



**ROADMAN INVESTMENT CORP.**

MANAGEMENT DISCUSSION AND ANALYSIS

For the period ended September 30, 2021 and 2020

**ROADMAN INVESTMENTS CORP.  
MANAGEMENT DISCUSSION & ANALYSIS  
FOR THE PERIOD ENDED SEPTEMBER 30, 2021 AND 2020**

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This management's discussion and analysis ("MD&A") provides an analysis of our financial situation which will enable the reader to evaluate important variations in our financial situation for the period ended September 30, 2021, compared to the period ended September 30, 2020. This report prepared as at November 29, 2021 intends to complement and supplement our consolidated financial statements for the year ended June 30, 2021 (the "Financial Statements") and should be read in conjunction with the Financial Statements and the accompanying notes.

Our Financial Statements and the management's discussion and analysis are intended to provide a reasonable basis for the investor to evaluate our financial situation.

Our Financial Statements have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All dollar amounts contained in this MD&A are expressed in Canadian dollars, unless otherwise specified.

Where we say "we", "us", "our", the "Company" or "Roadman", we mean Roadman Investments Corp.

Additional information on the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com) or our website <https://roadmancorp.com/>.

**FORWARD LOOKING STATEMENTS**

Statements in this MD&A – Quarterly Highlights other than purely historical information, including statements relating to the Company's future plans and objectives or expected results, constitute forward-looking statements. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Forward-looking statements include, among others, statements pertaining to:

- The price of commodities
- The lack of control over operations of the Company's investment operations;
- The fluctuations in the price of the Company's shares and the share price of the Company's investments;
- The Company's ongoing investment strategy;
- The successful mine development of each of the Company's investment partners; and,
- The Company's ability to generate cash flow.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements.

**OVERVIEW**

Roadman Investments Corp. (Formerly, Urban Select Capital Corp.) was incorporated on September 12, 2007 under the laws of British Columbia, Canada as China Select Capital Partners Corp. and changed its name to Roadman Investments Corp. on April 3, 2019. The common shares of the Company are listed for trading on the TSX Venture Exchange ("TSX-V") under the symbol "LITT".

The Company is an investment issuer focused on investing growth capital into private and public companies in a broad range of sectors including resources, agricultural, financial services, technology and health and wellness verticals.

## **OPERATIONAL HIGHLIGHTS**

During the period ended December 31, 2018, the Company incorporated 1137182 B.C. Ltd. (“1137182”), 1137188 B.C. Ltd. (“1137188”), 1151555 B.C. Ltd. (“1151555”), 1151556 B.C. Ltd. (“1151556”), 1151559 B.C. Ltd. (“1151559”), 1151560 B.C. Ltd. (“1151560”) and 1151561 B.C. Ltd. (“1151561”), for the purpose of completion a plan of arrangement and therefore each of these entities would become a reporting issuer in British Columbia and Alberta. On December 13, 2017, Company entered into an amended and restated plan of arrangement (the “A&R Arrangement”) with respect to 1137188 whereby one of the creditors of the Company would receive 1137188 in settlement of all amounts owing to this creditor. The plan of arrangement with respect to 1137182 and the A&R Arrangement with respect to 1137188 was approved by the Supreme Court of British Columbia on December 18, 2017. On January 11, 2018, the Company entered into a mutual release agreement with the creditor whereby the Company and the creditor mutually agree to terminate the loan agreement and discharge all actions and claims related to the loan, and the creditor received 1137188 during the year ended June 30, 2018. The plan of arrangement with respect to 1151555, 1151556, 1551559, 1151560, and 1151561 was approved by the Supreme Court of British Columbia on March 19, 2018. 1151559 changed its name to Pinmo Blockchain Corp. and then IBank Digital Asset Corporation during the year ended June 30, 2018, and then changed the name back to 1151559 during the year ended June 30, 2020. 115560 changed its name to Genesis Fintech Inc. (“Genesis”) during the period ended June 30, 2020.

### ***For the three month ended September 30, 2021:***

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:***

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.

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.

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.

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.

The Company issued 5,547,227 common shares pursuant to exercise of warrants for gross proceeds of \$554,724.

The Company issued 420,000 common shares for services rendered to the Company with a fair value of \$37,800.

The Company issued 4,009,133 common shares to settle outstanding liabilities of \$224,859. The fair value of the shares issued was \$320,731. As a result, the Company recorded a loss of \$95,872 on the consolidated statement of loss and comprehensive loss.

## **OUTLOOK**

During the period ended September 30, 2021, the financial markets are volatile as a result of the ongoing COVID 19 global pandemic. The global recovery is dependent on the progress of the COVID 19 vaccine, European debt and BREXIT situation, stable growth in China and emerging markets, and political stability in the Middle East. The Company will continue with its disciplined approach of seeking investments that fit its investment criteria and provide the potential for superior risk-adjusted returns. The Company continues to assist its investee companies in developing and executing their strategies and enhancing shareholder value.

The Company will also look to leverage its core expertise into the development of its mergers and acquisitions and financial advisory business. This could include direct equity and debt investments from our balance sheet or financing raised from financial or strategic investors, advisory work and analytical efforts on financial modeling and business valuation.

Finally, the Company will continue to work on exploring financial advisory, capital markets and investment opportunities with its partners to build a long-term and sustainable business strategy for the Company. This strategy could include the organization of formal investment conferences designed to bring private and public companies seeking direct investment together with international investors actively searching for optimal investment opportunities that we may have proprietary access to. In this capacity we may act as a financial advisor to a transaction as well as a principal investor or co-investor depending on the nature, scale and future prospects of a potential transaction.

## DISCUSSION OF OPERATIONS

### Period ended September 30, 2021

For the period ended September 30, 2021, the Company incurred a net loss attributable to equity holders of the Company of \$720,375 compared to a net loss of \$206,175 in the comparative period.

#### Revenues

During the period ended September 30, 2021, the Company recorded a loss of \$720,375 (2020 - \$206,175). The junior mining industry continues to struggle which weighed down on the Company's investments and the Company recorded an unrealized gain of \$474,599 (June 30, 2021 - unrealized loss of \$643,595). The Company recorded gain (loss) on settlement liabilities of \$nil (June 30, 2021 - (\$95,872)). The company recorded the gain (loss) of sale of marketable securities of \$153,204 (June 30, 2021 - \$42,707). The Company continues to seek value-added investments within the Company's risk profile and build its client list.

The general operating expenses were \$398,980 (2020 - \$150,035). Some of the significant general operating expenses are as follows:

- Consulting fees of \$23,250 (2020 - \$29,958) include mainly fees to the Company's corporate consultants. During the period ended, the Company's worked with consultants to transition the Company into a new strategic direction. More corporate activity during the current period was the reason for the increase in consulting fees.
- Advertising and marketing increased to \$129,017 compared to \$nil in the prior period mainly due to more marketing and marketing efforts made by the Company to increase its business and market awareness during the period.
- Filing and transfer agent fees of \$7,834 (2020 - \$6,700) for filing applications in relation to transaction share for debts of the Company's common shares.
- Interest and bank charges of \$326 (2020 - \$187) on overdue interest on unpaid invoices. During the period ended September 30, 2021, the Company settled debt with various lenders, resulting in an overall increase in interest expense.
- Legal fees of \$nil (2020 - \$37,852) related to legal advice on proposed transactions, regulatory compliance and litigation.
- Office and miscellaneous of \$8,103 (2020 - \$2,110) relates to the costs of the general office maintenance and operational costs as the Company incurred increased administrative expenses including shareholder communications.
- Professional fees of \$96,600 (2020-\$72,524) due to from corporate activities and operational activities of the Company including the management fees of \$45,000.
- Corporate development of \$89,750 (2020 - \$nil) relates to expenses incurred for public relations and conferences, virtual conferences organized by the Company and marketing and consulting services. The Company worked to become well versed in the block chain space.
- Rent of \$6,300 (2020 - \$nil) relates to the costs of the general office maintenance including office rent.
- License fees of \$37,800 (2020-\$nil) due to the company paid \$500,000 in the previous year for license fees to A3comm Solutions Corp. This fees are non-refunded and is a one-time transaction. The license fee gave Roadman access to the iCashrewards.io rewards platform through A3Com Solutions. A3Com is a Vancouver-based eCommerce and mobile rewards platform and software development company. A3Com has an exclusive license for the right to develop iCashRewards, a social eCommerce video marketing and rewards platform. iCashRewards is a leading provider of online and virtual reality shopping experience solutions, connecting merchants and consumers across the globe. iCashRewards is a web and mobile plug-in that gives online shoppers rewards in the form of cash back or USDT. iCashRewards welcomes global users to shop brand names like Microsoft, GoDaddy, Adidas, WIX, Shopify, Booking.com, Groupon, Shoppers Drug Mart, Indigo, illy, Saks Fifth Avenue, Bloomingdales, Ledger, KeepKey, Bitcoin OTC, iBOFi and over 150 brands through its portal [www.iCashRewards.io](http://www.iCashRewards.io). iCashRewards is reinventing marketing using blockchain technology for loyalty rewards and applying augmented reality (AR) and virtual reality (VR) short-form video marketing programs to be a disruptive force in the digital marketing space. This license agreement allowed Roadman to gain exposure to online loyalty rewards, cryptocurrency, blockchain and NFT market places.

## SUMMARY OF QUARTERLY RESULTS

The following table sets out selected unaudited quarterly financial information of the Company.

Quarterly Information	Revenue	Income (loss) from continuing operations attributable to equity holders of the Company	Net income (loss) attributable to equity holders of the Company	Basic and diluted income (loss) from continuing operations per share attributable to equity holders of the Company	Basic and diluted net income (loss) per share attributable to equity holders of the Company
	\$	\$	\$		
September 30, 2021	-	(720,375)	(720,375)	(0.00)	(0.00)
June 30, 2021	-	(681,927)	(681,927)	(0.01)	(0.01)
March 31, 2021	-	(1,616,996)	(1,616,996)	(0.01)	(0.01)
December 31, 2020	-	(86,455)	(86,455)	(0.00)	(0.00)
September 30, 2020	-	(206,175)	(206,175)	(0.00)	(0.00)
June 30, 2020	-	(1,072,831)	(1,072,831)	(0.02)	(0.02)
March 31, 2020	-	(324,943)	(324,943)	(0.00)	(0.00)
December 31, 2019	-	(267,012)	(267,012)	(0.01)	(0.01)

The Company has been negatively affected by poor stock market performance, volatile commodity prices and weakened global economic performance. Due to an investment portfolio which is weighted in early-stage companies, quarter-to-quarter performance is affected by volatility in the stock markets. The amount and timing of expenses and availability of capital resources vary substantially quarter to quarter, depending on the level of investment activities being undertaken at the time.

- The Company incurred significant amount in licensing fee of \$500,000 during the year of 2021;
- The Company incurred the \$1,261,101 of stock based compensation for third quarter of the 2021 for issuing stock options, to consultants, directors and officers of the Company during the period.

## LIQUIDITY AND CAPITAL RESOURCES

During the period ended September 30, 2021, the cash balance decreased to \$447,199 from \$1,011,407 as at June 30, 2021 and a working capital of \$1,641,936 as compared to working capital of \$2,332,511 as at June 30, 2021. As at September 30, 2021, the Company had total assets of \$2,209,298.

The Company generates cash flows primarily from equity financings and from the disposition of its investments. 81% of the Company's investments are in common shares of companies traded on various stock exchanges (or quotation systems) in Canada, thereby offering potential sources of liquidity and cash flow for the Company.

If the Company identifies profitable investment opportunities, additional financings will be required for growth of the investment portfolio. The Company is currently looking to leverage its core expertise into the development of its mergers and acquisitions and financial advisory business. The Company will continue to monitor the current economic and financial market conditions and evaluate their impact on the Company's liquidity and future prospects.

## CASH FLOWS USED IN OPERATIONS

During the period ended, September 30, 2021, the Company's cash outflows to operation was \$330,325 (2020 - \$67,032). The Company raised private placement funds during the period and thus, had additional capital to work with. Furthermore, the Company incurred legal fees in connection with the dispute with Cicino and incurred accounting, legal and other fees for the BlocPal and Hard Rock acquisition. Furthermore, the Company's management transitioned resulting in higher than usual administrative fees.

## CASH FLOWS USED IN INVESTING ACTIVITIES

During the period ended September 30, 2021, cash inflows from investing activities of (\$257,883) compared to (\$65,769) in cash outflows for the comparative period.

#### **CASH FLOWS FROM FINANCING ACTIVITIES**

During the period ended September 30, 2021, cash from financing activities of \$24,000 compared to \$nil in the comparative period.

#### Going Concern

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. 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. 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 in which case the Company may be unable to meet its obligations. Management, after reviewing the current cash position and having considered the Company's ability to raise funds in the short-term, has adopted the going concern basis in preparing its financial statements. The consolidated financial statements do not include any adjustments to the recoverability and classification of reduced asset amounts and classification of liabilities that might be necessary should the Company be unable to continue operations. These adjustments could be material.

#### **OFF-BALANCE SHEET ARRANGEMENTS**

The Company does not have any off-balance sheet arrangements.

#### **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.

#### **SUMMARY OF OUTSTANDING SHARE DATA**

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. The

Company has no preferred shares issued and outstanding at September 30, 2021. The Company's issued and outstanding share capital as at the date of this report is as follows:

Issued and Outstanding Common shares	200,787,636
Stock options	18,170,000
Share purchase warrants	13,317,600

## 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 does not meet the criteria for capitalization under IAS 38, the amount was recognized as licensing expense through the statements of loss and comprehensive loss.

## FINANCIAL INSTRUMENTS

The Company classifies its financial instruments as follows: other receivables and loan receivables as loans and receivables and measured at amortized cost; cash and investments are measured at fair value through profit or loss; and accounts payable and loan payables are classified as other financial liabilities and measured at amortized cost. 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.

### 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	132,000
June 30, 2021 and September 30, 2021	200,446

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

### **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 September 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.

## **SIGNIFICANT ACCOUNTING POLICIES**

### **IFRS 9, Financial Instruments**

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 under IFRS 9:

Financial assets/liabilities	IFRS 9
Cash	FVTPL
Other receivable	Amortized cost
Investments	FVTPL
Accounts payable	Amortized cost
Loans payable	Amortized cost

#### *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.

### **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 consolidated 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.

#### (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 consolidated statements of financial position.

## **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 consolidated statements of financial position cannot be derived from active markets, they are determined using a variety of valuation techniques. The inputs to these models are derived from observable market data where possible, but where observable market data are not available, 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.

## **NEW STANDARDS, INTERPRETATIONS AND AMENDMENTS NOT YET EFFECTIVE**

### **Changes in Accounting Policies**

During the period ended September 30, 2021, the Company 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 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.

## **SUBSEQUENT EVENTS**

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

## **RISK AND UNCERTAINTIES**

This section discusses factors relating to the business of Company that should be considered by both existing and potential investors. The information in this section is intended to serve as an overview and should not be considered comprehensive and the Company may face risks and uncertainties not discussed in this section, or not currently

known to us, or that we deem to be immaterial. All risks to the Company's business have the potential to influence its operations in a materially adverse manner.

#### Sector Specific Investment Risks

The Company seeks a high return on investment opportunities on its mining and natural resource and block chain technology sectors ("Sectors"). Thus, the Company is exposed to investment risks relating to these Sectors which is generally more volatile than the overall market. Investing in these Sectors can be speculative in nature and the value of the Company's investments may be subject to significant fluctuations. Such businesses entail a degree of risk, regardless of the skill and experience of the corporation's management. The assets, earnings and share values of corporations involved in the cannabis pharmaceuticals, natural resource and block chain development, are subject to risks associated with the world prices of various cannabis related products, natural resource and cryptocurrencies, forces of nature, economic cycles, commodity prices, exchange rates, royalty and taxation changes and political events. Government restrictions, such as price regulations, production quotas, royalties and environmental protection, can also be factors.

#### Change in Law, Regulations and Guidelines

The Company's Investment Partners are subject to a variety of laws, regulations and guidelines relating to marketing, acquisition, manufacture, management, transportation, storage, sale and disposal of cannabis pharmaceuticals and cannabis pharmaceutical related products but also laws and regulations relating to health and safety, the conduct of operations and the protection of the environment. Changes to such laws, regulations and guidelines may cause adverse effects to the Company's investments in the cannabis pharmaceutical sector.

#### Jurisdictions Outside of Canada

The Company intends to invest into early-stage mining and block chain related Companies with operations and business that may be outside of Canada's jurisdiction. There can be no assurance that any market for the Company's Investment Partners products will develop in any such foreign jurisdiction. The Company may face new or unexpected risks or significantly increase its exposure to one or more existing risk factors, including economic instability, changes in laws and regulations and the effects of competition. These factors may limit the Company's capability to successfully invest in foreign cannabis pharmaceutical entities and may have a material adverse effect on the Company's business, financial condition and results of operations.

#### Political and Economic Instability

The Company may be affected by possible political or economic instability. The risks include, but are not limited to, terrorism, military repression, extreme fluctuations in currency exchange rates and high rates of inflation. Changes in medicine and agriculture development or investment policies or shifts in political attitude in certain countries may adversely affect the Company's business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, distribution, price controls, export controls, income taxes, expropriation of property, maintenance of assets, environmental legislation, land use, land claims of local people and water use. The effect of these factors cannot be accurately predicted.

#### Limited Operating History

The Company has limited operating history as an investment company, and has had limited success investing in exploration and evaluation assets and block chain technology. The Company and its business prospects must be viewed against the background of the risks, expenses and problems frequently encountered by companies in the early stages of their development, particularly companies in new and rapidly evolving markets such as the blockchain market. There is no certainty that the Company will be able to operate profitably.

#### Additional Requirements for Capital

Substantial additional financing may be required if the Company is to be successful in developing a diversified and material portfolio of investments. No assurances can be given that the Company will be able to raise the additional capital that it may require for its anticipated future development. Any additional equity financing may be dilutive to investors and debt financing, if available, may involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company, if at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated investments.

## Key Personnel

The Company is dependent upon the continued availability and commitment of its management, whose contributions to immediate and future operations are of significant importance. The loss of any such management could negatively affect the Company's business operations. From time to time, the Company will also need to identify and retain additional skilled management to efficiently operate its business. Recruiting and retaining qualified personnel is critical to the Company's success and there can be no assurance of its ability to attract and retain such personnel. If it is not successful in attracting and training qualified personnel, the Company's ability to execute its business model and growth strategy could be affected, which could have a material and adverse impact on its profitability, results of operations and financial condition.

## Lack of Control or significant influence over Companies in which the Company Invests.

In certain cases, the Company invests or may invest in securities of companies that the Company does not control or influence. These investments will be subject to the risk that the company in which the investment is made may make business, financial or management decisions with which the Company does not agree or that the majority stakeholders or management of the company may take risks or otherwise act in a manner that does not serve the Company's interests. If any of the foregoing were to occur, the values of investments by the Company could decrease and the Company's financial condition and cash flow could suffer as a result.

## Due Diligence

The due diligence process undertaken by the Company in connection with investments that it makes or wishes to make may not reveal all relevant facts in connection with an investment. Before making investments, the Company will conduct due diligence investigations that it deems reasonable and appropriate based on the facts and circumstances applicable to each investment. When conducting due diligence investigations, the Company may be required to evaluate important and complex business, financial, tax, accounting, environmental and legal issues. Outside consultants, legal advisors, accountants and investment banks may be involved in the due diligence process in varying degrees depending on the type of investment. Nevertheless, when conducting due diligence investigations and making an assessment regarding an investment, the Company will rely on resources available, including information provided by the target of the investment and, in some circumstances, third party investigations. The due diligence investigations that are carried out with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity. Moreover, such investigation will not necessarily result in the investment being successful.

## Fluctuations in the Value of the Company and the Common Shares

The net asset value of the Company and market value of its common shares will fluctuate with changes in the market value of the Company's investments. Such changes in value may occur as the result of various factors, including general economic and market conditions, the performance of corporations whose securities are part of the Company's investment portfolio and changes in interest rates which may affect the value of interest-bearing securities owned by the Company. There can be no assurance that shareholders will realize any gains from their investment in the Company and may lose their entire investment.

## **JUDGMENTS AND ESTIMATES**

The preparation of the consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported 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 consolidated financial statements and estimates with a significant risk of material adjustment in the current and following fiscal years.

## **CONTINGENCIES**

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.

## **APPROVAL**

The Board of Directors of Roadman Investments Corp. has approved the contents of this management discussion and analysis. A copy of this MD&A will be provided to anyone who requests it and can be obtained along with additional information, on the SEDAR website at [www.sedar.com](http://www.sedar.com)