the current and following fiscal years are discussed in Note 3.

Reclassifications

Certain reclassifications have been made to the prior period's condensed consolidated interim financial statements to conform to the current period's presentation on the condensed consolidated interim statements of financial position and comprehensive loss.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been consistently applied to all years presented in these condensed consolidated interim financial statements, unless otherwise indicated.

Cash

Cash consists of cash on hand and highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash.

Equipment

Equipment is recorded at cost less accumulated depreciation and accumulated impairment losses. The cost of an item of equipment consists of the purchase price, any costs directly attributable to bringing the asset into operation and an initial estimate of any rehabilitation obligation.

Property and equipment are generally depreciated on a straight-line basis over their estimated useful lives as follows:

Computer equipment	3 years
Computer software	2 years
Office furniture	5 years

An item of equipment is derecognized upon disposal, when held for sale or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in the condensed consolidated interim statements of comprehensive loss. The Company conducts an annual assessment of the residual balances, useful lives and depreciation methods being used for equipment and any changes arising from the assessment are applied by the Company prospectively.

ROADMAN INVESTMENTS CORP.

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended September 30, 2021 and 2020

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial Instruments

(i) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss (“FVTPL”), at fair value through other comprehensive income (loss) (“FVTOCI”) or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company’s business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The following table shows the Company’s financial assets and liabilities classification:

Financial assets/liabilities	Classification
Cash	FVTPL
Other receivable	Amortized cost
Investments	FVTPL
Accounts payable	Amortized cost
Loans payable	Amortized cost

(ii) Measurement

Initial measurement

The classification is determined at initial recognition and depends on the nature and purpose of the financial asset. On initial recognition, all financial assets and financial liabilities are recorded at fair value adjusted for directly attributable transaction costs except for financial assets and liabilities classified as FVTPL, in which case transaction costs are expensed as incurred.

Subsequent measurement

Financial assets and liabilities classified as amortized cost are measured using the effective interest method. Amortized cost is calculated by taking into account any discount or premiums on acquisition and fees that are an integral part of the effective interest method. Amortization from the effective interest method is included in finance income or costs.

Financial assets and liabilities classified as FVTPL are measured at fair value with changes in fair values recognized in profit or loss.

Equity investments designated as FVTOCI are measured at fair value with changes in fair values recognized in other comprehensive income (“OCI”). Dividends from that investment are recorded in profit or loss when the Company’s right to receive payment of the dividend is established unless they represent a recovery of part of the cost of the investment.

(iii) Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements of loss and comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

ROADMAN INVESTMENTS CORP.

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended September 30, 2021 and 2020

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial Instruments (continued)

(iv) Derecognition of financial assets and liabilities

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and / or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Gains and losses on derecognition of financial assets and liabilities classified as amortized cost are recognized in profit or loss when the instrument is derecognized or impaired, as well as through the amortization process. Gains and losses on derecognition of equity investments designated as FVTOCI (including any related foreign exchange component) are recognized in OCI. Amounts presented in OCI are not subsequently transferred to profit or loss, although the cumulative gain or loss may be transferred within equity.

(v) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the condensed consolidated interim statement of financial position if and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle liabilities simultaneously.

(vi) Fair value of financial instruments

The fair value of financial instruments that are traded in active markets at each reporting date is determined by reference to quoted market prices, without deduction for transaction costs. For financial instruments that are not traded in active markets, the fair value is determined using appropriate valuation techniques, such as using a recent arm's length market transaction between knowledgeable and willing parties, discounted cash flow analysis, reference to the current fair value of another instrument that is substantially the same, or other valuation models.

Investments

(i) Investment in associate

Associates are those entities in which the Company has significant influence, but not control, over the financial and operating policies. Desource Mining Corp. (Note 4) is classified as an investment in associates. Investments in associates that are held as part of the Company's investment portfolio are carried at fair value in the condensed consolidated interim statements of financial position. This treatment is permitted by IAS 28 *Investment in Associates*, whereby an entity may elect to measure an investment in an associate at fair value through profit or loss in accordance with IFRS 9 Financial Instruments: Recognition and Measurement regardless of whether the entity has significant influence over the associate when the investment is held by an investment entity. The Company elected to measure the changes in fair value of its investments in associates through profit or loss in accordance with IFRS 9.

ROADMAN INVESTMENTS CORP.

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended September 30, 2021 and 2020

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments (continued)

(ii) Investment in controlled subsidiaries

The Company owns 100% of the issued and outstanding common shares of Hard Rock Lithium Corp. and CLOV Biopharma Corp. The Company applied exemption of IFRS 10 *Consolidations*, not to consolidate a subsidiary when entity is an investment entity when it obtains control of another entity, and instead, an investment entity shall measure an investment in subsidiary at fair value through profit or loss in accordance with IFRS 9. These investments are held as part of the Company's investment portfolio carried at fair value in the condensed consolidated interim statements of financial position.

Functional and presentation currency

These condensed consolidated interim financial statements are presented in Canadian dollars, which is the Company's functional currency.

Foreign currency transaction

Foreign currency transactions are translated into the functional currency using exchange rates prevailing at the dates of the transactions. At the end of each reporting period, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary assets and liabilities are translated using the historical rate on the date of the transaction. Non-monetary assets and liabilities that are stated at fair value are translated using the historical rate on the date that the fair value was determined. All gains and losses on translation of these foreign currency transactions are charged to profit or loss.

Share capital

The Company records proceeds from the issuance of its common shares as equity. Incremental costs directly attributable to the issue of new common shares are shown in equity as a deduction, net of tax, from the proceeds. Common shares issued for consideration other than cash are valued based on their market value at the date that shares are issued.

Share-based payments

Share-based payments to employees and others providing similar services are measured at the grant date fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The amount recognized as an expense is adjusted to reflect the number of options expected to vest. The offset to the recorded cost is to share-based payments reserve. The number of options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount ultimately recognized as an expense is based on the number of options that eventually vest. Consideration received on the exercise of stock options is recorded as share capital and the related share-based payments reserve is transferred to share capital. Share-based payments recorded for unexercised stock options are transferred to deficit upon cancellation or expiration.

The fair value of the stock options is determined using the Black-Scholes option pricing model. Measurement inputs include share price on measurement date, exercise price of the instrument, expected volatility (based on weighted average historic volatility), weighted average expected life of the instruments (based on historical experience), expected dividends, forfeiture rates, and the risk-free interest rate (based on government bonds).

ROADMAN INVESTMENTS CORP.

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended September 30, 2021 and 2020

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition

Other income consists of realized losses on disposal of investments and fair value adjustments on investment and interest or dividends received. The Company followed IFRS 15 - *Revenue from Contracts with Customers* ("IFRS 15") to recognize revenue. IFRS 15 establishes a single five-step model framework for determining the nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with a customer. IFRS 15 requires entities to recognize revenue when 'control' of goods or services transfers to the customer.

Realized gains and losses on the disposal of investments and unrealized gains and losses in the fair value of investments, are recognized in the condensed consolidated interim statements of comprehensive loss and are calculated on an average cost basis.

Advisory income is recorded on an accrual basis when the services are performed and collections are assured. The Company did not earn any advisory income during fiscal 2021 or 2020. Distributions and interest income are recognized on an accrual basis and dividend income is recognized on the dividend date.

Earnings (loss) per share

Basic earnings (loss) per share is calculated by dividing the income (loss) attributable to common shareholders by the weighted average number of common shares outstanding in the period. The diluted earnings (loss) per share reflects all dilutive potential common shares equivalents, which comprise outstanding stock options and share purchase warrants, in the weighted average number of common shares outstanding during the period, if dilutive. All of the stock options and the share purchase warrants were anti-dilutive for the years ended June 30, 2021 and 2020.

Income taxes

Current taxes receivable or payable are estimated on taxable income or loss for the current year at the statutory tax rates enacted or substantively enacted at the reporting date.

Deferred income tax is recognized on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the condensed consolidated interim financial statements. Deferred income tax assets and liabilities are measured at the tax rates that have been enacted or substantially enacted at the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled. Deferred income tax assets also result from unused loss carry forwards and other deductions. Deferred income tax assets are recognized for unused tax losses, tax credits and deductible temporary differences, only to the extent that it is probable that future taxable profit will be available against which they can be utilized.

Deferred income tax assets and deferred income tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority.

ROADMAN INVESTMENTS CORP.

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended September 30, 2021 and 2020

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Critical accounting estimates

Critical accounting estimates are estimates and assumptions made by management that may result in material adjustments to the carrying amount of assets and liabilities. Critical areas requiring the use of management estimates include:

- (i) The determination of the fair value of the Company's investments that are valued using inputs other than quoted prices are subject to estimation. Where the fair values of financial assets and financial liabilities recorded on the condensed consolidated interim 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, estimation is required to establish fair values. In particular, significant estimates involved when assess fair value of investment in private entities. The fair value of an investment in a private company may be adjusted upward if:
 - There has been a significant subsequent equity financing provided by outside investors at a valuation above the current fair value of the investee company. In these instances, the fair value of the investment is adjusted to the value at which that financing took place; or
 - There have been significant corporate, political, operating or economic events affecting the investee company that, in management's opinion, have a positive impact on the investee company's prospects and, therefore, its fair value.

The fair value of an investment in a private company may be adjusted downward if:

- There has been a significant subsequent equity financing provided by outside investors, at a valuation below the current fair value of the investee company, in which case the fair value of the investment is set to the value at which that financing took place; or
- The investee company is placed into receivership or bankruptcy; or
- Based on financial information received from the investee company it is apparent to the Company that the investee company is unlikely to be able to continue as a going concern; or
- There have been significant corporate, political, operating or economic events affecting the investee company that, in management's opinion, have a negative impact on the investee company's prospects and, therefore, its fair value.

Critical accounting judgments

Critical accounting judgements are accounting policies that have been identified as being complex or involving subject judgment or assessments. The most critical judgments that are applicable to the Company's condensed consolidated interim financial statements include:

- (i) The assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty;
- (ii) Recognition of investments; and
- (iii) The Company is subject to claims and legal proceedings arising in the ordinary course of business activities. Management assesses the probability of a liability being payable as either remote, more than remote or probable. If the liability is considered to be less than probable, then the liability is not recorded and it is only disclosed as a contingent liability. For matters that are probable and can be reasonably estimated, the Company establishes provisions in its condensed consolidated interim financial statements (see Note 13).

ROADMAN INVESTMENTS CORP.

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended September 30, 2021 and 2020

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)**Changes in Accounting Policies**

During the year ended June 30, 2021, the Company was not required to, and did not adopt any new or amended accounting pronouncements which had a material impact on the Company's financial statements.

Accounting pronouncements not yet adopted

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB that are mandatory for future accounting periods. The Company did not identify any standards that may have any impact on the Company's condensed consolidated interim financial statements during the period.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or not expected to have a significant impact on the Company's financial statements.

4. INVESTMENTS

Investments are held at fair value. Investments in common shares of publicly traded companies and privately held companies are designated at fair value through profit or loss. The Company's investments are comprised of the following:

	Total Cost	Fair value
	\$	\$
Common shares of publicly traded companies		
Investments in common shares of public entities	1,373,566	1,244,488
Common shares of privately held companies	503,996	200,446
Common shares of wholly-owned companies	3,155,000	2
Preferred shares of privately held companies	30,000	-
Total investments in privately held and wholly-owned companies	3,688,996	200,448
Balance, September 30, 2021	5,062,562	1,444,936

ROADMAN INVESTMENTS CORP.

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended September 30, 2021 and 2020

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

4. INVESTMENTS (continued)

	Total Cost	Fair value
	\$	\$
Common shares of publicly traded companies		
Investments in common shares of public entities	994,478	1,340,000
Common shares of privately held companies	471,996	168,446
Common shares of wholly-owned companies	3,155,000	2
Preferred shares of privately held companies	30,000	-
Total investments in privately held and wholly-owned companies	3,656,996	168,448
Balance, June 30, 2021	4,651,474	1,508,448

For the period ended September 30, 2021, the Company recorded an unrealized loss of \$474,599 (2020 – loss of \$nil) as a result of a change in fair value of its investments, respectively. Furthermore, during the period ended September 30, 2021, the Company received gross proceeds of \$275,445 (2020 – \$65,769) from the sale of its marketable securities, and the Company recognized a gain of \$153,204 (2020 – (\$56,140)) on the sale of these marketable securities.

As at September 30, 2021, the Company had outstanding loans due from CICINO Corporation totaling \$685,000 (June 30, 2021 - \$685,000). The carrying amount of the loans is recorded at \$Nil (June 30, 2021 - \$Nil) due to uncertainty with respect to the Company's ability to collect the loan amounts.

5. LOAN PAYABLES

- a. On November 24, 2016, Bellini entered into a loan agreement in the amount of \$13,500 with a shareholder of Bellini. Interest will accrue on the principal amount at the rate of 5% per annum, payable quarterly. The overdue interest amount will be added to the principal balance and will bear interest at 5% per annum until paid in full. The loan matured on November 25, 2017. Bellini can pay in the form of Bellini's common shares for any debt and/or interest that the lender has called for payment under this agreement. This loan and related accrued interest of \$1,590 is outstanding as at June 30, 2021 and 2020.
- b. On January 31, 2019, the Company signed a loan agreement in the amount of \$75,000 with a creditor unrelated to the Company. The loan was due on demand and non-interest bearing. During the year ended June 30, 2020, the loan was settled with 1 million common shares of the Company with a fair value of \$52,500 calculated based on the Company's stock trading price at the date of share issuance, resulting in a gain of \$22,500.

ROADMAN INVESTMENTS CORP.

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended September 30, 2021 and 2020

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

6. SHARE CAPITAL

Authorized share capital

The Company is authorized to issue unlimited number of common shares without par value and unlimited number of non-voting, non-participating, non-cumulative preferred shares without par value issuable in series.

Issued share capital

For the period ended September 30, 2021:

- a) The Company issued 756,000 common shares for services rendered to the Company with a fair value of \$37,800.

For the year ended June 30, 2021:

- b) On January 26, 2021, the Company completed its first tranche of a non-brokered private placement of 4,300,000 common shares at a price of \$0.03 per share for aggregate gross proceeds of \$129,000.
- c) On March 1, 2021, the Company completed its second and final tranche of a non-brokered private placement and issued 15,700,000 common shares at a price of \$0.03 per share for gross proceeds of \$471,000.
- d) On March 4, 2021, the Company completed a non-brokered private placement of 25,000,000 units at a price of \$0.05 per unit for aggregate gross proceeds of \$1,250,000. Each unit is comprised of one common share and one-half of one common share purchase warrant, each warrant exercisable for a common share at an exercise price of \$0.075 for two years. Pursuant to the private placement, the Company paid share issuance cost of \$54,300.
- e) The Company issued 17,081,752 common shares pursuant to exercise of stock options for gross proceeds of \$1,219,855. \$1,084,355 has been allocated from contributed surplus to share capital as a result.
- f) The Company issued 5,547,227 common shares pursuant to exercise of warrants for gross proceeds of \$554,724.
- g) The Company issued 420,000 common shares for services rendered to the Company with a fair value of \$37,800.
- h) The Company issued 4,009,133 common shares to settle outstanding liabilities of \$224,859. The fair value of the shares issued was \$320,730. As a result, the Company recorded a loss of \$95,872 on the condensed consolidated interim statement of loss and comprehensive loss.

Stock options

The Company has a stock option plan under which it is authorized to grant options to executive officers and directors, employees and consultants. The exercise price of any options granted under the stock option plan will be determined by the board of directors, in its sole discretion, but shall not be less than the closing price of the Company's common shares on the day preceding the day on which the directors grant such options, less any discount permitted by the TSX-V to a minimum of \$0.05 per share. Under the plan, no more than (i) 5% of the issued shares may be granted to any one individual in any 12-month period; and (ii) no more that 2% of the issued shares may be granted to a consultant, or an employee performing investor relations activities, in any 12 month period. Disinterested shareholder approval must

ROADMAN INVESTMENTS CORP.

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended September 30, 2021 and 2020

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

6. SHARE CAPITAL (continued)

be obtained for (i) any reduction in the exercise price of an outstanding option, if the option holder is an insider; (ii) any grant of options to insiders, within a 12 month period, exceeding 10% of the Company's issued shares; and (iii) any grant of options to any one individual, within a 12 month period, exceeding 5% of the Company's issued shares. Options granted under the stock option plan may not be exercisable for a period longer than five years and the terms and conditions of vesting is determined by the board of directors. All options granted to consultants performing investor relations activities will vest in stages over 12 months with no more than one-quarter of the options vesting in any three-month period.

For the year ended June 30, 2021:

- a. On March 5, 2021, the Company granted a total of 13,000,000 stock options to directors, officers and consultants of the Company. The options vested immediately and are exercisable at a price of \$0.075 per share until March 5, 2025. The fair value of the share options was estimated to be \$941,685 using the Black-Scholes pricing model with the following assumptions: term of 5 years; expected volatility of 211%; risk-free rate of 0.74%; and expected dividends of zero.
- b. On May 26, 2021, the Company granted a total of 10,000,000 share options to directors, officers and consultants of the Company. The options vested immediately and are exercisable at a price of \$0.05 per share until May 26, 2022. The fair value of the share options was estimated to be \$319,416 using the Black-Scholes pricing model with the following assumptions: term of 5 years; expected volatility of 218%; risk-free rate of 0.28%; and expected dividends of zero.
- c. On March 31, 2021, the Company cancelled an aggregate of 1,630,000 share options exercisable at \$0.075 per share with a November 19, 2023 expiry date.
- d. As at June 30, 2020, the Company has recognized a deferred termination benefit of \$84,194 for 3,500,000 stock options to be granted to the former CEO and CFO. The options will vest immediately and will be exercisable at a price of \$0.05 per share for a period of five years. The fair value of the issuable stock options was estimated using the Black-Scholes pricing model with the following assumptions: term of five years; expected volatility of 194.83%; risk-free rate of 0.35%; share price of \$0.025 and expected dividends of zero. During the year ended June 30, 2021, the Company issued a total of 3,500,000 stock options related to the deferred termination benefit.
- e. On July 22, 2019, the Company cancelled an aggregate of 1,000,000 share options exercisable at \$0.075 per share with a November 19, 2023 expiry date.

The following table summarizes the Company's stock option activity during the period ended September 30, 2021 and the year ended June 30, 2021:

	Number of Options #	Weighted Average Exercise Price \$
Options outstanding and exercisable, June 30, 2020	10,381,752	0.12
Options granted	26,500,000	0.08
Options exercised	(17,081,752)	0.08
Options cancelled	(1,630,000)	0.07
Options outstanding and exercisable, June 30, 2021 and September 30, 2021	18,170,000	0.12

ROADMAN INVESTMENTS CORP.

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended September 30, 2021 and 2020

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

6. SHARE CAPITAL (continued)**Stock options (continued)**

The following table summarizes information concerning outstanding and exercisable options at September 30, 2021:

Number of Options	Exercise price \$	Weighted Average Remaining Contractual Life	Expiry date
220,000	0.075	2.39	November 19, 2023
500,000	0.050	2.69	March 9, 2024
7,450,000	0.075	3.69	March 5, 2025
10,000,000	0.050	0.65	May 26, 2022
18,170,000	0.066	3.30	

Warrants

The following table summarizes information concerning warrant activity during the period ended September 30, 2021 and the year ended June 30, 2021:

	Number of Warrants #	Weighted Average Exercise Price \$
Warrants outstanding and exercisable, June 30, 2020	10,105,841	0.10
Warrants granted	12,500,000	0.08
Warrant exercised	(5,547,227)	0.10
Warrants outstanding and exercisable, June 30, 2021	17,058,614	0.10
Expired	(3,741,014)	\$0.10
Warrants outstanding and exercisable, September 30, 2021	13,317,600	\$0.10

The following table summarizes information concerning outstanding and exercisable warrants at September 30, 2021:

Number of Warrants	Exercise price \$	Weighted Average Remaining Contractual Life	Expiry date
817,600	0.100	0.43	September 3, 2021
12,500,000	0.075	1.93	March 4, 2023
13,317,600	0.100	0.91	

ROADMAN INVESTMENTS CORP.

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended September 30, 2021 and 2020

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

7. RELATED PARTY TRANSACTIONS

The Company's related parties include corporate entities over which it exercises significant influence, and key management personnel. Transactions with related parties for goods and services are made on normal commercial terms and are recorded at the exchange amount of consideration established and agreed by the related parties. The related party transactions not disclosed elsewhere in these condensed consolidated interim financial statements for the periods ended September 30, 2021 and 2020 are listed below.

	2021	2020
	\$	\$
Consulting fees to the CEO	45,000	45,000
Total	45,000	45,000

In February 2019, the Company entered into a consulting agreement (the "Consulting Agreement") with the new CEO for remuneration of \$9,000 per month effective April 1, 2019. On June 15, 2020, the Consulting Agreement was amended by the Company and the amended remuneration was totalling \$15,000 per month.

As at September 30, 2021, the Company has amounts owing to former related parties totalling \$86,978 (June 30, 2021 - \$86,978). The amount is unsecured, non-interest bearing and due on demand.

The Company's key management includes the CEO, CFO and directors. The total compensation earned by current and former key management for the period ended September 30, 2021 was \$45,000 (2020 - \$45,000) which was also presented in the table above.

As at September 30, 2021, the Company has amounts owing to the CEO for remuneration totalling \$74,953 (June 30, 2021 - \$68,313) included within accounts payable and accrued liabilities. The amounts payable are non-interest bearing, unsecured and due on demand.

During the year ended June 30, 2021, the Company issued a total of 3,500,000 stock options from the total deferred termination benefit to the former CEO and CFO as described in Note 6.

ROADMAN INVESTMENTS CORP.

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended September 30, 2021 and 2020

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

8. NON-CONTROLLING INTERESTS

Non-controlling interests consist of 49.5% of the equity interest in Bellini and limited partner's interest in Art Flow. There are no significant restrictions on the Company's ability to access or use the assets and settle the liabilities of Bellini. During the periods ended September 30, 2021 and 2020, no dividends were paid by Bellini to its non-controlling interests.

The continuity of the non-controlling interests is summarized below:

	\$
Balance, June 30, 2020	(26,405)
Non-controlling interest's share of loss	-
Balance, June 30, 2021 and September 30, 2021	(26,405)

The summarized condensed consolidated interim financial information of Bellini is as follows:

	As at September 30, 2021	As at June 30, 2021
	\$	\$
Current assets	-	-
Current liabilities	84,093	84,093
Shareholder's deficiency	(84,093)	(84,093)

	Period ended September 30, 2021	Period ended September 30, 2020
	\$	\$
Revenue	-	-
Net loss and comprehensive loss	-	-
Cash flow provided by (used) in operating activities	-	-

ROADMAN INVESTMENTS CORP.

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended September 30, 2021 and 2020

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

9. FINANCIAL INSTRUMENTS**Fair Value**

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy based on the degree to which the inputs used to determine the fair value are observable. The three levels of the fair value hierarchy are:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and

Level 3 – inputs for the asset or liability that are not based on observable market data.

Financial instruments measured at fair value on the recurring basis are summarized in levels of fair value hierarchy as follows:

September 30, 2021	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
Financial assets				
Cash	447,199	-	-	447,199
Investments	1,244,488	200,446	2	1,444,936

June 30, 2021	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
Financial assets				
Cash	1,011,407	-	-	1,011,407
Investments	1,340,000	168,446	2	1,508,448

The following table presents the changes in recurring fair value measurements categorized at Level 2:

Equity securities of private companies	
June 30, 2020	\$94,748
Fair value adjustment	(26,302)
Securities purchased	100,000
June 30, 2021	168,446
Securities purchased	32,000
September 30, 2021	200,446

Level 3 investments consist of equity instruments that cannot be supported by observable market data.

The carrying amount of financial assets and liabilities carried at amortized cost is a reasonable approximation of fair value due to the relatively short period to maturity of these financial instruments.

ROADMAN INVESTMENTS CORP.

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended September 30, 2021 and 2020

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

10. FINANCIAL INSTRUMENTS (continued)

Risk management

The Company's financial instruments and risk exposures are summarized below.

Credit risk

Credit risk is the risk of potential loss to the Company if the counter party to a financial instrument fails to meet its contractual obligations. The Company's credit risk with respect to its cash are minimal as it is held with high-credit quality financial institutions. The Company's credit exposure to loan receivables from CICINO is equal to its carrying amount. The Company has reviewed the financial conditions of CICINO and maintained a provision of \$685,000 towards the loan as at June 30, 2021. The Company manages credit risk on its investments through thoughtful planning, strict investment selection criteria and significant due diligence of investment opportunities. Management and the Board of Directors review the financial condition of the investee companies regularly.

Liquidity risk

Liquidity risk is the risk that the Company will not meet its financial obligations as they fall due. The Company's financial liabilities include accounts payable and accrued liabilities and loan payables.

The Company generates cash flows primarily from equity financings, management fees and from the disposition of its investments. Despite previous success in acquiring these financings, there is no guarantee of obtaining future financings. The Company's investments focus on renewable energy, natural resources, chemicals, agriculture and consumer retail services. These investments can at times be relatively illiquid, and if the Company decides to dispose of certain securities, it may not be able to do so at favorable prices at that time, or at all.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as market prices, foreign exchange rates and interest rates. The Company is exposed to market risk through its investments in equity securities.

As at September 30, 2021, 86.0% (June 30, 2021 – 89.0%) of the investments were made up of investment in publicly-traded companies. If security market prices were higher or lower by 5% as at September 30, 2021, the carrying value of its investments and unrealized gains (losses) on investments would be increased or decreased by approximately \$62,000 (June 30, 2021 - \$67,000), respectively. The Company is exposed to foreign exchange rate and interest rate risks to the extent that cash is maintained at the financial institutions. The foreign exchange rate and interest rate risks on cash are not considered significant.

The Company manages market risk by developing a diversified portfolio of investments. The Company has established an investment committee to monitor its investment portfolio on an ongoing basis.

ROADMAN INVESTMENTS CORP.

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended September 30, 2021 and 2020

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

11. CAPITAL MANAGEMENT

The Company defines capital as all components of shareholders' equity. The Company's objectives when managing capital are:

- (a) To ensure that the Company maintains the level of capital necessary to meet its operational requirements;
- (b) To allow the Company to respond to changes in economic and/or marketplace conditions by maintaining its ability to purchase new investments;
- (c) To create sustained growth in shareholder value by increasing shareholders' equity and minimizing shareholder dilution; and
- (d) To maintain a flexible capital structure which optimizes the cost of capital at acceptable levels of risk.

The Company manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of its underlying assets. The Company maintains or adjusts its capital level to meet its objectives, by realizing proceeds from the disposition of its investments and raising funds through equity financings. There were no changes in the Company's approach to capital management during the period ended September 30, 2021. The Company is not subject to externally imposed capital requirements.

12. OPERATING SEGMENTS

The Company conducts its business as a single operating segment with a focus on investing growth capital in private and public companies in a broad range of sectors. Substantially all of the Company's assets and liabilities are held in Canada and as such the Company only has one reporting segment.

13. COMMITMENTS AND CONTINGENCIES

- a. From time to time, the Company is engaged in various legal proceedings and claims that have arisen in the normal course of business. The outcome of all the proceedings and claims against the Company is subject to future resolution, including the uncertainties of litigation. Management believe that the probable ultimate resolution of any such proceedings and claims, individually or in the aggregate, will not have a material adverse effect on the financial condition of the Company.
- b. From time to time, the Company enters into contracts for services in the normal course of operations. The Company's current contractual commitments vary in terms and can be terminated upon sufficient notice.
- c. During the year ended June 30, 2020, the Company made a payment of \$150,000 in relation to a lawsuit that was settled during the year ended June 30, 2019. The lawsuit was filed by one of CICINO's shareholders in 2016.
- d. During the year ended June 30, 2021, the Company entered an agreement with A3Com Solutions Corp. for \$180,000 for 12 month for providing Maintaining e-commerce icashrewards.io and system upgrade. The amounts of \$36,000 are payable in Roadman common share (plus GST) to be issued in five installments.
- e. During the year ended June 30, 2021, the Company entered a license acquisition agreement (the "Agreement") with A3Com Solutions Corp. Pursuant to the terms of the Agreement, the Company paid a total of \$500,000 as a license fee. As at year-end, the Company was unable to meet certain obligations stated in the Agreement and has determined that the economic substance that are attributable to the Company is uncertain. Since the license agreement did not meet the criteria for capitalization under IAS 38, the amount was recognized as licensing expense through the statements of loss and comprehensive loss.

ROADMAN INVESTMENTS CORP.

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended September 30, 2021 and 2020

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

14. SUBSEQUENT EVENT

On November 10, 2021, the Company issued 756,000 common shares pursuant to a debt settlement agreement to settle a total debt of \$37,800.