

Unaudited condensed interim financial statements of

CUSPIS CAPITAL II LTD.

A Capital Pool Corporation

For the three months ended September 30, 2021 and 2020

NOTICE OF NO AUDIT OR REVIEW OF CONDENSED INTERIM FINANCIAL STATEMENTS**update**

Under National Instrument 51-102, Part 4, subsection 4.3(3)a), if an auditor has not performed a review of the condensed interim financial statements, they must be accompanied by a notice indicating that the condensed interim financial statements have not been reviewed by an auditor. The accompanying unaudited condensed interim financial statements of Cuspis Capital II Ltd. (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 financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of condensed interim financial statements by an entity's auditor.

CUSPIS CAPITAL II LTD.

A Capital Pool Corporation

Condensed Interim Statements of Financial Position

(In Canadian dollars)

(Unaudited)

As at

	Note	September 30, 2021	June 30, 2021
Assets			
Current assets			
Cash	5	\$ 65,164	\$ 67,732
Short-term investments	5	1,652,315	1,650,651
Prepaid expenses and deposits	6	769	1,595
Total assets		\$ 1,718,248	\$ 1,719,978

Liabilities and Shareholders' Equity

Current liabilities			
Accounts payable and accrued liabilities	7	\$ 31,325	\$ 27,899
Total current liabilities		31,325	27,899
Shareholders' equity			
Share capital	4	1,721,279	1,721,279
Share option reserve	4	186,071	186,071
Warrant reserve	4	78,946	78,946
Deficit		(299,373)	(294,217)
Total shareholders' equity		1,686,923	1,692,079
Total liabilities and shareholders' equity		\$ 1,718,248	\$ 1,719,978

Nature of operations and going concern 1

Approved by the Board of Directors:

(Signed) "William Ollerhead"

Director and Chief Executive Officer

(Signed) "Grant McCutcheon"

Director and Chief Financial Officer

CUSPIS CAPITAL II LTD.

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Condensed Interim Statements of Loss and Comprehensive Loss

(In Canadian dollars)

(Unaudited)

For the three months ended September 30,

	Note	2021	2020
Expenses			
Professional fees		\$ 6,606	\$ 16,088
Filing costs		185	16,552
Office and general		29	-
		6,820	32,640
Loss for the period before the undernoted		(6,820)	(32,640)
Interest income	5	1,664	-
Net loss and comprehensive loss for the period		\$ (5,156)	\$ (32,640)
Loss per share			
Basic and diluted	5, 8	\$ (0.00)	\$ n/a
Weighted average number of shares outstanding ⁽¹⁾			
Basic and diluted	5, 8	7,500,000	n/a

⁽¹⁾ For the periods presented, the calculation of weighted average number of common shares outstanding excludes escrowed shares, options and warrants.

CUSPIS CAPITAL II LTD.

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Condensed Interim Statements of Changes in Shareholders' Equity (Deficiency)

(In Canadian dollars)

(Unaudited)

	Shares Issued #	Share Capital \$	Share-based Payment Reserve \$	Warrant Reserve \$	Deficit \$	Total Shareholders' Equity (Deficiency) \$
Balance, as at June 30, 2020	50,000	4,000	-	-	(6,542)	(2,542)
Common shares issued for cash	4,950,000	495,000	-	-	-	495,000
Share issuance costs	-	(1,800)	-	-	-	(1,800)
Net loss for the period	-	-	-	-	(32,640)	(32,640)
Balance, as at September 30, 2020	5,000,000	497,200	-	-	(39,182)	458,018
Balance, as at June 30, 2021	20,000,000	1,721,279	186,071	78,946	(294,217)	1,692,079
Net loss for the period	-	-	-	-	(5,156)	(5,156)
Balance, as at September 30, 2021	20,000,000	1,721,279	186,071	78,946	(299,373)	1,686,923

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

CUSPIS CAPITAL II LTD.

A Capital Pool Corporation Condensed Interim Statements of Cash Flows (In Canadian dollars) (Unaudited)

For the three months ended September 30,

	Note	2021	2020
Cash flows from operating activities			
Net loss for the period		\$ (5,156)	\$ (32,640)
Change in non-cash operating assets and liabilities			
Accounts payable and accrued liabilities		3,426	34,440
Prepaid expenses and deposits	6	826	(21,300)
Accrued interest income	5	(1,664)	-
Cash used in operating activities		(2,568)	(19,500)
Financing activities			
Share capital	4	-	495,000
Share issuance costs	4	-	(1,800)
Cash provided by financing activities		-	493,200
(Decrease) Increase in cash		(2,568)	473,700
Cash, beginning of period		67,732	5,000
Cash, end of period		\$ 65,164	\$ 478,700

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

CUSPIS CAPITAL II LTD.

A Capital Pool Corporation

Notes to the Unaudited Condensed Interim Financial Statements

(In Canadian dollars)

For the periods ended September 30, 2021 and 2020

1. Nature of operations and going concern

Cuspis Capital II Ltd. (the “Company” or “Cuspis II”) was incorporated September 3, 2019 pursuant to the provisions of the Business Corporations Act (Ontario). The Company’s corporate and tax year-end is June 30. The Company is carrying on business as a Capital Pool Corporation (“CPC”), as such term is defined in TSX Venture Exchange Inc. (the “Exchange”) Policy 2.4 – Capital Pool Companies (“CPC Policy 2.4”). The Company’s registered head office is located at 77 King Street West, Suite 700, Toronto, Ontario, Canada M5K 1G8. The Company’s shares are listed for trading on the TSX Venture Exchange under the symbol “CCII.P”.

As at September 30, 2021, the Company had no business operations and did not enter into any agreements to acquire an interest in businesses or assets. The Company’s principal purpose is the identification, evaluation and acquisition of assets, properties or businesses or participation therein subject, in certain cases, to shareholder approval and acceptance by the Exchange, in its efforts to complete a “Qualifying Transaction”, as such term is defined in the Exchange CPC Policy 2.4.

Where a Qualifying Transaction warrants, additional funding may be required. The ability of the Company to fund its potential future operations and commitments may be dependent upon the ability of the Company to obtain additional financing. Under the Exchange CPC Policy 2.4, the Company must identify and complete a Qualifying Transaction within 24 months from the date the Company’s shares are listed for trading on the Exchange. There is no assurance that the Company will be able to complete a Qualifying Transaction within 24 months of being listed or that it will be able to secure the necessary financing to complete a Qualifying Transaction. The Exchange may suspend or delist the Company’s shares from trading should it not meet these requirements.

Novel Coronavirus (“COVID-19”)

The Company’s operations could be significantly adversely affected by the effects of a widespread global outbreak of a respiratory illness caused by COVID-19. The Company cannot accurately predict the impact COVID-19 will have on its operations and the ability of others to meet their obligations with the Company, including uncertainties relating to the duration of the outbreak and the length of travel and quarantine restrictions imposed by governments of affected countries. In addition, the health crisis could adversely affect the economies and financial markets of many countries, resulting in an economic downturn that could further affect the Company’s operations and ability to finance its operations and complete a Qualifying Transaction.

Going concern

These financial statements were prepared on a going-concern basis of accounting, which assumes that the Company will continue operations for the foreseeable future and be able to realize the carrying value of its assets and discharge its liabilities and commitments in the normal course of business. The Company does not generate revenue from operations and incurred a net loss of \$5,156 for the three months ended September 30, 2021 (September 30, 2020 - \$32,640). However, the Company believes that its working capital of \$1,686,923 as at September 30, 2021 will provide the Company with sufficient cash resources to meet its obligations for at least twelve months from the end of the reporting period. As the Company has no revenues, its ability to continue as a going concern is dependent on its ability to obtain additional financing and complete a Qualifying Transaction. These financial statements do not reflect adjustments that would be necessary if the going concern assumption was not appropriate. These adjustments could be material.

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Notes to the Unaudited Condensed Interim Financial Statements

(In Canadian dollars)

For the periods ended September 30, 2021 and 2020

2. Basis of presentation

Statement of compliance

These unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34"), using accounting policies consistent with International Financial Reporting Standards ("IFRS").

Accounting policies and methods of their application followed in the preparation of these unaudited condensed interim financial statements are consistent with those used in the annual audited financial statements for the year ended June 30, 2021, which are available under the Company's profile on www.SEDAR.com.

Basis of measurement

These financial statements have been prepared on an historical cost basis and on an accrual basis except for cash flow information. The financial statements are presented in Canadian dollars, which is the Company's functional currency.

These financial statements were authorized for issue by the Board of Directors on November 26, 2021.

3. Cash restriction

There is a restriction on the use of proceeds realized from the sale of all securities issued by the Company as a CPC. The gross proceeds raised from the Company's Initial Public Offering (the "Offering"), which was completed on December 11, 2020 (note 4), may only be used to identify and evaluate assets or businesses and obtain shareholder approval for a proposed Qualifying Transaction, with the exception that the lesser of 30% of the gross proceeds and \$210,000 may be used for purposes other than those included in the Qualifying Transaction expenses.

4. Share capital

Authorized

Unlimited common shares with no par value

Issued

	Number of Common Shares	Amount
Balance as at June 30, 2020	50,000	\$ 5,000
Seed share issuance	4,950,000	495,000
Share issuance costs	-	(2,800)
Balance as at September 30, 2020	5,000,000	\$ 497,200
Balance as at June 30, 2021 and September 30, 2021	12,500,000	\$ 1,721,279

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(In Canadian dollars)

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4. Share capital (continued)

Seed share issuance

On September 3, 2019, the Company issued an aggregate of 50,000 shares to a director and officer at a price of \$0.10 per share for gross proceeds of \$5,000.

During the quarter ended September 30 2020, the Company issued an aggregate of 1,800,000 seed common shares to the directors and officers of the Company and an additional 3,150,000 seed common shares to other investors at a price of \$0.10 per share for gross proceeds of \$495,000.

Stock option plan

The stock option plan ("Option Plan") provides that the Board of Directors of the Company may from time to time, in its discretion and in accordance with the Exchange requirements, grant to directors, officers, consultants and employees of the Company, options to acquire a maximum number of common shares equal to 10% of the total issued and outstanding common shares of the Company, exercisable for a period of up to ten years from the date of grant.

The Option Plan was approved by the Board of Directors and adopted by the Company on November 11, 2020.

Initial Public Offering

On December 11, 2020, the Company completed the Offering pursuant to which it issued 7,500,000 common shares at \$0.20 per share, for aggregate proceeds of \$1,500,000.

Stock options

Upon closing of the Offering on December 11, 2020, the Company granted 1,250,000 stock options to officers and directors of the Company. These options vested immediately upon grant. Stock options outstanding are summarized as follows:

	Number of stock options issued and exercisable	Weighted average exercise price
Balance as at June 30, 2020 and September 30, 2020	-	\$ -
Granted	1,250,000	0.20
Balance as at June 30, 2021 and September 30, 2021	1,250,000	\$ 0.20

The weighted average remaining life of the options outstanding as at September 30, 2021 was 4.2 years.

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(In Canadian dollars)

For the periods ended September 30, 2021 and 2020

4. Share capital (continued)

Compensation warrants

Upon closing of the Offering on December 11, 2020, the Company granted to the agent of the Offering (the "Agent") an aggregate of 750,000 compensation warrants exercisable at \$0.20 per share for a period of two years. These compensation warrants vested immediately upon grant. Compensation warrants outstanding are as follows:

	Number of compensation warrants issued	Weighted average exercise price
Balance as at June 30, 2020 and September 30, 2020	-	\$ -
Granted	750,000	0.20
Balance as at June 30, 2021 and September 30, 2021	750,000	\$ 0.20

The weighted average remaining life of the compensation warrants outstanding as at September 30, 2021, was 1.2 years.

Pursuant to CPC Policy 2.4, where the Agent receives an option or the right to subscribe for a certain number of shares as consideration for acting as Agent, 50% of the options exercised or 50% of the shares held pursuant to that right may be sold prior to completion of a Qualifying Transaction. The remaining 50% may only be sold after completion of a Qualifying Transaction.

Shares subject to escrow

All issued and outstanding seed shares will be held in escrow pursuant to the requirements of the Exchange to be released as to 10% thereof on completion of the Company's Qualifying Transaction, as defined in the policies of the Exchange, and as to 15% thereof on each of the 6th, 12th, 18th, 24th, 30th and 36th months following the initial release, pursuant to the terms of an Escrow Agreement dated as of November 11, 2020 between the Company, TSX Trust Company, and the shareholders of the Company.

Subject to certain permitted exemptions, all securities of the Company held by principals of the resulting issuer will also be escrowed.

All common shares acquired on exercise of stock options granted to directors and officers prior to completion of a Qualifying Transaction must also be deposited and held in escrow pursuant to the requirements of the Exchange.

All common shares of the Company acquired in the secondary market prior to the completion of a Qualifying Transaction by a Control Person, as defined in the policies of the Exchange, are required to be deposited and held in escrow.

The seed common shares are considered contingently issuable until the Company completes a Qualifying Transaction and, accordingly, they are not considered to be outstanding shares for purposes of loss per share calculations.

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5. Cash and short-term investment

Cash

As at September 30, 2021, the Company had \$65,164 in cash held at a Canadian financial institution (June 30, 2021 - \$67,732).

Short-term investment

On May 25, 2021, the Company invested \$1,650,000 in a one-year fully cashable guaranteed investment certificate ("GIC") with an effective annual interest rate of 0.4%. During the three months ended September 30, 2021, \$1,664 in interest was earned (September 30, 2020 - \$Nil).

6. Prepaid expenses and deposits

Prepaid expenses and deposits as at September 30, 2021 totaling \$769 (June 30, 2021 – \$1,595) mainly included the Company's annual contracts for SEDAR filings and news release dissemination.

7. Accounts payable and accrued liabilities

The Company's accounts payable and accrued liabilities consisted of the following:

	September 30, 2021	June 30, 2021
Accrued liabilities	\$ 30,352	\$ 25,012
Accounts payable	973	2,887
Total	\$ 31,325	\$ 27,899

8. Net loss per share

The net loss per common share was based on the loss attributable to common shareholders and the weighted average number of common shares outstanding. The weighted average shares outstanding for both periods presented does not include 5,000,000 escrowed shares as they are contingently returnable.

Diluted loss per share does not include the effect of 1,250,000 share options and 375,000 or 50% of the compensation warrants outstanding as they are held in escrow until the completion of a Qualifying Transaction. The calculation also excluded the effect of the remaining 375,000 compensation warrants outstanding as they are anti-dilutive.

9. Income taxes

The Company has approximately \$153,000 of non-capital losses in Canada, which, under certain circumstances, can be used to reduce the taxable income of future years. These losses expire between 2040 and 2042.

Deferred income tax balances

Deferred tax assets have not been recognized because it is not probable that future taxable profit will be available against which the Company can use the benefits.

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10. Related party transactions

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions.

Refer to Note 4 for details on seed shares issued and stock options granted to related parties.

11. Management of capital

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and ensure sufficient liquidity in order to remain a CPC and complete a Qualifying Transaction so that it can provide adequate returns for shareholders. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital as total shareholders' equity. The Company is not subject to any externally imposed capital requirements other than the cash restriction disclosed in Note 3. There were no significant changes in the Company's approach to capital management during the periods ended September 30, 2021 and June 30, 2021.

12. Financial instruments and risk management

The Company's activities may expose it to a variety of financial risks: fair values, credit risk, liquidity risk and market risk (including interest rate risk). The Board of Directors provides regular guidance for overall risk management.

Fair values

As at September 30, 2021, the Company's financial instruments consist of cash, short-term investments, and accounts payable and accrued liabilities. The fair values of these financial instruments approximate their carrying values due to the relatively short-term maturity of these instruments.

The Company is exposed in varying degrees to a number of risks arising from financial instruments. Management's involvement in the operations allows for the identification of risks and variances from expectations. The Company does not participate in the use of financial instruments to mitigate these risks. The Board approves the risk management processes. The Board's main objectives for managing risks are to ensure liquidity, the fulfillment of obligations, the Company's search for a Qualifying Transaction, and to limit exposure to credit and market risks.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations. The Company is exposed to credit risk through its cash and short-term investment balances which were held in a Canadian financial institution as at September 30, 2021. The Company believes its exposure to credit risk is not significant.

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(In Canadian dollars)

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12. Financial instruments and risk management (continued)

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Management believes the Company had no significant exposure to interest rate risk through its financial instruments as at September 30, 2021 and June 30, 2021.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities. The Company has a planning and budgeting process in place by which it anticipates and determines the funds required to support normal operation requirements. The Company coordinates this planning and budgeting process with its financing activities through the capital management process described in note 11, in normal circumstances. The Company's accounts payable and accrued liabilities have contractual maturities of less than 30 days and have normal trade terms.